



N U S A S I R I

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

## NUSASIRI PUBLIC COMPANY LIMITED

Notice of the Annual General Meeting of Shareholders

Year 2022

Friday, April 29, 2022 at 10:00 A.M.

by organizing meetings through electronic media

According to the Royal Decree on Conferencing via Electronic

Media B.E. 2563

Live broadcast at the company's

## Content

---

	Pages
Notice of the 2022 Annual General Meeting of Shareholders.	
Attachment to the Notice of the 2022 General Meeting of Shareholders.	1-9
<b><u>Attachment 1</u></b> A copy of minutes of the Extraordinary General Meeting of Shareholders No. 1/2565 On 4 March, 2022	10-27
<b><u>Attachment 2</u></b> Form 56-1 One Report 2022 and the Financial Statements for the year 2021 (in the form of QR Code)	28
<b><u>Attachment 3</u></b> Profiles of re-elected directors will be proposed to the shareholders' meeting	29-32
<b><u>Attachment 4</u></b> Rules for Attending the Shareholders' Meeting via Electronic Media (E-AGM)	33-39
<b><u>Attachment 5</u></b> Documents requesting to attend the meeting via electronic media	40
<b><u>Attachment 6</u></b> Articles of Association relating to the Shareholders' Meeting	41-42
<b><u>Attachment 7</u></b> Information of independent directors that shareholders can authorize	43-44
<b><u>Attachment 8</u></b> Proxy Form A	1-2
Proxy Form B	3-9
Proxy Form C	10-16





various future necessities of the Company by empowering the Board of Directors to consider appropriateness for the maximum benefit to the shareholders

The Company's performance For the fiscal year ending on December 31, 2021, which has been reviewed by the Audit Committee and has been audited by a certified public accountant, the company has accumulated loss amounting to 3,631.51 million baht or 53.10% of total revenue according to the Public Company Limited Act B.E. Profits cannot be made. In the event that the company There is still accumulated loss. Forbidden to pay dividends Therefore, it is necessary to refrain from paying dividends. and refrain from allocating profits for legal reserves For the operating results of the year 2021 because the company have a loss.

#### **Board's Opinion**

The Board of Directors has considered deemed appropriate for the shareholders' meeting to consider and approve the omission of profits as legal reserves and no dividend payment for the Company's performance For the fiscal year ending on December 31, 2021, because the Company has accumulated loss and must use working capital for business operations

**Voting** in this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

#### **Agenda 5 To consider and approve an appointment of directors to replace those retiring by rotation**

#### **Facts and Reasons**

According to the Public Company Limited Act B.E. Directors must retire at least one third (1/3) at a rate if the number of directors cannot be divided into three parts. The number of directors closest to one-third (1/3) shall be retired in the first year. and the second year after the registration of that company In the following years, the director who has been in office for the longest time shall retire from office. Those who retire from office may choose to take up the position again.” The directors who must retire by rotation this year are:

No.	Name	Positions	Proportion of attending the meeting in 2021	number of hold a position
1	Mr. Somkid Sari	Vice Chairman	8 times out of 8 times	2 years 11 months
		Chairman of the Nomination and Remuneration Committee /independent director	1 time out of 1 time	
		Audit Committee	4 times out of 4 times	
2	Mrs. Sirinongnard Prieupanich	company director	8 times out of 8 times	2 years 11 months
		Nomination and Remuneration Committee	1 time out of 1 time	
		Audit Committee/Independent Director	4 times out of 4 times	

### Board's Opinion

The Board of Directors has considered deemed appropriate for the shareholders' meeting to consider and approve To comply with the policy to promote good corporate governance and shows fair and equitable treatment to all shareholders. The Company has considered it as a guideline by giving shareholders an opportunity to nominate a person who considers them qualified. Appropriate to act as a representative of the Board of Directors in advance From 9 March 2022 until 18 March 2022, it appears that no shareholder nominated a person. to be considered to be elected as the Company's director in any way

However, in the election of directors to replace the directors who must retire by rotation Board of Directors excluding nominated directors considered and approved the proposal of the Nomination and Remuneration Committee Propose to appoint a director who is retired by rotation, who is the former director, to be re-elected as a director of the Company for another term as follows:

No.	Name	Type of director proposed for appointment	Number of years holding directorship/ independent director	Total period of holding the position of director/independent director until the end of this term	Remark
1	Mr. Somkid Sari	- Vice Chairman of the Board - Chairman of the Nomination and Remuneration Committee/ independent director  - Audit Committee	2 years 11 months  2 years 11 months	6 years 5 months  5 years 5 months	Offer to return to office for another term
2	Mrs. Sirinongnard Prieupanich	-Director - Member of the Nomination and Remuneration Committee - Audit Committee / Independent Director	2 years 11 months	3 years 9 months	Offer to return to office for another term

Therefore, the Board of Directors considered and opined that the two directors who had to retire by rotation and nominated to be an independent director has undergone a process of scrutiny and careful consideration The Board of Directors has been cautious that the qualifications are suitable for the Company's business operations and is a suitable person knowledgeable and experience in working that is beneficial to the Company and is also an independent director who is able to express opinions independently and in accordance with the relevant rules have enough time to perform the duties of a director and have all the features in accordance with the Public Limited Companies Act B.E. 2535 and the

relevant announcements of the Capital Market Supervisory Board. (Details of the history of the two persons appear in Attachment 3) and will be presented to the shareholders' meeting for approval.

**Voting** In this agenda, it is necessary to vote on the appointment of individual directors. and must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

**Agenda 6 To consider and approve the determination of directors' remuneration for the year 2022**

**Facts and Reasons**

The Nomination and Remuneration Committee has considered the remuneration of directors for the year 2022 with criteria that are comparable to those of listed companies in the same industry. according to operating results The size of the business, duties, responsibilities and suitability to the current economic conditions. Therefore, the directors' remuneration for the year 2022 is set in the amount of not more than 7.5 million baht, a special remuneration that is a bonus of 0.75% of net profit and the company has profits, but is limited to a maximum of 500,000 baht / person / year, and health check and Medical treatment up to 200,000 baht/person/year

Due to the addition of 2 new directors to strengthen the operation of the company. It is strong and continues to grow. that sustainability Under the operation in accordance with the principles of good corporate governance (CG Code) and in accordance with the rules prescribed by the Stock Exchange of Thailand including properties skills and work experience Duties and Responsibilities of Directors and appropriateness to the current economic conditions, etc.

The remuneration for the Board of Directors which has been approved by the shareholders' meeting in the past 5 years can be summarized as follows:

Year	AGM approved	actually use	% actually use
2560	5.0 million baht	4.11 million baht	82%
2561	5.5 million baht	3.70 million baht	67%
2562	5.5 million baht	4.28 million baht	78%
2563	5.5 million baht	5.07 million baht	92%
2564	5.5 million baht	4.09 million baht	74%

No.	Director's Remuneration	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022 (request approval)	Remark
1	<b>Monthly Compensation</b>							
	1.1 Chairman	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	per month/per
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	

No.	Director's Remuneration	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022 (request approval)	Remark
								person
2	<b>Meeting Allowance</b>							
	2.1 Chairman of the Board	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	per time/per person
	2.2 company director	20,000.00	20,000.00	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	25,000.00	25,000.00	
	2.4 Audit Committee	20,000.00	20,000.00	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	12,500.00	12,500.00	
	2.6 Nomination and Remuneration Committee	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	
3	<b>Health check-up and medical expenses</b>	200,000	200,000	200,000	200,000	200,000	200,000	per person/per year
4	<b>Bonus</b>	Remuneration as a bonus at the rate of 0.25% of total assets increased by the company must have profit, but limited to a maximum of 500,000 baht/person/year					Special compensation which is a bonus at the rate of 0.75% of net profit and the company has profit but is limited to a maximum of 500,000 baht / person / year	in 5 years In the past, no bonus has been paid to directors.
5	<b>Special interest or any other benefits</b>	None of the Board of Directors has any special interests or any other benefits different from other committees						-

In this regard, the Board of Directors shall determine the conditions. Details and rates of remuneration for directors and sub-committees as appropriate Details of the scope of duties and responsibilities of the Board of Directors Audit Committee and the Nomination and Remuneration Committee



