

March 11, 2021

Subject: Invitation to attend the 2021 Annual General Meeting of Shareholders

To: Shareholders of Nusasiri Public Company Limited

The Nusasiri Public Company Limited (“the Company”) has defined to hold the 2021 Annual General Meeting of Shareholders on Friday April 23, 2021 10.00 a.m. at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel, No. 333 Nong Bon, Prawet, Bangkok 10250 (*the hotel map is appeared on [Attachment 11.](#)*) to consider the following agendas:

**Agenda 1:** To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on June 2, 2020

**Facts and Rationale:** The Company has held the Annual General Meeting of shareholders for the year 2020 on June 2, 2020 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](http://www.nusasiri.com)) Within 14 days after the meeting date. A copy of the said minutes as provided in [Attachment 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 2020

**Facts and Rationale:** The Company has summarized the Company’s performance and significant changes which occurred in 2020 as prescribed in the 2020 Annual Report in the form of QR Code on [Attachment 2.](#)

**Board’s opinion:** The Board agreed to propose the Company’s performance and the annual report for the year 2020 to the shareholders to be acknowledged.

**Agenda 3:** To consider and approve the financial statements for the year 2020 for the accounting period ending on December 31, 2020 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, 2020 as shown on the 2020 Annual Report and the Financial Statements reviewed by the Company's Audit Committee and audited by the Certified Public Accountant as appeared in *Attachment 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, 2020 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 December 31, 2020

**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, 2020, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 2,742.37 million baht or 125.27 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 2020 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, 2020 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
1	Mr. Visanu Thepcharoen	Chairman of the Board of Directors	11 times from 11 times	2 years and 8 months
2	Mr. Sompijit Chaichanajarak	Board of Directors	11 times from 11 times	2 years and 8 months
3	Mrs. Siriya Thepcharoen	Board of Directors	10 times from 11 times	2 years and 8 months

**Remarks:** Number of years as a director (as of December 31, 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 15 until February 25, 2021. 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 director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
1	Mr. Visanu Thepcharoen	Chairman of the Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term
2	Mr. Sompijit Chaichanajarak	Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term
3	Mrs. Siriya Thepcharoen	Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term

**Remark:** Number of years as a director (as of December 31, 2020)

therefore, The Board of Directors considered and agreed that the 3 of them who were retired by rotation and nominated to be 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 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 3 persons appear in Attachment 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 2021**

**Facts and Rationale:** The Nomination and Remuneration Committee considered the directors' remuneration for the year 2021 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 2021 is not exceeding 5.5 million baht, which is equivalent to the year 2020. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year and propose to the shareholders' meeting for approval.

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 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million)
2. In 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million)
3. In 2020, the total amount of Baht 5.5 million (actual expenses Baht 5.07 million)

No.	Remuneration	2018	2019	2020	2021 (This approval request)	Remark
1	<b>Monthly remuneration</b>					
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	per time / per person
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	
2	<b>Meeting Allowance</b>					
	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	



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No.	Remuneration	2018	2019	2020	2021 (This approval request)	Remark
	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	Special compensation	Special compensation when the company has the highest profit. Not more than 500,000 baht / person / year				In the past 3 years, there has been no bonus paid to the directors
4	Health check-up and medical expenses	Health check-up and medical expenses. Not more than 200,000 baht / person / year				
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 Attachment 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 5.5 million baht, which is equivalent to the year 2020. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 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 2021

**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. 2/2021 held on March 1, 2021 considered to select the auditor from EY Office Limited ("EY") as the company's auditor for the year 2021. 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 2 fiscal year (Audit start 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 2021 as follows;

No.	Name	CPA (Thailand) No.	Years of auditing to the Company
1	Ms. Vathu Kayankannawee	5423	2 Year (For the year 2019)
2	Ms. Supanee Triyanankul	4498	2 Year (For the year 2019)
3	Mr. Preecha Arunnara	5800	2 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 2021, 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)	2020 (Baht)	2021 (Baht)
<b>Audit fee for the annual financial statements</b>		
Nusasiri Public Company Limited	3,200,000.00	2,650,000.00
consolidated financial statements		
Other expenses	-	Charged according to the actual amount paid
<b>The quarterly review of the interim financial Statements</b>		
Nusasiri Public Company Limited	4,300,000.00	1,200,000.00
consolidated financial statements		
Other expenses	1,912,124.75	Charged according to the actual amount paid

