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Notice of the Annual General Meeting of Shareholders

for the year 2020.

Tuesday, June 2, 2020 at 14.00 hrs.

At the meeting room of Panacee Rama 2 Hospital

233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict,

Mueang Samut Sakhon District, Samut Sakhon 74000



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Notes: Shareholders shall have access to the notice of the Annual General Meeting of Shareholders for the year 2020 and other related documents by visiting the company's website: www.nusasiri.com since 2 May, 2020 onwards

Corona-virus epidemic policies and measures 2019 (COVID-19)
for the Annual General Meeting of Shareholders for 2020

Nusasiri Public Company Limited ("Company" or "NUSA") inform measures for the self-attendances of Annual General Meeting of Shareholders Year 2020. In the corona virus epidemic situation 2019 (COVID-19) to reduce the risk of the epidemic. The company would like to inform the following guidelines for attending the meeting;

1. Reserves the right to not allow shareholders with the following risks to participate in the meeting:

1.1 Reserves the right to not allow shareholders traveling to or from foreign countries and countries with risk. Or close to people traveling to or from abroad and countries that are at risk according to the announcement of the Ministry of Public Health and announced the World Health Organization ("WHO") to attend the meeting.

1.2 Reserves the right to not allow shareholders with fever or respiratory symptoms to attend the meeting. This is for safety and to prevent the spread of COVID-19. The company requests the shareholders who fall into the risk group as mentioned to proxy for other persons without risk or authorize an independent director instead of attending the meeting in person.

2. The company will set up screening points according to the guidelines of the Department of Disease Control before entering the meeting building. In the event that a shareholder or proxy has a fever higher than 37.5 degrees Celsius or having respiratory symptoms or traveling to or from abroad less than 14 days. The company reserves the right to not allow the shareholders or proxies to attend the meeting and not to enter the meeting building. (The shareholders attending the meeting in person can appoint proxies to the Company's independent directors Can attend the meeting instead)

3. Please cooperate all the participants to prepare a mask and wear a mask throughout the duration of the meeting and during the meeting.

4. To prevent the spread and for the benefit of health care of shareholders and those related to the meeting. Therefore, requesting cooperation from shareholders who are not at-risk group and consider the method of granting proxy to an independent director of the company instead of attending the meeting in person.

5. The company has published the General Meeting of Shareholders for the year 2020 online to facilitate the shareholders who did not attend the meeting. By attending to watch a live broadcast of the meeting via Facebook: @nusasiri

However, if any shareholders are unable to watch a live broadcast on that meeting date. You can watch video recording of previous at Company website www.nusasiri.com

6. In the event that the shareholders have questions about the agenda in the general meeting of shareholders can be sent in advance from 29 April 2020 to 22 May 2020 by adhering to the following criteria;

6.1 In sending questions in advance, only the shareholders of Nusasiri Public Company Limited who are eligible to attend the Annual General Meeting of Shareholders According to the Record Date to determine the rights in the general meeting of shareholders

6.2 In sending questions in advance Must specify shareholders' information as follows;

(1) Specify name-surname, telephone number that can be contacted

(2) Questions relating to the agenda in the shareholders' meeting for the year 2020, by stating the question asked and questions as well

6.3 Ways to submit questions Via Line ID: @nusasiri and Email: info.agm2020@nusasiri.com

7. Answering Questions; The company will collect questions from shareholders and propose to the Board of Directors for consideration to answer questions at the Annual General Meeting of Shareholders for the year 2020. The company reserves the right to consider and answer questions relating to the meeting agenda only.

Please be informed accordingly.

Sincerely Yours



(Mr. Visanu Thepcharoen)

Chairman of the Board



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Ref. NUSA. 034/2020

April 24, 2020

Subject: Invitation to attend the 2020 Annual General Meeting of Shareholders

To: Shareholders of Nusasiri Public Company Limited

The Nusasiri Public Company Limited (“the Company”) has defined to hold the 2020 Annual General Meeting of Shareholders on Tuesday June 2, 2020 at 14.00 pm at the meeting room of Panacee Rama 2 Hospital, No. 233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict, Mueang Samut Sakhon District, Samut Sakhon 74000 (the hotel map is appeared on **Enclosure 9**) to consider the following agendas:

Agenda 1: To consider and approve the minutes of the 2019 Annual General Meeting of Shareholders held on 30th April 2019

Facts and Rationale: The Company has held the Annual General Meeting of shareholders for the year 2019 on April 30, 2019 and submitted its minutes to the Stock Exchange of Thailand and the Ministry of Commerce as well as posted on the company’s website (www.nusasiri.com) Within 14 days after the meeting date. A copy of the said minutes as provided in **Enclosure 1**.