### Board's opinion

The Board of Directors has considered Agreed that the shareholders' meeting should approve the remuneration of the Board of Directors for the year 2022 in the amount of not more than 7.5 million baht, a special remuneration that is a bonus at the rate of 0.75% of net profit and the company has a profit but is limited to a maximum amount of not more than 500,000 baht. /person/year and health check and medical expenses Up to 200,000 baht/person/year

**Voting** in this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

### **Agenda 7 To consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2022**

#### facts and reasons

In order to comply with the Public Company Limited Act, B.E. 2 5 3 5 , Section 1 2 0 , which requires the general meeting of shareholders to consider appointing an auditor. and determine the Company's annual audit fee and in addition, according to the announcement of the Capital Market Supervisory Board has stipulated that listed companies must have auditor turnover If the former auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 5 consecutive accounting periods A new auditor can be appointed from the same auditing office as the previous auditor. However, the Company may appoint an auditor who has retired from the auditor's rotation after at least two periods of time. accounting year from the date of retirement from the performance of duties

The Audit Committee Meeting No. 1/2022, convened on February 28, 2022, had considered and agreed to select an auditor from EY Office Company Limited (“EY”) to be the Company's auditor. Year 2 0 2 2 to promote independence in auditing and giving opinions of auditors and build confidence for investors and shareholders of the Company in investment decisions It is also considered to be in compliance with the rules for the rotation of auditors of the Securities and Exchange Commission (SEC) since it has just been appointed as the Company's auditor for only 3 fiscal years (beginning Auditor in 2019), therefore, the same auditor should be used for the continuity of the auditor's work, as well as for the preparation of financial statements to meet international standards to support investments with foreigners in the future Therefore, the Audit Committee agreed to select the former auditor from EY Office Company Limited (“EY”). The Audit Committee considered that EY was a company capable of auditing the accounts accurately, with quality, and expediently. Auditing of information that is standardized and able to give advice to the Company. Moreover, the auditor has no relationship and/or has no conflict of interest between the auditor and the company/subsidiary/management/major shareholder. or those

related to such persons in a manner that will affect the independent performance of duties in any way  
The list of auditors of the Company for the year 2022 is as follows:

No.	Name of auditors	Certified Public Accountant No.	Number of years of auditing for the company
1	Ms. Supanee Triyanantakul	4498	3 Years (Year 2019)
2	Ms. Watoo Khayankarnavi	5423	3 Years (Year 2019)
3	Mr. Preecha Arunnara	5800	3 Years (Year 2019)

In this regard, the Company's auditor, the subsidiary's auditor and that associated company under the same audit firm There are also subsidiaries and associated companies in foreign countries that the Board of Directors will supervise to be able to prepare the financial statements within the specified period.

Proposed audit fee for the year 2022, which excludes other expenses such as travel expenses, postage, fax, overtime, and will be reimbursed based on the actual amount paid. can be summarized as follows:

Auditor's Remuneration	Year 2021 (Baht)	Year 2022 (Baht)
<b>Annual financial statements audit fee</b>		
Nusasiri Public Company Limited	2,650,000.00	2,650,000.00
consolidated financial statements		
Other expenses such as travel expenses	-	charged according to the actual amount paid
<b>Interim/Quarter Financial Statement Audit Fee</b>		
Nusasiri Public Company Limited	1,200,000.00	1,200,000.00
consolidated financial statements		
Other expenses such as travel expenses	5,919.00	charged according to the actual amount paid
<b>Total</b>	<b>3,855,919.00</b>	<b>3,850,000.00</b>

**Remark :** - Audit Fee (Only NUSA, excluding audit fees of subsidiaries and associates)

- The audit fee for the year 2022 does not include other expenses such as travel expenses, postage expenses, fax expenses, overtime expenses, which are requested to be reimbursed based on the actual amount paid.

#### Board's opinion

The Board of Directors has considered It is deemed appropriate for the shareholders' meeting to consider and approve the appointment of auditors from EY Office Company Limited ("EY") to help promote independence in auditing and giving opinions of auditors. and build confidence for investors and

shareholders of the Company in investment decisions It is considered to be in compliance with the rules for the rotation of auditors of the Securities and Exchange Commission (SEC). to support investments with foreigners in the future by appointing Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498, and/or Ms. Watoo Khayankarnavi, Certified Public Accountant No. 5423, and/or Mr. Pricha Aroonara, Certified Public Accountant No. 5800, to be the Auditing of the Company for the year 2022, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid.

**Voting** in this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

**Agenda 8 Consider other matters (if any)**

Therefore, we would like to invite the shareholders to attend the meeting on the date, time and place mentioned above. Any shareholder wishing to appoint another person to attend the meeting and vote on his behalf in this meeting Please authorize the proxy form attached hereto to the chairman of the meeting before attending the meeting.

Sincerely Yours

(Mr. Visanu Thepcharoen)

Chairman

**Remark:**

*1. Any shareholder who is unable to attend the meeting in person can appoint Mr. Teeratat Poshyananda as an independent director and Chairman of the Audit Committee of the Company. to vote at this Annual General Meeting of Shareholders for the year 2022. Information of the Audit Committee which the shareholders can appoint as proxy in the meeting (As shown in Attachment 7)*

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022  
Nusasiri Public Company Limited**

On Friday, March 4, 2022 at 1:00 p.m., the meeting was held via electronic media. 2020, which will be broadcast live at the Company's office at No. 2922/209, Charn Issara Tower 2, Floor 12A, New Petchburi Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok.

**Directors attending the meeting**

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Somkid	Sri	Vice Chairman/Audit Committee/Independent Director
3. Mr. Theerathat	Poshyanon	Chairman of the Audit Committee/Independent Director
4. Mr. Piboon	Worawanprecha	Audit Committee/Independent Director
5. Mrs. Sirinongkarnat	Priewpanich	Member of the Audit Committee/Independent Director (meet the meeting via electronic media)
6. Mrs. Siriya	Thepcharoen	Director
7. Mr. Sompijit	Chaichanajarak	Director/Company Secretary

The Company has a total of 7 directors attending the meeting, a total of 7 people, representing 100% of the directors attending the meeting.

**Directors who did not attend the meeting**

-do not have-

**Attendees**

1. Mr. Nontawat Thanasuwiwat	Executive Director/ Deputy Chief Executive Officer Accounting and Finance Division
2. Kudan and Partners Company Limited.	The Company's legal advisor

**The meeting started at 1:07 p.m.**

Mr. Sompijit Chaichanajarak Director and Company Secretary announced to the meeting that Currently, there are 55 registered shareholders, 6 attending by themselves, 49 by proxy, representing the total number of shares. 6,223,627,078 shares, representing 77.3979 percent of the Company's total issued shares. which has a total number 8,041,082,611 shares of the Company's total outstanding shares A quorum was constituted according to Article 35 of the Company's Articles of Association and Article 38 of the Company's Articles of Association, which stipulated that the Chairman of the Board of Directors presided over the meeting Therefore, I would like to invite Mr. Wisanu Thepcharoen, Chairman of the Board of Directors. Addressing the opening of the meeting and conducting the Extraordinary General Meeting of Shareholders No. 1/2565

The Chairman welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2022 and introduced the Company's directors and introduced the Company's legal advisor and who will be proposed to the shareholders for consideration and appointment as directors attended this Extraordinary General Meeting of Shareholders to the meeting

The Chairman informed the Extraordinary General Meeting of Shareholders about the voting procedures in each agenda.