Remuneration (Unit : Baht)	2020 (Baht)	2021 (Baht)
Total	9,412,124.75	3,850,000.00

**Remarks:** - Audit fee (Only NUSA does not include audit fees of subsidiaries and associated companies.)  
- 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. It 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. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 Auditing of the company for the year 2020, with the annual remuneration of 2021 not exceeding 3.85 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 2,000,000,000 shares, par value of 1 baht per share, total 2,000,000,000 baht.

**Facts and Rationale:** For propose to the meeting acknowledge the allocate cancellation of the Company's existing capital increase ordinary shares. In accordance with a law of the company, The Company must complete the cancellation of the unpaid registered capital or remaining shares from issuance of warrants to purchase the Company's ordinary shares. In accordance with the resolution of the 2020 Annual General Meeting of Shareholders, held on 2 June 2020, approved an allocation to capital increase ordinary shares to the Private Placement (PP) in amount of 2,000,000,000 shares, valued 0.50 baht / share and approval request for capital reduction in further.

**Board's opinion** Agreed that the shareholders' meeting should acknowledge the cancellation of the allotment of 2,000,000,000 shares at the par value of 1 baht per share, totaling 2,000,000,000 baht.

**Agenda 9:** To consider and approve the reduction of the Company's registered capital of 2,000,000,000 baht from the original registered capital of 9,641,082,611 baht to the remaining registered capital of 7,641,082,611 baht and approved amendments to the memorandum of association. Clause 4. of the company to be in line with a capital reduction of the Company's registered

**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. By eliminating the registered shares to support the allocation of 2,000,000,000 new ordinary shares to private placement (Private Placement), par value of 1 baht per share, totaling 2,000,000,000 baht.

Therefore, the capital must be reduced from the original registered capital of 9,641,082,611 baht, the capital reduction of 2,000,000,000 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 9,641,082,611 shares to 7,641,082,611 shares and approve amendment to the Article 4 of 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 the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the



private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

**Facts and Rationale:** The Company wishes to issue warrants to purchase the Company's ordinary shares in the amount of 2,410,270,652 units as follows:

(1) Issue warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") in amount not exceeding 1,910,270,652 units to existing shareholders of the Company. According to the shareholding proportion without charge in the ratio of 4 existing ordinary shares per 1 unit of warrant, not exceeding 1,910,270,652 units. In the event that there is a fraction of warrants remaining from the calculation of that warrants allocation ratio to cut off the whole number of aforementioned (*Preliminary details of issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited, Series - 4 ("NUSA-W4") appear in Attachment 4.*)

(2) Issue warrants purchasing ordinary shares of the Company ("NUSA-WC") in the amount not exceeding 500,000,000 units to private placement (PP) who purchase the Company's ordinary shares offering price determination according to shareholding proportion without charge at ratio of 4 ordinary shares per 1 unit of warrant. In the event that there is a fraction of warrants remaining from a calculation of that warrants allocation ratio to cut off the whole number of the aforementioned (*Preliminary details of the issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited ("NUSA-WC") appear in Attachment 5.*)

**Board's opinion:** Agreed of the meeting of shareholders consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company ("NUSA-WC") in the amount of not more than 500,000,000 units to the private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

**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 a capital increase of the Company's registered in amount of 4,410,270,652 baht from registered capital after the capital reduction of 7,641,082,611 baht to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares at the par value of 1 baht per share, total 12,051,353,263 baht and approved amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the 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 capital increase It is a capital increase with the purpose of utilizing funds. With details of allocation as follows:

(1) To support the Allocation ordinary shares amount 2,000,000,000 shares at offering price of 0.50 baht to Private Placement with par value of 1 baht per share, totaling 2,000,000,000 baht.