Board’s opinion: The Board has considered that the minutes was correctly recorded and agreed to propose it to the shareholders’ meeting for certification.

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

Agenda 2: To acknowledge the report of the company's operations and the annual report 2019

Facts and Rationale: The Company has summarized the Company’s performance and significant changes which occurred in 2019 as prescribed in the 2019 Annual Report in the form of QR Code on **Enclosure 2**.

Board’s opinion: The Board agreed to propose the Company’s performance and the annual report for the year 2019 to the shareholders to be acknowledged.

Agenda 3: To consider and approve the financial statements for the year 2019 for the accounting period ending on 31st December 2019 which has been audited by a certified auditor.

Facts and Rationale: In accordance with the 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 that have 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, 2019 as shown on the 2019 Annual Report and the Financial Statements reviewed by the Company’s Audit Committee and audited by the Certified Public Accountant as appeared in **Enclosure 2**.



Board’s opinion: The Board agreed the shareholders to consider the Financial Statements for the Company’s fiscal year ended as of December 31, 2019 reviewed by the Company’s Audit Committee and audited by the Certified Public Accountant.

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

Agenda 4: To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending 31st December 2019

Facts and Rationale: According to the Company’s policy on the dividend payment, the rate of payment is not less than 40% of the net profit and the statutory legal reserves. Nevertheless, the said payment which may be changed is subject to an operation plan, investment, market liquidity and necessities of the Company in the future by giving a full authorization to the Board of Directors in careful consideration matters for the highest benefits to shareholders.

The operating results of the company for the fiscal year ending December 31, 2019, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 668.00 million baht or 40.14 percent of the total revenue. According to Section 115 of the Public Limited Companies Act BE 2535 (1992) regarding the payment of dividends from other types of money other than profits in the event that the company still have accumulated losses, no dividend shall be paid. Therefore need to refrain from paying dividends and abstain from allocating profits for legal reserves for the operating results of the year 2019 because the company has loss of performance.

Board’s opinion: Agreed that to the shareholders' meeting should approve the suspension of profit allocation as legal reserve and no dividend payment for the company's performance of the fiscal year ending December 31, 2019 because the company has loss and must use working capital for business operations.

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

Agenda 5: To consider and approve the election of directors in place of those to be retired by rotation.

Facts and Rationale: 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”.

In this year, there will be three directors retiring by rotation as follows;

No.	Directors	Position	Times of Attendance/Total Sessions Held	Years holding positions ³
1	Mr. Pradit Sawattananond ¹	Board of Directors	7 times from 7 times	4 years and 4 months



No.	Directors	Position	Times of Attendance/Total Sessions Held	Years holding positions ³
		Nomination and Remuneration Committee	1 times from 1 times	
		Chairman of the Audit Committee / Independent Director	4 times from 4 times	
2	Mr. Piboon Voravanprecha ²	Board of Directors	7 times from 7 times	1years and 4 months
		Nomination and Remuneration Committee	1 times from 1 times	
		Audit Committee / Independent Director	4 times from 4 times	

Remarks: 1. The Board of Directors Meeting No. 13/2015, held on November 13, 2015 has approved the appointment of Mr. Pradit Sawattananond as Board of Directors, the Nomination and Remuneration Committee, Chairman of the Audit Committee and Independent Director replacing Mr. Narongchai Satanupong.

- Subsequently, the 2017 Annual General Meeting of Shareholders, held on April 28, 2017, resolved to approve the appointment of director to replace those retiring by rotation, Mr. Pradit Sawattananond is a director for another term.

2. The Board of Directors' Meeting No. 9/2018, which was held on November 14, 2018, approved the appointment of Mr. Piboon Voravanprecha as Board of Directors, the Nomination and Remuneration Committee, the Audit Committee and Independent Director replacing Mr. Santi Boonprakub.