1. Voting shall be counted as 1 share to 1 vote and if any shareholder has a special interest in any matter, that shareholder has no right to vote.
2. Electronic voting
  - Because this meeting is a meeting via electronic media. Therefore, no ballots were printed.
  - To vote. Ask the shareholders to go to the E-Voting tab to vote in each agenda within 1 minute. After pressing the voting button, the system will pop-up again asking if the vote is confirmed or not. Press OK to confirm the vote. In the event that shareholders wish to change their voting Can be done by pressing the new score again. But if the agenda has already been closed Shareholders will not be able to vote. or change the vote
    - When you have finished voting. You are asked to return to the E – Meeting window to continue watching the video and audio of the meeting. The staff will collect all the votes from the voting system.
3. Vote counting: counting only the disapproving votes. and abstained first, and the rest were considered as agreed votes.
4. Notification of vote counting results: will inform the meeting After completing each agenda
5. Comments: If any shareholder wishes to ask questions or express opinions The Company has opened channels for submitting suggestions and questions during the meeting as follows:

1. **Audio conversation channel:** You must be at the E – Meeting window, then you go to the menu. Participant and press the button to raise your hand when the company calls the name of the shareholder. The staff will open the mic for you to inquire. Shareholders must press Unmute and turn on the mic on your device. In each question Please inform your name - surname. and specify whether to attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting

2. **Chat channel:** go to the Chat menu in the E – Meeting window to type a message and send it to the system. For each time you ask a question, please state your first and last name. and specify whether you attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting

However, only comments related to the agenda under consideration are requested. for the chairman to give permission and ask the shareholders to specify their names and informed that he attended the meeting in person or as a proxy in order to record the minutes of the meeting accurately and completely  
If the shareholder wishes to suggest other opinions that are not on the agenda of the meeting You can express your opinions in other agendas.

The chairman of the meeting conducted the meeting according to the following agenda:

**Agenda 1** To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021

The Chairman assigned to Mr. Sompjijt Chaichanajarak Directors and Company Secretary to clarify the facts in this agenda

Mr. Sompjijt Chaichanajarak Informed the meeting that the Company held the 2021 Annual General Meeting of Shareholders held on April 23, 2021 and has prepared the minutes of the meeting to send to the Stock Exchange of Thailand (SET) and the Ministry of Commerce. within 14 days as required by law and a copy of the minutes of the meeting has been sent to the shareholders according to the invitation letter for this Annual General Meeting of Shareholders according to Enclosure 1

The Board of Directors recommends that the Extraordinary General Meeting of Shareholders consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021, which have been duly recorded.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

**Resolution:** It was resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021 with the votes.

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 2** To consider and approve the reduction of the registered capital of the Company in the amount of 1,600,000,000 baht from the registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating unsold ordinary shares. 1,600,000,000 shares with a par value of 1 baht per share and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

The Chairman assigned to Mr. Sompjijt Chaichanajarak Director and Company Secretary to clarify the facts in this agenda

Mr. Sompjit Chaichanajak informed the meeting that According to the Public Limited Companies Act B.E. 2535 (and as amended) stipulates that a company can increase its registered capital by issuing more new shares. Only when all shares have been sold and the shares have been paid in full. or in the case that the shares have not yet been fully sold The remaining shares must be shares issued to support convertible bonds. or warrants to purchase shares.

Because the company wishing to increase the registered capital of the Company to issue and allocate newly issued ordinary shares

To offer for sale to a specific person (Private Placement) and to support the adjustment of rights for (1) warrants to purchase the Company's ordinary shares No. 4 (NUSA - W4) issued to the existing shareholders of the Company and (2) warrants to purchase the Company's ordinary shares Issued to Private Placement (NUSA-WC)

The Company therefore had to reduce the registered capital of the Company by 1,600,000,000 baht from the registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating unsold ordinary shares. 1,600,000,000 shares with a par value of 1.00 baht per share, which are the remaining ordinary shares after the allocation to specific investors (Private Placement) according to the resolution of the 2021 Annual General Meeting of Shareholders in accordance with the reduction of the Company's registered capital As mentioned, the Company has to amend Clause 4 of the Company's Memorandum of Association with details as following:

“Clause 4. Registered capital amount	10,451,353,263	Baht	( fourteen hundred fifty-one million three hundred fifty-three thousand two hundred and sixty-three baht)
divided into	10,451,353,263	Shares	( fourteen hundred fifty-one million three hundred fifty-three thousand two hundred sixty-three shares)
par value	1.00	Baht	(one baht)
divided into			
common stock	10,451,353,263	Shares	( fourteen hundred fifty-one million three hundred fifty-three thousand two hundred sixty-three shares)
Preferred shares	- none -		(-)”

In addition, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

deemed appropriate to propose to the shareholders' meeting Consider and approve the following matters

(1) Reduction of registered capital of the Company in the amount of 1,600,000,000 baht from the registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating 1,600,000,000 unsold ordinary shares with a par value of 1.00 baht per share, which are the remaining ordinary shares after the allocation to specific investors (Private Placement) according to the resolution of the meeting. Annual General Meeting of Shareholders for the year 2021 and to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

(2) the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

For this agenda, approval must be passed with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders.

who attended the meeting and had the right to vote

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

**Resolution** of the meeting approved the reduction of the registered capital of the Company in the amount of 1,600,000,000 baht from the registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating unsold ordinary shares. 1,600,000,000 shares with a par value of 1 baht per share and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Reduce the registered capital of the company with votes

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 3** To consider and approve the increase of the Company's registered capital in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to the registered capital in the amount of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1 baht per share to be allocated to people in Private Placement and support for the adjustment of rights of warrants to purchase ordinary shares and consider and approve the



**amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.**

The Chairman assigned to Mr. Sompjit Chaichanajak Director and Company Secretary to clarify the facts in this agenda

Mr. Sompjit Chaichanajak informed the meeting that the Company intends to increase the registered capital of the Company in the amount of 4,265,132,134 baht from the original registered capital (After the reduction of registered capital according to Agenda 2 above) in the amount of 10,451,353,263 baht, a new registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share to support the following:

1 . Allotment of newly issued shares to specific investors (Private Placement) amounting to 3,939,750,000 shares

2. Adjustment of the warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company. according to the shareholding proportion of 257,883,047 shares and

3. Adjustment of the rights of warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC) in the amount of 67,499,087 shares

In addition, the Board of Directors meeting It was resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital. The details are as follows.

“Clause 4 Registered capital amount	14,716,485,397	Baht	(fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven baht)
divided into	14,716,485,397	Shares	(fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven shares)
par value	1.00	Baht	(one baht)
divided into			
common stock	14,716,485,397	Shares	(fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven shares)
Preferred shares	- None -		(-)”

In addition, the Board of Directors meeting Approved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person

authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

Details of capital increase Appears according to the capital increase report form F53-4

The Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders. Consider and approve the following matters

(1) Increasing the registered capital of the Company in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to the registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share to be allocated to specific investors. (Private Placement) and support the adjustment of rights of warrants to purchase ordinary shares and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

(2) the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

For this agenda, approval must be passed with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders.

who attended the meeting and had the right to vote?

The Chairman gave the shareholders an opportunity to express their opinions.

Ms. Pornthip Kitichaiwat, representative from the Thai Investors Association Asked whether the age of NUSA-W4 and the price of NUSA-W4 issued to the same shareholders will remain the same.

Mr. Sompijit Chaichanajarak explained to the meeting that as for the term of NUSA-W4 with a term of 2 years remains the same and the price of NUSA-W4 issued to the same shareholders is still retained the par value of 1 baht per share

The Chairman thanked the shareholders for the questions. and gave the shareholders an opportunity to express their opinions again.

When no shareholders commented, the chairman asked the meeting to vote.

**Resolution** of the meeting resolved to approve the increase of the Company's registered capital in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to the registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1 baht per share to be allocated to individuals in a limited placement (Private Placement) and support the adjustment of the rights of the

warrants to purchase ordinary shares and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital. with votes

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 4.** To consider and approve the issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares at par value 1 baht for offering to private placement (Private Placement) and to support the adjustment of rights for (1) warrants to purchase ordinary shares of the Company No. 4 (NUSA - W4) issued to holders Company's existing shares and (2) warrants to purchase the Company's ordinary shares Issued to Private Placement (NUSA-WC)

The Chairman assigned to Mr. Sompjit Chaichanajarak Director and Company Secretary to clarify the facts in this agenda

Mr. Sompjit Chaichanajarak informed the meeting that due to the fact that the company wishes to increase the Company's registered capital in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to a new registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share, as detailed in Agenda 3 above

In this regard, the Board of Directors meeting Therefore, it was resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares with a par value of 1.00 baht per share to support the following:

1 . Allocation of newly issued ordinary shares to specific investors (Private Placement), i.e. minor shareholders of Wind Energy Holding Company Limited (“WEH”) (“who sell shares in WEH”) 3,939,750,000 shares at the offering price of 0.90 baht per share or total value. 3,545,775,000 baht by the allocation of newly-issued shares of the Company for the purpose of compensation for WEH's ordinary shares of not more than 8,755,000 shares that the Company bought from the sellers of WEH shares instead of cash. (“WEH Share Purchase Transaction”), whereby the seller of WEH shares will bring not more than 8,755,000 shares of WEH ordinary shares at a par value of 10 baht per share (fully paid) or 8.04%. of the total number of issued and paid-up shares of WEH (calculated from the total number of issued and paid-up shares of the Company after entering into the transaction to purchase ordinary shares of WEH) to pay for the newly issued ordinary shares of the Company instead of paying by cash

However, entering into the transaction to purchase ordinary shares of WEH is not considered a connected transaction of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the

Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the “Notification of Connected Transactions”).