(2) To support the Allocation of capital increase ordinary shares amount 1,910,270,652 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares Series - 4 ("NUSA-W4"), issued to existing shareholders of the Company. Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause (1) (the amount not exceeding 7,641,082,611 shares) in the ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at 1.00 baht per share

(3) To support the Allocation of capital increase ordinary shares amount 500,000,000 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares ("NUSA-WC"), issued to Private Placement (PP). to purchase the Company's capital increase ordinary shares at a ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at Baht 1.00 per share

*(Details of the Capital Increase Report (F53-4) appear in [Attachment 6](#) and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4 ") and offering of warrants to purchase the Company's ordinary shares for Private Placement Purchasing a capital increase ordinary shares of the Company ("NUSA-WC") appears in [Attachment 7](#))*

This Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount of 7,641,082,611 baht to be a new registered capital amount 12,051,353,263 baht by issuing new ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 4,410,270,652 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 increase registered capital as follows:

"Article 4. Registered capital 12,051,353,263 baht (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three baht only)  
Divided into 12,051,353,263 shares (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three shares)  
Value of 1 baht per share (one baht only)

Divided into

Ordinary shares 12,051,353,263 shares (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three 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 4,410,270,652 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 12,051,353,263 baht by issuing new capital ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 4,410,270,652 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 12:** To consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”)

**Facts and Rationale:** According to Agenda 11 the meeting resolved to approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 12,051,353,263 baht by issuing new capital ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 12,051,353,263 baht

The Company intends to allocate the newly issued ordinary shares for the purpose of utilizing proceeds. With details of allocation as follows :

( 1 ) Additional shares traded 2,000,000,000 Shares at par value of 1.00 baht per share, totaling 2,000,000,000 At the offering price of Baht 0.50 per share to a specific investor (Private Placement)

- (1.1) GOBA Company Limited amount 1,000,000,000 shares
- (1.2) Thanat Herb Commercial Company Limited 500,000,000 shares
- (1.3) CBD Extra Company Limited 400,000,000 shares
- (1.4) Mr. Oudom 100,000,000 shares

In which all 4 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 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) All 4 investors will not take a position or send a person to take a position as a director and / or management of Nusasiri Public Company Limited, who may take a position or send a person to serve as a director and / or management of a subsidiary operate in wellness bussiness only 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. 2/2021, held on March 11, 2021, (Between February 17 - March 10, 2021) with a price of 0.393 per share.The Board has resolved to propose this agenda to The annual general meeting of shareholders for the year 2021 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 2021. (In this regard, the Company will offer the capital increase ordinary shares to 4 investors that within 3 months prior, after expiration of 3 months, the Board of Directors and / or the person assigned by the Board of Directors consider determining person and a new offering price by being the original 4 private placement or new private placement) , which the offering price of capital in crease ordinary shares that or new investors. 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 allocation 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.

However, after the expiration of 3 months from the date of the shareholders' meeting approves the offering of newly issued shares and the Company is unable to complete the capital increase. Delegate powers to the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Have the power to consider Personalize Price and conditions for offering as approved by the shareholders or the market price during the offering period as specified in Clause 8 of the Notification No. Tor Jor. 72/2558 Re: Permission for Listed Companies to Offer for Sale of Newly Issued Shares Private Placement Which must be subject to the rules and regulations and related laws It may include, but is not limited to (1) the allocation of the newly issued ordinary shares on one occasion or occasionally. Offer period Allocation of newly issued ordinary shares Offering

price determination (For the allocation of shares under 1), the date for determining the names of existing shareholders who are entitled to subscribe and receive the allocation of newly issued ordinary shares (Record Date), payment of shares, and other conditions and details. (2) Appointment of a financial advisor to negotiate. Make an agreement and sign documents and contracts Related to the allocation of the newly issued ordinary shares Including various actions In connection with the allocation of the said capital increase ordinary shares and Various waiver requests and necessary evidence relating to the allocation and offering of the newly issued ordinary shares Including handling and filing various applications Various waiver requests And necessary evidence that is relevant to the government or relevant agencies and bringing the Company's newly issued ordinary shares Listed on the SET And has the power to take any other action necessary and appropriate with respect to the allocation of the newly issued shares.