3. Years holding positions (Information as of March 12, 2020)

Board's opinion: 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 5 until March 3, 2020. It appeared that there was no candidate nominated to serve as directors of the Company.

In the election of directors to replace the directors who must retire by rotation, The Board of Directors excluding directors who have been nominated director has considered and approved the proposal of the Nomination and Remuneration Committee propose to appoint the directors who have to retire by rotation, which is the same director, to be re-appointed as the director of the company for another term as follows:

No.	Name	Position of Appointment	Number of years as a director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
1	Mr. Pradit Sawattananond	- Board of Directors - Nomination and Remuneration Committee - Chairman of the Audit Committee - Independent Director	4 years and 4 months	7 years and 4 months	Proposed to be re-appointed for another term



No.	Name	Position of Appointment	Number of years as a director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
2	Mr. Piboon Voravanprecha	- Board of Director - Nomination and Remuneration Committee - Audit Committee - Independent Director	1 years and 4 months	4 years and 4 months	Proposed to be re-appointed for another term

Remark: Number of years as a director/Independent Director (as of March 12, 2020)

therefore, The Board of Directors considered and agreed that both of them who were retired by rotation and nominated to be independent directors. Through the screening process and carefully considered by the Board of Directors. Have qualifications that are suitable for the company's business operations And is a suitable person Knowledgeable And work experience that is beneficial to the company. And also an independent director who can provide independent opinion and in accordance with the relevant rules. Having enough time to perform duties as a director and fully qualified. According to the Public Limited Companies Act. under the Public Limited Companies Act B.E. 2535 and announcement of the Capital Market Supervisory Board (Details of the 2 persons appear in Enclosure 3) and propose to the shareholders' meeting for further consideration and approval.

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

Agenda 6: To consider and approve the remuneration of directors for the year 2020

Facts and Rationale: The Nomination and Remuneration Committee considered the directors' remuneration for the year 2020 with criteria for consideration which compared with listed companies in the same industry. According to the operating results Business size, responsibility and suitability for the current economic situation. Therefore, the directors' remuneration for the year 2020 is not exceeding 5.5 million baht, which is equivalent to the year 2019. The remuneration is a bonus not exceeding 0.25% of the total assets increased and the company must have a profit but limit the maximum amount to 500,000 baht / person / year, health check-up and medical expenses; maximum of 200,000 baht / person / year.

The remuneration of the Board of Directors that had been approved by the past 3 years of the shareholders' meeting, summarized as follows:

1. In 2017, the total amount of Baht 5 million (actual expenses Baht 4.11 million)
2. In 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million)
3. In 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million)

No.	Remuneration	2017	2018	2019	2020 (This approval request)	Remark
1	Monthly remuneration					
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	per month / per person
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	



No.	Remuneration	2017	2018	2019	2020 (This approval request)	Remark
2	Meeting Allowance					
	2.1 Chairman of the Board of Director	25,000.00	25,000.00	25,000.00	25,000.00	per time / per person
	2.2 Director of the Board of Director	20,000.00	20,000.00	20,000.00	20,000.00	
	2.3 Chairman of the Audit Committee	25,000.00	25,000.00	25,000.00	25,000.00	
	2.4 Director of the Audit Committee	20,000.00	20,000.00	20,000.00	20,000.00	
	2.5 Chairman of the Nomination and Remuneration Committee	12,500.00	12,500.00	12,500.00	12,500.00	
	2.6 Director	10,000.00	10,000.00	10,000.00	10,000.00	
3	Health check-up and medical expenses	-	-	200,000.00	200,000.00	per person / per year
4	Bonus	bonus is 0.25% of increasing the Company's asset turnover and the Company must 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
5	Special interest or any other benefit	No committee has any special interest or any other benefit which is different from other board members.				

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

Board's opinion: The Board agreed to take this agenda to shareholder's meeting into consideration of approval of the remuneration of directors for the year 2020 as monthly remuneration, meeting allowance in the amount not exceeding 5,500,000 baht. Compensation for bonuses that do not exceed 0.25% of the total assets and the company. Profitable but limited to a maximum limit of 500,000 baht / person / year. Health check-up and medical expenses up to 200,000 baht / person / year and propose to the shareholders' meeting for approval.