The Company is in the process of negotiating to enter into a purchase agreement with the seller of shares in WEH. Therefore, the company would like to disclose the name list and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold this time (share)	Proportion of WEH shares sold this time <sup>(1)</sup> (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH <sup>(2)</sup> (%)
1.	THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.73
2.	Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.01
3.	DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	3.99
4.	Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.38
5.	Trinity watthana Plc.	181,818	2.08	81,818,100	0.72
6.	Mr. Somsak Kitipraphorn	140,200	1.60	63,090,000	0.55
7.	Ms. Khongkwan Fujitnirand	139,083	1.59	62,587,350	0.55
8.	Mr. Phuwasit Chetudomlarp	132,451	1.51	59,602,950	0.52
9.	Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.43
10.	Mr. Suksan Tosong	110,000	1.26	49,500,000	0.43
11.	Mr. Wichai Assarat	100,000	1.14	45,000,000	0.40
12.	Mr. Baworn Rungruengnaowarat	75,813	0.87	34,115,850	0.30
13.	Mr. Narong Jennarongsak	55,000	0.63	24,750,000	0.22
14.	Miss Khunying Inon	54,510	0.62	24,529,500	0.22
15.	Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
16.	Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
17.	Mr. Thaveesak Sriprachittichai	33,800	0.39	15,210,000	0.13
18.	Ms. Pranisa Atcharyasriphong	25,000	0.29	11,250,000	0.10
19.	Mr. Tong-at Na Nakhon	20,000	0.23	9,000,000	0.08
20.	Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold this time (share)	Proportion of WEH shares sold this time <sup>(1)</sup> (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH <sup>(2)</sup> (%)
21.	Mr. Chokchai Sukwut	17,500	0.20	7,875,000	0.07
22.	Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
23.	Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
24.	Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
25.	Mr. Pochara Arayakarnkul	4,800	0.05	2,160,000	0.02
26.	Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02
27.	Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
28.	Mr. Worakarn Chuweera	2,000	0.02	900,000	0.01
<b>Total</b>		<b>7,446,394</b>	<b>85.05</b>	<b>3,350,877,300</b>	<b>29.41</b>

The Board of Directors has considered and reviewed the information and found that the seller of shares in WEH can really benefit the company. Most WEH sellers have good financial potential. Be an investor and own a business If the seller of shares in WEH becomes a shareholder of the Company The company expects this potential to support its capital in the future, for example, in the event that the company issues and offers additional shares, etc. Also, most sellers of WEH shares have extensive business networks. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. and have partners who can support the Company's business operations in various fields and can be helpful in recommending partners that are beneficial to the Company's business. stable growth that is beneficial to the business of the Company and its shareholders and to promote the company's business plans in the real estate business and other businesses of the Group In addition, if the Company becomes a shareholder of WEH by purchasing shares from sellers of shares in WEH, the Company will receive dividends from WEH's operating profits. Considering that WEH is a company with good growth prospects, the investment in WEH is beneficial to the company and its shareholders.

The seller of shares in WEH is not a connected person of the Company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. connected)

In addition, from the fact that the major shareholders of the Company, according to the information from the closing of the share register book as of February 4, 2022, the highest ranking accounted for only 9.94% of

the total number of shares sold of the Company. The offering and allocation of the newly issued ordinary shares to the private placement to the seller of WEH shares at this time may result in a change of the largest shareholder of the Company. Received the allocation of newly issued ordinary shares in this time did not nominate any person to be a director and/or executive of the company. and does not participate in the management of the company in any way The Company has received confirmation from each seller of WEH shares that each seller of WEH shares does not have any relationship with each other as a concert party, or has any relationship to qualify Be a person pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), which results in the seller of WEH shares being obliged to make a tender offer for all of the Company's securities.

In addition, from the Company discloses the name of the seller of WEH shares, who is a private placement who will be allocated 7,446,394 shares of the Company's newly-issued ordinary shares, which is not yet up to the amount requested to allocate the newly-issued ordinary shares for the purchase of WEH shares. 8,755,000 shares, the list and the number of shares are a list that the company expects to negotiate a successful share purchase. The Company therefore reserves the right to negotiate the purchase and sale of additional shares in order to complete the amount requested for the allocation of the newly issued ordinary shares. and the seller of shares must be a minority shareholder holding no more than 500,000 WEH shares

provided that the seller of shares in WEH is not a connected person of the Company According to the announcement of the connected transaction and the Company shall receive confirmation from each seller of WEH shares, which are such minority shareholders, that each seller of WEH shares does not have any relationship with each other in the form of persons acting together (Concert party) or having any relationship with each other that qualify as a person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). in a limited place that will be allocated the Company's newly-issued ordinary shares (if any) within the date of the Extraordinary General Meeting of Shareholders in order for the shareholders to approve the issuance and offering of newly-issued shares at this time

In the event that the allotment of newly issued shares for the purchase of WEH shares is not complete according to the amount requested for the allotment of the newly issued shares The Board of Directors' meeting deems appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors. or the Executive Committee or the Chief Executive Officer or the person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to be authorized to perform any act in connection with or necessary for the purchase of WEH ordinary shares and the allotment of shares in return for the purchase of WEH's ordinary shares for the full amount allotted for the newly issued shares. Including the power to change the list of names and change the number of WEH shares of each seller. It shall be under the conditions and rules approved by the Extraordinary General Meeting of Shareholders.

After the completion of the WEH Common Share Acquisition Transaction, the Company will acquire 8.04% of WEH's total issued and paid-up shares, which will be the 4th largest shareholder in WEH. However, at this time, the Company has no plans to send representatives to be directors and/or executives of WEH.

because the company Accumulated losses appear in the separate financial statements for the accounting period ending December 31, 2020 (audited version) and the latest separate financial statements for the accounting period ending September 30, 2021 (reviewed version). The Company is therefore able to determine the offering price of the Company's newly issued ordinary shares. to offer to the seller of shares in WEH at this time at

a price lower than the par value of the Company, whereby the Company must comply with Section 52 of the Public Limited Companies Act B.E. amended) and approved by the Extraordinary General Meeting of Shareholders

The issuance and allocation of newly-issued ordinary shares in return for the purchase of WEH's ordinary shares to the sellers of shares in WEH is a private placement offering. The Company's shares will have a resolution to clearly determine the offering price. at the offering price of 0.90 baht per share or total value 3,545,775,000 baht, which is the offering price that is lower than 90 percent of the market price of the Company's ordinary shares. in accordance with the rules of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement dated October 28, 2015 (and as amended) (“ Announcement TorJor. 72/2558”) by the “Market Price” calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand. (“SET”) for at least 7 consecutive business days, but not more than 15 consecutive business days. Prior to the date that the Board of Directors' meeting has resolved to propose an agenda to the Extraordinary General Meeting of Shareholders No. 1/2022 for approval for the Company to offer the newly issued ordinary shares to the sellers of shares in WEH which the Company will use for a period of 15 days. Operate is between December 28, 2021 to January 19, 2022, which is equal to 1.41 baht (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Allotment of newly issued shares as detailed above in any case Must not cause any seller of shares in WEH to hold the Company's shares. in a manner that increases to or crosses the point where a tender offer is required as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. and procedures for the acquisition of securities for business takeover dated May 13, 2011 (and as amended) or in a manner that violates foreign shareholding restrictions as specified in the Company's Articles of Association. which according to the Company's regulations require foreigners to hold shares in the company Not more than 49% of the total number of shares sold of the Company