(2) Allocating capital increase ordinary shares not exceed 1,910,270,652 shares with a par value of 1 baht per share to accommodate the exercise of Warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) that the Company will issue to existing shareholders Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause 10.1 (the amount not exceeding 7,641,082,611 shares)

In this regard, empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants, Including contact Submitting documents To request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights to be listed on the SET And to have the power to take any other actions necessary and is appropriate to perform as stated above.

(3) Allocation of not more than 500,000,000 newly issued ordinary shares with a par value of 1 baht per share to accommodate the exercise of the warrants to purchase the Company's ordinary shares (“NUSA-WC”) to be issued to Private Placement to purchase the Company's capital increase ordinary shares at a ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at Baht 1.00 per share and if investors pay for a capital increase ordinary shares after 30 days from a date that the SEC authorizes the Company, the Board of Directors and / or the person assigned by the Board of Directors to consider the allocation of warrants to purchase the Company's ordinary shares (“NUSA-WC”) to a specific investors who purchase the Company's

capital increase ordinary shares as appropriate. The limited shareholders who have been allocated new shares will be allocated warrants. When paying for the newly-issued ordinary shares within 30 days from the date that the Securities and Exchange Commission (“SEC”) authorizes the offering of the newly-issued ordinary shares to Private Placement. According to the share payment ratio.

In this regard, in the case of the remaining warrants to purchase ordinary shares of the Company (“NUSA-WC”) from the allocation under the above paragraph. The offering price is determined in accordance with the announcement of the Capital Market Supervisory Board no. TorChor72/ 2558 Subject: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. Authorize the empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants Including contact Submitting documents to request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights to be listed on the SET And to have the power to take any other actions necessary And is appropriate to perform as stated above.

**Consideration of the reasonableness of the allocation of the newly issued ordinary shares is summarized as follows:**

- **Rationale and necessity for capital increase.** The Board of Directors is of the opinion that the Company has to proceed to increase the registered capital and allocate the newly issued ordinary shares to private placement (PP) who are not connected persons with the Company. Receiving the allocation of shares must be in accordance with the criteria for the allocation of newly issued ordinary shares to the specific investors. As defined in Title 2. Above

The allocation of the newly issued ordinary shares of the Company together with warrants to purchase the Company's ordinary shares at this time has the objective of raising funds. To strengthen the financial strength in the long term and find investors to support the company in expanding new business including adding liquidity Working capital and reduce the cost of debt burden with the current coronavirus outbreak (COVID-19), the company has liquidity and working capital problems. The Board therefore saw the need for this capital Increase. Due to the fundraising by offering the newly issued ordinary shares to private placement with direct capital potential, the Company will receive the required amount of funds and be able to raise funds in a short time and the warrants to buy the Company's ordinary shares to the existing shareholders in return to the shareholders in burden of the Company in a loss and did not pay dividends over the past several years.

- **Possibility of the capital increase plan derived from the share offering.** The Board of Directors is of the opinion that Issuance and offering of shares to Private Placement. Coupled with the warrants to purchase the Company's ordinary shares. In addition, the proceeds received from the said capital increase share offering will be completed within July 2021, whereby the Company will use the proceeds received from the capital increase in accordance with the proceeds plan.

- **Justification of the capital increase plans to use the proceeds from offering shares and the projects to be implemented. Including the adequacy of funding sources.** The Board of Directors is of the opinion that Issuance and offering of capital increase ordinary shares to specific investors Along with the issuance and offering of warrants to purchase the Company's ordinary shares. It is part of the Company's capital restructuring. This will bring the capital to pay off the debt with the cost and used as working capital. Including the expansion of the health business related to innovation and modern technology. Which requires a relatively high amount of capital. Which if the company. There is a source of funds from capital increase received from this offering of capital increase shares will make the company. The Company has sufficient funds for the Company's future investment expansion plans. The company will be able to use the money for its intended purpose. Which makes the company have a lower debt burden. As a result, a debt to equity ratio has decreased, as well as increasing the liquidity and working capital of the company. Including the financial status of the company stronger This will result in benefits to the company. And long-term shareholders

- **Eliminate the impact that may occur on the business operation of the Company As well as financial status and results of operations of the Company Due to the capital increase and implementation of the fund or project plans.** The Board of Directors, There is an opinion that the money that the company Received from the capital increase will help strengthen the financial strength and capital structure of the company and help reduce the cost of debt burden. Including interest paid to the company. In the future, the capital increase principle is completed. As a result, a debt to equity ratio (D / E Ratio) decreased from 1.15 to 1 to 0.68: 1 (in case of exercising the warrants to purchase the Company's ordinary shares in full), thus helping Reduce a risk of the Company's financial structure.