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

Agenda 7: To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2020

Facts and Rationale: According 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 Meeting No. 1/2020 held on February 29th, 2020 considered to select the auditor from EY Office Limited ("EY") as the company's auditor for the year 2020. 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 and also considered as compliance with the rules on rotation of the auditors of the Office of the Securities and Exchange Commission (SEC) Since only being appointed to be the auditor of the company for only 1 fiscal year (year 2019), advisable to use the same auditor for continuity in the work of the auditor. In addition, in order to prepare the financial statements to have an international standard to support investment with foreigners in the future. Therefore agree to select the same auditor from EY Office Limited ("EY") The Audit Committee is of the opinion that EY is a company that has the ability to audit accounts with accuracy, quality, and speed in checking information that is standard and able to provide advice to the company. In addition, the auditor has no relationship and / or no conflict of interest between the auditor and the company / subsidiaries / executives / major shareholders. Or those involved with that said person. In a manner that will affect the performance of duties independently in any way. The names of the auditors of the company for the year 2020 as follows;

No.	Name	CPA (Thailand) No.	Years of auditing to the Company
1	Ms. Supanee Triyanankul	4498	1 Year (For the year 2019)
2	Ms. Vathu Kayankannawee	5423	1 Year (For the year 2019)
3	Mr. Preecha Arunnara	5800	1 Year (For the year 2019)

The Company's Auditor, the Auditor of Subsidiary Company and that associated company under the same audit office which also has subsidiaries and associated companies located in foreign countries that the Board of Directors will supervise to be able to prepare financial statements in accordance with the schedule.

The proposed audit fee for the year 2020, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees, will be withdrawn according to the actual amount paid, summarized as follows:

Remuneration (Unit : Baht)	2019 (Baht)	2020 (Baht)
Audit fee for the annual financial statements		
Nusasiri Public Company Limited	2,400,000.00	3,200,000.00
consolidated financial statements		
Other expenses	800,000.00	Charged according to the actual amount paid
The quarterly review of the interim financial Statements		
Nusasiri Public Company Limited	1,800,000.00	4,300,000.00
consolidated financial statements		
Other expenses	1,546,608.00	Charged according to the actual amount paid
Total	6,546,608.00	7,500,000.00

Remarks: - Audit fee (Only NUSA does not include audit fees of subsidiaries and associated companies.)



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- Such audit fees do not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are withdrawn according to the actual amount paid.

Board's opinion: Agreed that the shareholders' meeting should consider and approve the appointment of auditors from EY Office Limited ("EY") to help promote independence in auditing and provide the auditor's opinion. Also, create confidence for investors and shareholders of the company in making investment decisions. Is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC). Also, to make the preparation of financial statements with international standards to support investment with foreigners in the future by appointing Ms. Supanee Triyanantakul, 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 Auditing of the company for the year 2020, with the annual remuneration of 2020 not exceeding 7.5 million baht, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid.

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

Agenda 8: To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 1,956,381,420 shares, par value of 1 baht per share, total 1,956,381,420 baht.

Facts and Rationale: To propose the meeting for acknowledge the cancellation of the allocation of the newly issued ordinary shares of the company. By the law, the company must be cancel registered capital that is not called up or remaining shares from issuance of warrants to purchase ordinary shares of the company complete. The company must be cancel allotment of new ordinary shares as follows;

(1) To support the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WA) in amount of 3,866,838 shares

(2) To support the exercise warrants to purchase ordinary shares of the Company (NUSA-WB) in the amount of 1,250,000,000 shares

(3) To support the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WB) in amount of 8,578,536 shares

(4) To support the exercise warrants to purchase ordinary shares of the Company (NUSA-W3) in amount of 693,936,046 shares

Total 1,956,381,420 shares with a par value of 1 baht per share totaling 1,956,381,420 baht

The ordinary shares that company allocated reserve shares to accommodate warrants and that accommodate adjustment has expired the last exercise of the warrants. Therefore, require to proceed with cancellation and approve the capital reduction.