In addition, the issuance of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company. and must also be approved by the SEC Office as prescribed in the Notification Tor Chor 72/2558 prior to the offering and allocation of the newly issued ordinary shares of the Company. to sellers of shares in WEH below 90 percent of the market price of the Company's shares Prior to the first day of issuance of newly-issued ordinary shares, the Company has a duty to prohibit the seller of shares in WEH from selling all such newly-issued ordinary shares within one year from the date of the Company's newly-issued ordinary shares. Start trading on the Stock Exchange of Thailand (Silent Period) after the date on which the Company's newly issued ordinary shares Such started trading on the stock exchange. After a period of 6 months, the seller of shares in WEH will be able to gradually sell the prohibited shares in the amount of 25% of the total shares that are prohibited from selling, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended)

The Company expects that the entire trading process will be able to be completed by June 2022 (subject to the completion of the conditions precedent under the share purchase agreement) and after the shareholders' meeting resolves to approve the allocation of the newly issued ordinary shares to Private placement including approval of matters necessary and/or related to such operations

In this regard, the Company will allocate the newly issued shares for the purchase of such WEH shares within 1 year from the date of approval from the shareholders' meeting. which will allocate the newly issued shares within 3 months before, if after 3 months, still allocate the newly issued shares to buy WEH shares not fully up to the amount requested for allotment of the newly issued shares The Board of Directors' meeting proposes to the Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors. or the Executive Committee or the Chief Executive Officer or the person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to be authorized to perform any act in connection with or necessary for the purchase of WEH ordinary shares and the allotment of shares in return for the purchase of WEH's ordinary shares for the full amount allotted for the newly issued shares. Including the power to change the list of names and change the number of WEH shares of each seller. This shall be under the conditions and criteria approved by the shareholders' meeting.

In addition, the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee. or Chief Executive Officer Has the authority to take any action in relation to the issuance, offering, allotment and subscription of such newly issued ordinary shares. This includes:

(1) determination, amendment and addition of details relating to the issuance, offering, allocation and subscription of newly issued ordinary shares; IPO date and method of payment of newly issued ordinary shares (which may consider determining the allocation and subscription periods one time or several times) as well as carrying out various actions in connection with the issuance, offering, allocation and subscription of such newly issued ordinary shares and supervision of information delivery and disclosure of relevant details to the Stock Exchange of Thailand

(2) Signing, amending, amending, contacting, or notifying reports of various items in various permission documents and evidences necessary and relevant to the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares. which includes contact and applying for permission such documents and evidence to the Ministry of Commerce Securities and Exchange Commission Stock Exchange of Thailand Government agencies or other relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Stock Exchange of Thailand and has the power to perform any other necessary and appropriate actions for the issuance, offering and allocation of newly issued ordinary shares to the Company's private placement. accomplished

According to the announcement TorJor. 7 2 / 2 5 5 8 , the Company The offering of shares must be completed within the period approved by the shareholders' meeting. but not later than 3 months from the date that the shareholders' meeting resolves to approve the offer for sale of newly issued shares or the Company must complete the offering of shares within 12 months from the date the shareholders' meeting has approved offer for sale of shares In the event that the shareholders have clearly resolved that after the expiration of the said three-month period The Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

However, the issuance and offering of newly issued ordinary shares to the sellers of WEH shares at this time, the offering price is lower than 9 0 percent of the market price of the Company's ordinary shares. as



mentioned above Therefore, it is considered a reason for the adjustment of the rights stipulated in the terms and conditions of rights and obligations of the issuer and the warrant holders to purchase ordinary shares for (1) warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company and (2) warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC), therefore, the company has a duty to increase the registered capital in the amount of 325,382,134 baht to allocate such capital increase shares in the amount of 325,382,134 shares with a par value of 1.00 baht per share to support the adjustment of warrant rights show the Company's rights as above, details of such rights adjustments appear in Clause 2 and Clause 3 below.

2. Adjustment of the warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company. according to shareholding proportion of 257,883,047 shares

3. Adjustment of the rights of warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC) in the amount of 67,499,087 shares

Board's opinion deemed appropriate to propose to the shareholders' meeting Consider and approve the following matters

1. Issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares with a par value of 1.00 baht per share for offering to private placement (Private Placement) and to support the adjustment of rights for (1) warrants to purchase the Company's ordinary shares, generation 4 (NUSA - W4) issued to the existing shareholders of the Company. and (2) warrants to purchase the Company's ordinary shares issued to a private placement (NUSA-WC), with details shown above.

2. Authorization to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer Has the authority to take any action in relation to the issuance, offering, allotment and subscription of such newly issued ordinary shares. The details are shown above.

For this agenda, a resolution must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

Ms. Pornthip Kitichaiwat, a representative from the Thai Investors Association, asked if the offering price of newly issued ordinary shares to sellers in WEH is lower than 90 percent of the market price of the Company's shares. before the first day of the offering of newly issued ordinary shares The Company is obliged to prohibit sellers of shares in WEH from selling all such newly issued ordinary shares within one year from the date of the Company's newly issued ordinary shares. Start trading in the Stock Exchange of Thailand (Silent Period) after the date on which the Company's newly issued ordinary shares Such started trading on the stock exchange. After a period of 6 months, the seller of shares in WEH will be able to gradually sell the prohibited shares in the amount of 25 percent or not?

Mr. Sompjitt Chaichanajarak explained to the meeting that The share price that the Company sells to WEH at the price of 0.90 baht per share which prior to the date of the board dimension The market price is 1.41 baht, which is the lower price. Therefore, the person receiving the Company's shares From this allotment of shares, the Silent Period criteria will be met, which prohibits the seller of shares in WEH from selling all such newly issued ordinary shares within 1 year from the date of the Company's newly issued ordinary shares. in accordance with the

rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Application for the Acceptance of Ordinary Shares or Preferred Shares for the Capital Increase as Listed Securities B.E. Selling shares in WEH can gradually sell the prohibited shares in the amount of 25 percent.

Ms. Tharathorn Phusrithong, a proxy from Thoresen Thai Agencies Co., Ltd., asked if there was any change in the price of W4 after the rights adjustment and the Ratio.

Mr. Sompijit Chaichanajarak Elucidated to the meeting that for the ratio price is 1.13 after the right adjustment from the price of 1 baht, the share price of WEH is at 0.88 baht. Must issue ordinary shares to accommodate the adjustment of rights in accordance with the provisions of the rights and obligations of the warrant issuers and warrant holders to purchase ordinary shares

The Chairman thanked the shareholders for the questions. and gave the shareholders an opportunity to express their opinions again.

When no shareholders commented, the chairman asked the meeting to vote.

**Resolution:** The meeting resolved to approve the issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares with a par value of 1 baht per share for offering to private placement (Private Placement) and to support the adjustment of rights for (1) warrants to purchase the Company's ordinary shares, generation 4 (NUSA - W4) issued to the existing shareholders of the Company. and (2) warrants to purchase the Company's ordinary shares issued to a private placement (NUSA-WC) with the following votes:

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

#### **Agenda 5 To consider and appoint 2 additional directors**

The Chairman assigned to Mr. Sompijit Chaichanajarak Director and Company Secretary to clarify the facts in this agenda

Mr. Sompijit Chaichanajarak informed the meeting that To strengthen the operation of the company It is strong and continues to grow. that sustainability Under the operation in accordance with the principles of good corporate governance (CG Code) and in accordance with the rules prescribed by the Stock Exchange of Thailand due to properties skills and work experience The Board of Directors therefore invited Mr. Manop Thanomkitti and Mr. Pairote Sirirat to join as directors. The details of the biographies of the two directors can be summarized as follows:

**1. Mr. Manop Thanomkitti** Independent Director Age 70

**Study :**

Master of Business Administration Sukhothai Thammathirat Open University  
Bachelor of Engineering (Electrical), Chulalongkorn University

**Work experience :**

- RSS 2016 Public Company Limited (Renewable Energy Business and electrical engineering)  
Position : Independent Director and Chairman of the Audit Committee
- Nusasiri Public Company Limited (Real Estate Business)  
Position : Independent Director and Audit Committee Member
- Provincial Electricity Authority  
Position : Deputy Governor of the Governor's Office