- **Appropriateness of the offering price to the specific investors Background of the offering price determination Rationale and necessity for offering the newly issued shares to the specific investors.** The Board of Directors the Board of Directors considered and opined that the offering price of the newly issued ordinary shares to the individual in conjunction with the issuance and offering of warrants to purchase the Company's ordinary shares. Is suitable and can be trusted Due to the offering price of shares per specific investors and the exercise price to purchase the Company's ordinary shares The price is determined according to the market conditions at the best price during the offering of shares to investors. According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. By determining the offering price of shares under the conditions determining the offering price at the best price according to market conditions during the offering period to investors, that is, The price is not lower than weighted average price of shares in the Stock Exchange for a past of 15 consecutive days prior to the Board of Directors Meeting No. 2/2564 held on March 11, 2021, which resolved to consider and

approve the issuance and allocation of shares. The ordinary share capital increase of the Company to new private placement (PP) (between February 17 - March 10, 2021) equal to 0.393 baht per share. Considered a reasons and necessity of the capital increase. And the benefits that the company and shareholders will receive. Therefore, it is of the opinion that all 4 investors have personal qualifications that have been audited and verified as reliable individuals and entities. It has financial stability and the Company will benefit from supporting a business of such investors as well. And can set the target group of investors that the company wants, whether they are investors with capital potential. Have experience or expertise in the business that can empower the company and able to set the exact amount immediately following the business operation which will make the most of both operating results and operations for the company and shareholders as well.

This the Board of Directors Considered and verified information of all 4 investors, including project information. As the management has presented with careful, carefulness and considering a suitability in terms of financial potential, experience, therefore, it is of the opinion that such person is a potential investor. This will enhance liquidity and support the business of the company. Currently and in the future, for maximize the benefits of the company and shareholders there are reasons and guidelines for considering, selecting and examining the potential investors. By using, the criteria for considering the allocation of capital increase shares and focus on potential investors both financially or the experienced, Have expertise in business that can promote the business potential of the company including support and build confidence in business of the company.

In the event that the Company's directors Failure to perform duties in accordance with the law, objectives and the Company's Articles of Association, as well as the resolutions of the shareholders' meeting, with honesty and carefulness to protect the interests of the Company. In matters relating to capital increase, by performing or omitting any act which fails to perform such duties and cause damage to the Company, the Company can claim compensation from that director. But if the company Not making such claims Shareholders holding not less than 5% of the total issued shares Will notify the company Actionable and if the company Not proceeding as the shareholder informed Such Shareholder in addition, if any action or omission of the director Which does not perform duties in accordance with the law, objectives and regulations of the company as well as resolutions of the shareholders' meeting with honesty and care to protect the interests of the company. In matters relating to the capital increase, it causes the directors, executives or related persons to have wrongful benefits. The Company may sue the directors to be responsible for the return of such benefits to the Company or the shareholders who hold shares and have voting rights in aggregate not less than 5% of the total voting rights. All voices of the company Will notify the company Can do so Which if the company Failed to act as the shareholder notified within 1 month from the date of notification Such shareholders can exercise their right to sue the benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments). *(Details of the Capital Increase Report (F53-4) appear in Attachment 6 and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and offering of warrants to purchase the Company's ordinary shares*



for Private Placement Purchasing a capital increase ordinary shares of the Company (“NUSA-WC”) appears in Attachment 7

**Board’s opinion:** Agreed of the meeting of shareholders consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) amount 1,910,270,652 shares and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”) amount 500,000,000 shares at the par value of 1 baht per share, total 4,410,270,652 baht

**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 2021 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. Teerataht Poshyanonda or Mr. Somkid Sari, 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 Attachment 10.

2. If any shareholder requires to the 2020 Annual Report of the Company in the form of printing media, please contact to the Office of Company Secretary; Tel: 02-030-1399 ext. 114