Board's opinion Agreed that the shareholders' meeting should acknowledge the cancellation of the allotment of 1,956,381,420 shares at the par value of 1 baht per share, totaling 1,956,381,420 baht.



Agenda 9: To consider and approve the reduction of the registered capital of the company from the original registered capital of 9,597,464,031 baht to the remaining registered capital of 7,641,082,611 baht and the amendment of Article 4 of the Company's Memorandum of Association. In order to conform with the reduction of the registered capital of the company.

Facts and Rationale: Here follows Agenda 8, the meeting has acknowledged the cancellation of the allotment of existing ordinary shares, must be consider and approve reduction of the company's registered capital as follows;

(1) By the way, a cutting the registered reserved shares for support the adjustment of the warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 3,866,838 shares

(2) By the way, a cutting the registered ordinary shares reserved for the exercise of the warrants to purchase ordinary shares of the company (NUSA-WB) in the amount of 1,250,000,000 shares

(3) By the way, a cutting the registered ordinary shares reserved for the adjustment of the warrants to purchase ordinary shares of the Company (NUSA-WB) in the amount of 8,578,536 shares.

(4)By the way, a cutting the registered ordinary shares reserved to accommodate the exercise of warrants Representing the rights to purchase ordinary shares of the Company (NUSA-W3) in the amount of 693,936,046 shares

Total 1,956,381,420 shares with a par value of 1 baht per share totaling 1,956,381,420 baht

Therefore, the capital must be reduced from the original registered capital of 9,597,464,031 baht, the capital reduction of 1,956,381,420 baht. The remaining registered capital of 7,641,082,611 baht. And consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with Capital reduction as follows:

“Article 4. Registered capital 7,641,082,611 baht (seven thousand six hundred forty one million eighty two thousand six hundred eleven baht only)
Divided into 7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Value of 1 baht per share (one baht only)
Divided into
Ordinary shares 7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Preferred shares - shares (- shares)”

Board's opinion: Agreed that the meeting of shareholders consider and approve the reduction of the company's registered capital Legally 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 should reduce the registered capital of the company from the original registered capital of 9,597,464,031 shares to 7,641,082,611 shares and approve amendment to the Article 4 of



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the memorandum of association of the company. To accordance with reduction of the registered capital of the company as to the said registered capital reduction.

Resolution: 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.

Agenda 10: To consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and amendment of Clause 4 of the Memorandum of Association to be in accordance with increase of the company's registered capital

Facts and Rationale: Due to the company has necessary to use rotation capital in operation and with the economic conditions including the epidemic situation of coronavirus disease (COVID – 19) that spread widely in country and abroad, in currently, the company has encountered problems in conducting business to increase liquidity and business operations according to plan as much as possible. The company has to increase the registered capital of the company. To be rotation capital in operation. Which will improve the company's performance, help reduce interest burden of loan, Include helping with capital and debt restructuring of the company.

This increasing the registered capital is an increase of capital specifying a purpose of using funds to support capital increase allotment to private placement amount of 2,000,000,000 shares with a par value of 1.00 baht per share, totaling 2,000,000,000 baht in offering price of 0.50 baht per share, an offering in the form of an offer to no more than 50 specific investors within a 12 month period. According to announcement of the Capital Market Supervisory Board No. TorJor. 28/2551 Re: Approval for listed companies to offer new issuance shares to private placement. (Details of capital increase report (F53-4) appear in Enclosure 4 and information regarding the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appeared in Enclosure 5) with a benefit that the company and shareholders will receive from offering of additional shares to private placement. That capital increase will have a procedure and fast processing time, be able to set a target of investor group as the company desire, whether the investor has a finance potential, experience or expertise in the business that can enhance a potential of the company. Also able to specify the exact amount of money in time for business. Which will make the most benefit of the operating results and operations for the company and shareholders as well. In which, Funding from existing shareholders, will be steps to implement and take more time. The company may a risk of not being able to increase capital as planned. Therefore offering capital increase ordinary shares to private placement that the desired total capital size is appropriate for current business operations.

This Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount of 7,641,082,611 baht to be a new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the



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amendment of the Memorandum of Association Clause 4. of the Company in order to comply with increase registered capital as follows:

“Article 4. Registered capital	9,641,082,611 baht	(nine thousand six hundred forty one million eighty two thousand six hundred eleven baht only)
Divided into	9,641,082,611 shares	(nine thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Value of	1 baht per share	(one baht only)
		Divided into
Ordinary shares	9,641,082,611 shares	(nine thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Preferred shares	-	shares (- shares)”

Board’s opinion: Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 9,641,082,611 baht by issuing new capital ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and amendment of Clause 4 of the Memorandum of Association to be in accordance with increase of the company's registered capital.

Resolution: 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.

Agenda 11: To consider and approve the allotment of 2,000,000,000 shares new issued ordinary with a par value of 1 baht per share to a private placement.

Facts and Rationale: According to Agenda 10, the meeting has resolve to approve increase a registered capital of the company in amount of 2,000,000,000 baht from registered capital after reduction of 7,641,082,611 baht new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value of 1 baht per share totaling 9,641,082,611 baht.

The Company intends to allotment that capital increase ordinary shares to private placement amount of 2,000,000,000 shares with a par value of 1.00 baht per share, totaling 2,000,000,000 shares in the offering price of 0.50 baht per share to 2 investors are Plural Capital Company Limited in the amount of 1,500,000,000 shares and Mr. Uwer Sae Fung in the amount of 500,000,000 shares 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 B.E. 2003, dated November 19th, 2003. And in accordance with the announcement of the Capital Market Supervisory Board No. TorJor. 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



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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 TorChor. 72/2558 before the offering.

In this regard, when considering offering price of capital increase 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 of the Board of Directors No. 5/2020, held on April 24, 2020, Which price of shares 0.288 baht. The offering price of capital increase ordinary shares to private placement that price without discount from the market, Therefore not considered as an offering of newly issued shares at a price lower than the market price as specified in according announcement no. TorJor. 72/2558 re: The approval for listed companies to offering newly issued shares to the private placement

After issue and capital increase shares ordinary 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 number of paid capitals total 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.

The Reasonable consideration of capital increase ordinary shares allotment, as follows;
- The reasons and necessity of capital increase.

The board of Directors have an opinion that the Company is necessary to increase registered capital and capital increase ordinary shares allotment to private placement which is not a connected person to the Company. In order that, the private placement will receive shares allotment must be in accordance with rules increase ordinary shares allotment private placement. As specify in topic 2. Above.

Therefore, the capital increase ordinary shares allotment of the Company on this time has a purpose of raising funds. To strengthen financial strength in the long term and find investors to support the company in expanding new business. Including enhancing liquidity, capital rotation and reduce liabilities with costs. With current outbreak of the corona virus 2019 (COVID-19), the company has a problem of liquidity and capital rotation. The board of directors to see a necessary for this capital increase. Due to raising of funds through the offering capital increase ordinary shares to private placement with direct financial potential, Allowing the company to receive required amount of capital and be able to raise funds in a short time.

- The possibility of the capital increase plan obtained from the offering of shares.

The company expects to issue and offer shares to private placement. Including the money received from the offering that capital increase shares to be completed within September 2020, the company will use the money received from the capital increase as planned, as specified in Topic 3., as mentioned above.

Which the Board of Directors agreed that offering of capital increase ordinary shares has appropriate and sufficient for the project to be feasible. Due to the remaining capital increase from debt reduction with high cost and used as capital rotation in operated. A portion of the funds will be used to invest in health and medical technology businesses inform of network centers. In which the company aims to establish at least 30 network centers around the world within 3 years.



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However, in carrying out the above project, there are still operation risks, such as gathering network members and sell health packages did not set to meet the target or users do not accept the adjustment from using technology or platform developed by the company.

- The reasonableness of the capital increase for plan using proceeds from offering and project to be proceed. Including sufficiency of funding sources.

The committee has opinion that Issuance and offering capital increase ordinary shares to private placement, belong of the company's capital restructuring. Which will be received capital to pay off liabilities with costs and used as capital rotation in operation. Include expanding health business related to innovation and modern technology. Which requires a relatively capital in high value and if the company has sources of funds from the capital increase received from this capital increase offering will make the company has sufficient funds for the company's investment expansion plans in the future. The company expects that if receiving above capital increase, the company will be able to use funds for their purposes. Which the company has a liabilities reduction and resulting in liabilities to equity ratio decreased, as well as increasing the company's liquidity and has capital rotation. Including the financial status of the company has a stronger. Which will result in benefit to the company and long-term shareholders.