**Training history :**

- Diploma, National Defense Course, The Joint State-Private Sector, Class 18, National Defense College
- Advanced Senior Executive Program (ASEP), Class 3, Kellogg School of Management, Northwestern University, USA.
- Director Certification Program (DCP), Class 116, Institute for Promotion Association Thai Company Director (IOD)
- Economic Development Course National Institute of Development Administration
- Energy Sector course, CDG, Germany.
- Distribution Automation System, KEPCO, Japan course.
- Advanced Audit Committee Program (AAP 27/2017), Institute of Promotion Association Thai Company Director (IOD)

The Board of Directors deems appropriate to propose to the Extraordinary General Meeting of Shareholders. Consider appointing Mr. Manop Thanomkitti as an independent director

**2. Mr. Pairote Sirirat**, Company Director, 66 years old

**study :**

Mini MBA, Kasetsart University  
Prof. Electricity Industry Phra Nakhon Teachers College  
Bangkok Technical College electrician branch  
Pathumwan Mechanical College electrician branch

**Work experience :**

- RSS 2016 Public Company Limited (Renewable Energy Business and electrical engineering)  
Position : Director/Executive Director/Chief Executive Officer

- DD Mart Holding Company Limited (investment business in both domestically and internationally)  
Position : Director/Executive Director/Managing Director
- Demco Public Company Limited (Energy and Utilities Business)  
Position : Director / Executive Director / Deputy Managing Director
- Teda Company Limited (engineering service business)  
Position : Project Engineer

**Training history :**

: Training Directors Accreditation Program (DAP) Class 80/2009 Thai Institute of Directors Association  
The Board of Directors deems appropriate to propose to the Extraordinary General Meeting of Shareholders. Consider appointing Mr. Pairote Sirirat as a director of the Company

For this agenda, the resolution must be passed on an individual basis and must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

**Resolution:** The meeting resolved to approve the appointment of the two directors with the following votes:

(1) Approved the appointment of Mr. Manop Thanomkitti as an independent director. with votes as following.

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

(2) Approved the appointment of Mr. Pairote Sirirat as a director of the Company. with votes as following.

Agreed	6,319,438,278	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 6 Consider other matters (if any)**

The Chairman gave the shareholders an opportunity to ask questions and express opinions on other matters.

- A shareholder inquired. Without notifying his/her name and surname, asked about the capital increase call, the reservation of rights and when the payment was made.

Mr. Sompjit Chaichanajak informed the meeting that Approval of this capital increase It is an approval for a limited number of shareholders. which must be approved by the SEC in order to proceed with the procedure However, it will take a period of 3 months as requested for approval and informed the shareholders in the aforementioned agenda. For this capital increase, it is not a capital increase for the existing shareholders as you understand. but to increase capital for private placement

- A shareholder inquired. Without notifying the name - surname, inquired that because the company is a major importer of ATK, would like to know that the company How much has been sold?

Mr. Visanu Thepcharoen Chairman of the Board Informed the meeting that in the past 6 months, the company has sold ATK more than 1,200 million baht.

- A shareholder inquired. Without giving name - surname, asked if there was anyone wishing to sell additional WEH shares. the Company, Would Interested in investing?

Mr. Visanu Thepcharoen Chairman of the Board informed the meeting that The board and management team Interested in investing more in WEH. If this capital increase is successful, the company may consider increasing investment in WEH next time.

- A shareholder inquired. Without informing the name – last name, ask how WMA has developed.

Mr. Wisanu Thepcharoen Chairman of the Board Informed the meeting that at present, WMA is a company that takes care of the health category of Nusasiri Plc., which will take care of hospitals and medical equipment. WMA is also an importer of ATK and various medical devices. Including in the process of studying to invest in factories in China for building ATK factory in Thailand

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions. since no shareholder proposed any additional matters. and asked any other matters. The Chairman therefore thanked all shareholders for taking the time to attend this meeting. and request to close the meeting

**The meeting was closed at 2:31 p.m.**

hereby certify that the minutes of the meeting are correct

sign \_\_\_\_\_

(Mr. Visanu Thepcharoen)

The chairman of the board acts as the chairman of the meeting.


sign \_\_\_\_\_

(Mr. Sompjit Chaichanajak)

Minute Recorder




Profiles of re-elected directors will be proposed to the shareholders' meeting

<b>Name</b>	<b>Mr.Somkid Sari</b>	
<b>Director Type</b>	<ul style="list-style-type: none"> <li>- Vice Chairman of the Board of Directors</li> <li>- Chairman of Nominating and Remuneration Committee</li> <li>- Independent Director and Audit Committee</li> </ul>	
<b>Age</b>	66 years old	
<b>Nationality</b>	Thai	
<b>Address</b>	224/73 Charansanitwong Road Bang Yi Khan Subdistrict, Bang Phlat District, Bangkok	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master Degree in Master of Public Administration, National Institute of Development Administration (NIDA)</li> <li>- B.A. in Economic, Ramkhamhaeng University</li> </ul>	
<b>Training relating to role and Duties of Director</b>	No training relating to role and Duties of Director.	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Vice Chairman of the Board of Directors of Nusasiri Public Company Limited</li> <li>- Chairman of Nominating and Remuneration Committee of Nusasiri Public Company</li> <li>- Independent Director and Audit Committee of Nusasiri Public Company</li> </ul>	
<b>Work Experience (for 5 years)</b>	<p>Work experience in the past 5 years to present</p> <p>The performance consultant (Level 10) (policy analysts and Honorary the plan)</p>	
<b>Position of other Company's Registration</b>	- No positions in other listed companies	
<b>Position of other Companies (not related to Company's registration)</b>	- No positions in other listed companies	

<b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b>	There are no positions in other businesses that may cause conflicts of interest to the company.
<b>Relationship with Executives or Major/Minor shareholders of the Company</b>	There is no relationship with the management or major shareholders/ minority of the company.
<b>Holding of the Company's securities/shareholding in the Company</b>	There is no holding of securities or holding shares of the company.
<b>Legal Dispute in past 10 years</b>	No legal dispute
<b>Special interests that are different from other directors</b>	There is no special interest that is different from other directors.
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"> <li>- Board of Director 8 out of 8 times.</li> <li>- Audit Committee 4 out of 4 times</li> <li>- Nominating and Remuneration Committee 1 out of 1 times.</li> </ul>



<b>Name</b>	Mrs. Sirinongnard Prewpanich	
<b>Director Type</b>	<ul style="list-style-type: none"> <li>- Board of Directors</li> <li>- Audit Committee</li> <li>- Nominating and Remuneration Committee</li> <li>- Independent Director</li> </ul>	
<b>Age</b>	52 years old	
<b>Nationality</b>	Thai	
<b>Address</b>	3212 Village No. 10, Samrong Nuea Subdistrict, Mueang Samut Prakan District Samut Prakan Province	
<b>Education</b>	Bachelor of Accounting, Thammasat University	
<b>Training relating to role and Duties of Director</b>	- Director Certification Program (DCP) No. 276/2019	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Board of Directors of Nusasiri Public Company Limited.</li> <li>- Audit Committee of Nusasiri Public Company Limited</li> <li>- Nominating and Remuneration Committee of Nusasiri Public Company Limited</li> <li>- Independent Director of Nusasiri Public Company Limited.</li> </ul>	
<b>Work Experience (for 5 years)</b>	<p>Working experience dating back 5 years to the present</p> <ul style="list-style-type: none"> <li>- Chairman of the Executive Committee of Baramee Consultant Company Limited</li> <li>- Chairman of the Executive Committee of Hippopo Food And Restaurant Company Limited</li> <li>- Chairman of the Executive Committee of Pureka Pure Two Company Limited</li> <li>- Chairman of the Executive Committee of Pureka Food Company Limited</li> <li>- Business Consultant of chia tai Company Limited</li> <li>- Business Consultant of True Vision Public Company Limited</li> <li>- Business Consultant of Shanghai Kinghill Company Limited</li> <li>- Business Consultant of CT Bright Holding Company Limited</li> </ul>	
<b>Position of other Company's Registration</b>	<ul style="list-style-type: none"> <li>- Chairman of the Executive Committee of Baramee Consultant Company Limited</li> <li>- Chairman of the Executive Committee of Hippopo Food And Restaurant Company Limited</li> <li>- Chairman of the Executive Committee of Pureka Pure Two Company Limited</li> <li>- Chairman of the Executive Committee of Pureka Food Company Limited</li> </ul>	

<b>Position of other Company's Registration</b>	No positions in other listed companies
<b>Position of other Companies (not related to Company's Registration)</b>	No positions in other listed companies
<b>Position of Director/Executive of other Companies that may lead the Conflict of Interests to the Company</b>	There are no positions in other businesses that may cause conflicts of interest to the company.
<b>Relationship with Executives or Major/Minor shareholders of the Company</b>	There is no relationship with the management or major shareholders/ minority of the company.
<b>Holding of the Company's securities/shareholding in the Company</b>	There is no holding of securities or holding shares of the company.
<b>Legal Dispute in past 10 years</b>	No legal dispute
<b>Special interests that are different from other directors</b>	There is no special interest that is different from other directors.
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"> <li>- Board of Director 8 out of 8 times.</li> <li>- Audit Committee 4 out of 4 times</li> <li>- Nominating and Remuneration Committee 1 out of 1 times.</li> </ul>

### Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 22 April 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

#### Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

**If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (*Attachment 5*) by specifying your Email and your mobile phone number clearly for registering for the meeting.



(Attachment 5)

2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

#### 2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:

- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
- A copy of the proxy's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

## 2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above. Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company **within the 22 April 2022**

- **Email channel** : secretary\_nusa@nusasiri.com
- **Postal channels**: No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok

**Electronic Meeting Attendance (E-AGM) :**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 22 April 2022, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<p><a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a></p>	<p><a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a></p>

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.

4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.
  - **Telephone channel** : 097-237-0094
  - **Email channel** : kanassanun@ojconsultinggroup.com

This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company.

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the 22 April 2022 via the following channels:

- **Email channel** : secretary\_nusa@nusasiri.com
- **Postal channels** : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).

3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - **Email channel** : secretary\_nusa@nusasiri.com
  - **Postal channels** : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkapi, Huay Kwang Bangkok

**Proxy** : Shareholder or Proxy can be downloaded as follows :



Proxy A



Proxy B



Proxy C

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. **Send advice or questions in advance to the company before the meeting date.**

Shareholders can submit questions in advance related to each agenda within April 22, 2022. The Company will collect relevant questions in each agenda. Record in the minutes of the meeting after the meeting is completed by sending to **E-Mail** : secretary\_nusa@nusasiri.com; Shareholders or proxies attending the meeting on the date of the meeting. You can still ask questions according to the agenda in the meeting format. via electronic media (E-Meeting)

2. **Submit advice or questions during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her **first and last name** and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.









c. The time and date of meeting (for each authorized representation and vote on shareholders' behalf. Please submit to the Chairman or An Authorized Representative whom has been accredited by chairman before the attending the meeting.

37. In the case of unfinished voting or meeting or the total number of shareholders attending no less than three of the total sold out shares which needs to be held again, the meeting shall agreed with time, date, place, and the issues discussed of the meeting and informed all shareholders no less than 7 days prior the meeting date. However, the notice shall be published on the newspaper no less than 3 days prior the meeting date.

38. The committee chairman is the chairman of shareholders' meeting. In the case of the committee chairman is absence, the vice chairman shall be acting as the chairman (if any). In other cases, the attending shareholders will be able to choose or appoint one of shareholders to be a chairman of that meeting.

39. For shareholders' meeting, each shareholder has individual vote.

In the case of shareholder take a special part of that issue discussed, that shareholder shall not have rights to vote for that issue unless agreed by committee.

To approvals or votes and issues discussed within the general meeting shall receive the majority vote of shareholders and shall have rights to vote; excluded the following issues which shall receive the vote no less than 3 in 4 of total votes from shareholders attending and voting within meeting.

Selling or transfer the whole or part of existing company's business to third person.

a. Purchasing or receiving the transfer of other company's businesses from other companies or private companies.


b. Signing editing or making cancellation the whole or important part of rental company's agreements, assigning third person to take over the existing company's businesses or merging the business with others by having it purposes of benefit sharing.

c. To manage the company's business or merge with others third party to objectives share profit and loss.

40. The Annual General Meeting of Shareholders shall be as follows.

- (1) To consider the report on the Company's operating results in the past year.
- (2) To consider and approve the audited balance sheet and profit and loss statements.
- (3) To consider and approve the appropriation of the Company's profit.
- (4) Elect Directors who retire by rotation.
- (5) Appointment of the Company's auditors.
- (6) Other business.

**Independent Director Information Which shareholders can authorize  
to represent at the General Meeting of Shareholders 2565.**

<b>Name</b>	Mr. Teerataht Poshyanonda	
<b>Type of director proposed for appointment</b>	<ul style="list-style-type: none"> <li>- The Board of Directors</li> <li>- Chairman of the Audit Committee</li> <li>- Member of the Nomination and Remuneration Committee</li> <li>- Independent Director</li> </ul>	
<b>Age</b>	60 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 200 Soi Thadin Daeng 18 Tha Din Daeng Road, Klongsan Subdistrict, Klongsan District Bangkok.	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (Marketing) Oklahoma City University, USA (with honor)</li> <li>- Accounting Officer, Chulalongkorn University</li> <li>- Suankularb Wittayalai</li> </ul>	
<b>Training relating to role and Duties of Director</b>	Director Certification Program (DCP) 31/2005	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Director of Nusasiri Public Company Limited</li> <li>- Chairman of Audit Committee Nusasiri Public Company Limited</li> <li>- Nomination and Remuneration Committee Nusasiri Public Company Limited</li> <li>- Independent Director Nusasiri Public Company Limited</li> </ul>	

**Work Experience (for 5 years)**

- Assumption University (currently), Lecturer for Bachelor's Degree Program Faculty of Business Administration College of Management Mahidol University Special Lecturer, Master's Degree Program English Language Program (MM International Program)
- College of Management Mahidol University, Ayutthaya Campus Special Lecturer Master's Degree Program
- Thesis Judging Committee Bangkok University
- Special lecturer for bachelor's degree programs Faculty of Business Administration Mahanakorn University
- Special Lecturer, Master's Program Faculty of Business Administration Siam University
- Special lecturer, Master's degree program Engineering Management Saint John's University
- Special lecturer for bachelor's degree programs English Department Faculty of Business Administration

**Position of other Company's Registration**

- Independent Director, Audit Committee of KINGSMEN CMTI Public Company Limited
- Independent Director, Chairman of the Audit Committee, Venture Incorporation Public Company Limited

**Position of other Companies (not related to Company's registration)**

Director of Accounting and Finance Department Trepax Innovation Co., Ltd.

**Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company**

There are no positions in other businesses that may cause conflicts of interest to the company.

**Relationship with Executives or Major/Minor shareholders of the Company**

There is no relationship with the management or major shareholders/ minority of the company.

**Holding of the Company's securities/shareholding in the Company**

There is no holding of securities or holding shares of the company.

**Special interests that are different from Other directors**

There is no special interest that is different from other directors.

**Legal Dispute in past 10 years**

No legal dispute

**Meeting Attendance in 2021**

- Board of Director 8 out of 8 times.
- Audit Committee 4 out of 4 times
- Nominating and Remuneration Committee 1 out of 1 times.

(ปิดอากรแสตมป์ 20 บาท)  
(Affix 20 Baht duty stamp)

**หนังสือมอบฉันทะ แบบ ก.**  
**Proxy Form (A)**

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ฤๅศาสิริ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Nusasiri Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes as follows:

หุ้นสามัญ  
Ordinary share

\_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
\_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

หุ้นบุริมสิทธิ  
Preferred share

\_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
\_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้

Hereby appoint

กรณีเลือกข้อ 1.  
กรุณาระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing no. 1,  
please mark ✓ at  1. and give the

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

กรณีเลือกข้อ 2. หรือ 3.  
กรุณาทำเครื่องหมาย ✓ ที่  2. หรือ 3.  
If you make proxy by choosing no. 2  
or 3, please mark ✓ at  2 or 3.