- The impact to expected on the company's business operations. As well as the financial status and performance of the company. Due to capital increase and the operations according to plan for spending money or projects.

The Board of Directors have opinion that the company was received money from the capital increase will help strengthen financial and capital structure for the company and helps reduce liabilities with costs. Including interest paid to the company in the future, the capital increase is completed. According to the financial statements for 31 December 2019, the Company has shareholders' equity 5,873.61 million baht after the capital increase under assumption that investors subscribe for shares in full amount, the company will have shareholders' equity increased to 6,873.61 million baht, Which the company to have debt to equity ratio reduced from 0.88 times to 0.75 times. In addition, this capital increase will help increase a business potential and increase the opportunity to expand and expanding business to be more extensive. Which will result in the company's performance improving in the future. If that fundraising is unsuccessful, the company may lose important business opportunities, which will cause the business plan to not achieve its goals. In addition, the company may have liquidity problems for use as working capital within the business. However, in the case that the company is not able to increase the capital from the allocation of capital increase ordinary shares of the company as the target. The company plans to find alternative sources of loans to enable operations in accordance with the business plan. (Which may be delayed) by requesting a loan with a financial institution or issuing debentures. The company expects that it will take some time to process, but due to the limitations in the timing of the need for funds. As well as operating the business according to the company's plan. The company has chosen to use this capital increase method. However, the borrowing from a financial institution or issuing debentures may cause higher interest costs than raising funds through the issuance and offering of new ordinary shares of the company.

- The appropriate of the offering price to private placement. The Source of offering price determination. The reasons and necessity of the offering of new issuance shares to private placement

The Board of directors to consider and have an opinion that the offering price of capital increase ordinary shares to private placement is an appropriate and can be trusted, Due to the offering price of shares to private placement. The price is determined according to the market conditions at the best price during the offering of shares to



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investors. According to the Notification of the Capital Market Supervisory Board No. Tor Chor.72/2558 regarding the permission for listed companies to offer new issuance shares to private placement. By setting the offering price under a condition determining the best selling price according to the market conditions during the offering of shares to investors, that is, the price is not lower than the weighted average price of shares on the Stock Exchange of Thailand for at least 7 consecutive business days, but Not more than 15 consecutive business days (market price).

In this regard, the Board of Directors has considered a reason and necessity of the capital increase for private placement and benefits that the company and shareholders will receive from the offering of capital increase shares with that capital increase, there is a fast process and process, able to determine the large number of investor with potential capital, experience or expertise in a business that can enhance the company's potential. Also able to specify a fixed amount in time for business operations. Which will bring maximum benefit to both of the business performance and the operations of the company and shareholders as well. However, if raising funds from existing shareholders. There will be more steps to process and take more time, may cause the company at risk of not being able to increase capital as planned. The board of directors considerate the offering capital increase ordinary shares to private placement. In order to obtain the desired total capital size that is appropriate for current business operations.

- The Board of Directors Considered and examined information of the 2 investors, and project information as proposed by management with care Carefully and considering the suitability in terms of financial potential, experience, therefore, the opinion that person is a person for investment potential. Which will help enhance the current liquidity of the company in order to maximize benefits for the company and shareholders, by reasons and guidelines for the selection and examination of investor potential. By using the criteria for considering allocation of capital increase shares, Focus on investors with capital potential, have experience or have expertise in a business that can enhance business potential of the company. Including support and build confidence in business of the company.