2. ชื่อ นายธีรรัช โปษยานนท์ อายุ 60 ปี อยู่บ้านเลขที่ 200  
Name Mr.Teerataht Poshyanonda age 60 years, residing at 200  
ถนน ท่าดินแดง ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน  
Road Tha Din Daeng Sub-district Khlong San District Khlong San  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600  
Province Bangkok Postal Code 10600

3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ ที่ 29 เมษายน พ.ศ. 2565 เวลา 10.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 ซึ่งถ่ายทอดสด ณ สำนักงานของบริษัทฯ เลขที่ 2922/209 อาคารชาลยอสิสระทาวเวอร์ 2 ชั้น 12A ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the General Meeting of Shareholders 2022 to be held on Friday, April 29, 2022, at 10.00 A. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 1 3 ( 12A) , New Petchburi Road, Bangkapi , Huai Khwang , Bangkok 10310. or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Proxy Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

**หมายเหตุ / Remark**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.



(ปิดอากรแสตมป์ 20 บาท)  
(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ข.

Proxy Form (B)

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่ \_\_\_\_\_

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท นูศาสิริ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of **Nusasiri Public Company Limited** (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้

Hereby appoint

กรณีเลือกข้อ 1.  
กรุณาระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing no. 1,  
please mark ✓ at  1. and give the  
detail of proxy holder.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

กรณีเลือกข้อ 2. หรือ 3.  
กรุณาทำเครื่องหมาย ✓ ที่  2. หรือ 3.  
If you make proxy by choosing no. 2 or  
3, please mark ✓ at  2 or 3.

2. ชื่อ นายธีรรัช โปษยานนท์ อายุ 60 ปี อยู่บ้านเลขที่ 200 \_\_\_\_\_  
Name Mr.Teerataht Poshyanonda age 60 years, residing at 200 \_\_\_\_\_  
ถนน ท่าดินแดง ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน \_\_\_\_\_  
Road Tha Din Daeng Sub-district Khlong San District Khlong San \_\_\_\_\_  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600 \_\_\_\_\_  
Province Bangkok Postal Code 10600 \_\_\_\_\_

3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ ที่ 29 เมษายน พ.ศ. 2565 เวลา 10.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 ซึ่งถ่ายทอดสด ณ สำนักงานของบริษัทฯ เลขที่ 2922/209 อาคารชาลวอริสเซอร์ทาวเวอร์ 2 ชั้น 12A ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the General Meeting of Shareholders 2022 to be held on Friday, April 29, 2022, at 10.00 A. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 1 3 ( 12A) , New Petchburi Road, Bangkokpi , Huai Khwang , Bangkok 10310. or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ประชุม ณ วันที่ 4 มีนาคม พ.ศ. 2565
- Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on March 4, 2022.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |
- วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และแบบแสดงรายการข้อมูลประจำปี/รายงานประจำปี 2564 (แบบ 56-1 One Report)
- Agenda 2 To acknowledge the report of the company's operations and Annual Report 2021 (Form 56-1 One Report)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |
- วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2564 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว
- Agenda 3 To consider and approve the financial statements for the year 2021 for the accounting period ending on 31<sup>st</sup> December 2021 which has been audited by a certified auditor.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564

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 31<sup>st</sup> December 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
- Appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. นายสมคิด ศรี

1. Mr. Somkid Sari

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

2. นางสิรินงครนาล เปรี้ยวพานิช

2. Mrs. Sirinongkarnat Prieuwanich

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการสำหรับปี 2565

Agenda 6 To consider and approve the remuneration of directors for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับปี 2565

Agenda 7 To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider any other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Should neither the proxy holder vote in any agenda, in compliance with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Proxy Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
(.....)

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex to this proxy form (B).

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

The Annex of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท นูซาสิริ จำกัด (มหาชน)

The proxy on behalf of the shareholder of Nusasiri Public Company Limited.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ ที่ 29 เมษายน พ.ศ. 2565 เวลา 10.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 ซึ่งถ่ายทอดสด ณ สำนักงานของบริษัทฯ เลขที่ 2922/209 อาคารชาวยุทธสระทาวเวอร์ 2 ชั้น 12A ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the General Meeting of Shareholders 2022 to be held on Friday, April 29, 2022, at 10.00 A. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 13 ( 12A) , New Petchburi Road, Bangkokpi , Huai Khwang , Bangkok 10310. or on the date and at the place as may be postponed or changed.

- วาระที่ ..... เรื่อง.....
- Agenda.....Subject:.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain
- วาระที่ ..... เรื่อง.....
- Agenda.....Subject:.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain
- วาระที่ ..... เรื่อง.....
- Agenda.....Subject:.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

(ปิดอากรแสตมป์ 20 บาท)  
(Affix 20 Baht duty stamp)

**หนังสือมอบฉันทะ แบบ ค. (ใช้เฉพาะ คัสโตเดียน (Custodian))**

**Proxy Form C. (For foreign shareholders who have custodian in Thailand only.)**

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_

Shareholder's Registration No.

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Address Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

as being the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท นูศาสิริ จำกัด (มหาชน)

Being a shareholder of **Nusasiri Public Company Limited** ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes as

follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี

Name Age Years,

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Residing at Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

District Province Postal Code or,

2. ชื่อ \_\_\_\_\_ นายธีรรัช โปษยานนท์ อายุ \_\_\_\_\_ 60 ปี

Name Mr.Teerataht Poshyanonda Age 60 Years,

อยู่บ้านเลขที่ \_\_\_\_\_ 200 \_\_\_\_\_ ถนน \_\_\_\_\_ ท่าดินแดง \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ คลองสาน \_\_\_\_\_

Residing at 200 Road Tha Din Daeng Sub-district Khlong San

อำเภอ/เขต \_\_\_\_\_ คลองสาน \_\_\_\_\_ จังหวัด \_\_\_\_\_ กรุงเทพมหานคร \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ 10600 \_\_\_\_\_ หรือ

District Khlong San Province Bangkok Postal Code 10600



3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name \_\_\_\_\_ Age \_\_\_\_\_ Years,  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ ที่ 29 เมษายน พ.ศ. 2565 เวลา 10.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 ซึ่งถ่ายถอดสด ณ สำนักงานของบริษัทฯ เลขที่ 2922/209 อาคารชาวุธอิสสระทาวเวอร์ 2 ชั้น 12A ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร หรือจะฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the General Meeting of Shareholders 2022 to be held on Friday, April 29, 2022, at 10.00 A. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 1 3 ( 12A) , New Petchburi Road, Bangkapi , Huai Khwang , Bangkok 10310. or on the date and at the place as may be postponed or changed.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
 To grant to the proxy the total number of shares held by me/us and have the right to vote

มอบฉันทะบางส่วน คือ  
 To grant to the proxy a part of

<input type="checkbox"/> หุ้นสามัญ _____	หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
<input type="checkbox"/> Ordinary share _____	shares with the voting rights _____	votes _____
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
<input type="checkbox"/> Preferred share _____	shares with the voting rights or _____	votes _____
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____	เสียง _____	
Total number of right to vote _____	votes _____	

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ประชุม ณ วันที่ 4 มีนาคม พ.ศ. 2565  
 Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on March 4, 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และแบบแสดงรายการข้อมูลประจำปี/รายงานประจำปี 2564 (แบบ 56-1 One Report)

Agenda 2 To acknowledge the report of the company's operations and Annual Report 2021 (Form 56-1 One Report)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2564 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว

Agenda 3 To consider and approve the financial statements for the year 2021 for the accounting period ending on 31<sup>st</sup> December 2021 which has been audited by a certified auditor.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 4 พิจารณานุมัติการงดจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564

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 31<sup>st</sup> December 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
- Appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appointment of individual directors

1. นายสมคิด ศรี

1. Mr. Somkid Sari

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                       Disapprove                       Abstain

**2. นางสิรินงคร์นาค เพ็ริยพานิช**

**2. Mrs. Sirinongkarnat Priewpanich**

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                       Disapprove                       Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการสำหรับปี 2565

Agenda 6 To consider and approve the remuneration of directors for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                       Disapprove                       Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับปี 2565

Agenda 7 To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                       Disapprove                       Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider any other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                       Disapprove                       Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Should neither the proxy holder vote in any agenda, in compliance with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ Proxy Grantor  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

**หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - 2.1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - 2.2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

**Remark**

1. Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand
2. Evidence required to be attached to the Proxy Form includes:
  - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
  - (2) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. If there is any agenda to be considered in the meeting other than those specified above, the attached Supplement to Proxy Form C. shall be used.



วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                       Disapprove                       Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                       Disapprove                       Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                       Disapprove                       Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                       Disapprove                       Abstain

วาระที่ ..... เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                       Disapprove                       Abstain