This in the case that the directors of the company not performing duties in accordance with laws, purpose and company regulations, as well as Shareholders meeting resolution with honesty and carefulness to protect interests of the company. In matters relating to capital increase by acting or accept any actions that do not comply with that duties and cause damage to the company, the company can claim compensation from that director, but if the company do not proceed as the shareholders have informed, That shareholder can claim for damages from that director on behalf of the company in accordance with section 85 of the Public Company 1992 (including amendments). In addition, If the act or omission of any director Which is not a duty to comply with the law, objectives and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company. In matters relating to the capital increase, it causes improper benefits to the directors, executives, or related parties. The company may sue the director to be responsible for returning the said benefits to the company or the shareholders holding shares with voting rights of not less than 5 percent of the total number of voting rights. All voices of the company Will notify the company Can do so Which if the company Do not proceed as according to shareholders within 1 month from the date of notification. That shareholder can exercise the right to sue to return the benefits from that director on behalf of the company. in accordance with Section 89/18 of the Securities and Exchange Act 2535 (including additional amendments). (Details of capital increase report (F53-4) appear in Enclosure 4 and information regarding the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appeared in Enclosure 5)



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Board's opinion: Agreed of the meeting of shareholders consider and approve a new capital increase amount of 2,000,000,000 shares with a par value of 1.00 baht per share, in the offering price of 0.50 baht per share to a private placement to the two investors are Plural Capital Company Limited. amount 1,500,000,000 shares and Mr. Uwer SAE FUNG amount 500,000,000 shares.

Resolution: 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.

Agenda 12: To consider and approve the amendment of Article 25. of the Company's Articles of Association.

Facts and Rationale: To reduce the hassle of documenting power of attorney in doing various juristic acts of the company, which have produced a large amount of documents for use in doing various juristic acts. In order to facilitate convenience in the operation reduce duplicate documents, reduce paper usage, Including reducing work procedures. Therefore, proposed to the shareholders' meeting to consider and approve the amendment of Article 25. of the Association of the Company as follows;

Old regulations

Category 3 Directors and authorized directors

Article 25. The board is responsible for managing all activities of the company. And has the power to perform within the scope of the law, the objectives and the regulations of the company. And according to the resolution of the General meeting of shareholders and has the power to take any action as specified in the memorandum of association or related to that said. The board of directors may assign one or more persons to perform any duties on behalf of the board of directors.

The number or name of directors who can sign to bind the company are Two directors jointly sign and the company's seal. In this regard, the determination of the names of the directors who will sign to bind that company may be determined by the resolution of shareholders' meetings or board resolutions.

Amendment Article 25, paragraph 2

Category 3 Directors and Authorized directors

Article 25. The board is responsible for managing all activities of the company. And has the power to perform within the scope of the law, the objectives and the regulations of the company. And according to the resolution of the General meeting of shareholders and has the power to take any action as specified in the memorandum of association or related to that said. The board of directors may assign one or more persons to perform any duties on behalf of the board of directors.

"The number or names of directors who can sign to bind the company are Two directors jointly sign and the company's seal. *Except in the case of signing the meeting attendance to vote at the meeting of the housing estate juristic person members or joining the condominium juristic person (as the case may be) including signing any relevant documents and including being an agent or appointing a representative of the company. Became a director in a juristic person Housing estate or condominium juristic person (as the case may be), any director shall sign and affix the company's seal.* In order that, the name list



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of directors who will sign to bind that company, may be determined by the resolution of the shareholders meeting or the board resolution"

Board's opinion: Agreed of the meeting of shareholders consider and approve the amendment to the Articles of Association, Article 25, paragraph two. To reduce the document work procedures for use in doing various legal acts, In order to be convenient and quick in the operation reduce duplicate documents reduce paper usage.

Resolution: 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.

Agenda 13: To consider any other business (if any)

We formally invite you to attend the 2020 Annual General Meeting of Shareholders on the date, time and place specified above. If any shareholder desires to appoint a proxy to attend and vote at the meeting, please complete the enclosed proxy form and submit to the Chairman before the meeting.

Please be informed accordingly

Sincerely Yours

(Mr. Visanu Thepcharoen)

Chairman of the Board

Remark: 1. Any shareholder not able to attend the meeting by own self would give a proxy to Mr. Somkid Sari or Mrs. Sirinongnard Priawpanich, the independent directors and the Company's Audit Committee for casting vote in the 2020 Annual General Meeting of Shareholders. Profile of the Audit Committee whom a shareholder gives a proxy to is appeared in **Enclosure 8**

2. If any shareholder requires to the 2019 Annual Report of the Company in the form of printing media, please contact to the Office of Company Secretary; Tel: 02-030-1399 ext. 117