

**Minutes of the 2022 Annual General Meeting of Shareholders  
Nusasiri Public Company Limited**

On Friday, April 29, 2022 at 10.03 a.m., which is a meeting 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, Bang Kapi Subdistrict, Huai Khwang District, Bangkok.

**Attendance Directors**

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Somkid	Sari	Vice Chairman, Independent Director, Audit Committee
3. Mr. Teerataht	Poshyanonda	Independent Director, Chairman of the Audit Committee
4. Mr. Piboon	Voravanprecha	Independent Director, Audit Committee (meet the meeting via electronic media)
5. Mrs. Sirinongnard	Priawpanich	Independent Director, Audit Committee (meet the meeting via electronic media)
6. Mrs. Siriya	Theppcharoen	Director
7. Mr. Sompijit	Chaichanajarak	Director, Company Secretary
8. Mr. Manop	Thanomkitti	Independent Director
9. Mr. Pairote	Sirat	Director

The Company has a total of 9 directors in attendance, totaling 9 persons, representing 100% of the total directors.

**Directors who do not attend the meeting**

-None-

**Executives Attending the meeting**

Mr. Nontawat                      Dhanasuwiwath      Deputy Chief Executive Officer Accounting and Finance (CFO)

**Auditors attending the meeting**

1. Ms. Supanee              Triyanantakun              from EY Office Company Limited
2. Ms. Vathu                  Kayankarnavee              from EY Office Company Limited

**Legal advisors present at the meeting**

Mr. Kriengkrai              Inthachan                  from a law firm (Kriengkrai and Partners) Co., Ltd.

**The meeting started at 10:03 a.m.**

Mr. Sompijit Chaichanajarak Director and Company Secretary stating to meeting that, there are 53 Shareholders, 4 by themselves, 49 with proxies representing a total number of shares. 5,782,784,073 shares, representing 71.9155 percent of total issued shares of the Company. Grand total 8,041,082,611 shares constituted a quorum in accordance with Article 35 of the Company's Articles of Association and Article 38 of the Company's Articles of Association to be the Chairman of meeting, would like to invite Mr. Visanu Thepcharoen, the Chairman of the Board of Directors opening of the Meeting and Conducting the 2022 Annual General Meeting of Shareholders.

The Chairman welcomed the shareholders to the 2022 Annual General Meeting of Shareholders and introduced the Company's directors, executives and auditors. Who attended this shareholders' meeting to the Meeting.

The Chairman informed the shareholders' meeting about the voting procedures for each agenda item.

1. Voting shall count 1 share to 1 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 NUSA Q&A.. 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 Extraordinary General Meeting of Shareholders No. 1/2022**

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

Mr. Sompijit Chaichanajarak Informed the meeting that The Company held the Extraordinary General Meeting of Shareholders No. 1/2022 held on Friday, March 4, 2022 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 Extraordinary General Meeting of Shareholders No. 1/2022, convened on Friday, March 4, 2022, which have been correctly 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 of the meeting:** It was resolution of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on Friday, March 4, 2022, with the votes

Agreed	5,782,784,073	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 acknowledge a performance report of the Company and 56-1 One Report**

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

Mr. Sompjitt Chaichanajarak was inform to the meeting. The Company has summarized a past performance reports and significant changes, that occurred in the year 2021. Which appear in the 56-1 One Report 2021 (*appear in Attachment 2*) and The Board of Directors agreed that the shareholders' meeting acknowledged the Company's operating results and the 2021 Annual Report, which would like to summarize material information ending on December 31, 2021 to the shareholders for acknowledgment as following:

Performance For the year ended December 31 , 2021 , total revenue was 1,651 million baht, compared to the year 2020, an increase of 932 million baht or 130% from investment in the medical/health business group. The Company's cost of sales and expenses amounted to 2,073 million baht, an increase of 905 million baht or 78% due to increased costs. As a result, the Company has a net loss after deducting the share of loss from investments in associates and joint ventures. financial cost Loss from impairment of financial assets and income tax expenses As a result, there was a loss from operations of 877 million baht, when compared to the previous year, the loss was reduced by 23 million baht.

**Revenue Proportion** : Revenue from real estate sales of 496 million baht or 30 percent, rental and service income of 202 million baht or 12 percent, revenue from amusement park services of 6 million baht or was 0%, income from medical/health business amounted to 867 or 52%, profit from sales of condominium units for rent 19 or 1%, other income of 62 accounted for 4%, total revenue Got 1,651 million baht, an increase of 932 million baht from 2020, which in 2020 has a total revenue of 719 million baht.

The Company realizes the importance of every sector that has supported the Company's business operations. All along, the Company and its subsidiaries therefore organized various projects up to give back to society and continually preserve the environment as well as instilling awareness among employees at all levels to be responsible and take part in social activities such as

- **Donated money to the Community Isolation,** Wang Sai Sub district Municipality. to help the sick and those who are detained to watch for symptoms
- **Make a donation to the Graduate School Alumni Association. Mahidol University** In order to support and develop education
- **Join in congratulating the offering of the royal Kathin Robe.** to be presented to monks to remember the Buddhist Lent at Phra Aram Luang, Wat Sri Suriyawongsara Worawihan Na Mueang Subdistrict Mueang Ratchaburi Ratchaburi
- **Provide financial support for organizing the New Year's Eve 2021** to the Nakhon Ratchasima Provincial Land Office, Pak Chong branch.
- **Donated more than 1 million ATK test kits to various government agencies.**

In this regard, in 2021, the Company is in the process of collecting information to join the Thai Private Sector Collective Action Coalition Against Corruption (CAC) project. Prepare documents according to the forms specified by the project for certification. And the company has also set up an anti-corruption policy for the year

2021 to encourage directors, executives and employees of the company. Everyone unites against all forms of corruption.

The Chairman opened the opportunity for shareholders to comment.

- A shareholder inquired, Ms. Khemporn Jeeramongkolkul, a proxy, asked what proportion of the Company's revenue in the year 2022.

Mr. Wisanu Thepcharoen Chairman of the Board informed the meeting that for the year 2022, the real estate business still accounted for about 50% of total revenue. The rest is income from health business, other income and energy business that the company has invested more.

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

**Resolution of the meeting:** The meeting acknowledged the report of the company's performance and the 56-1 One Report 2021

**Agenda 3** To consider and approve the financial statements for the year 2021 for the accounting period ending on December 31, 2021 which has been audited by a certified auditor.

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

Mr. Sompijit Chaichanajarak was inform to the meeting. That due to a second agenda as reported on the Company's operating results, in order to comply with the Public Limited Companies Act B.E. 2535, Section 8, which stipulates that the Company Must prepare a statement of financial position and profit and loss account at the end of the fiscal year of the company. The Company prepared the financial statements for the year ended December 31, 2021 as shown in the 2021 Annual Report and summarized. Financial information Which has been considered by the Audit Committee And examined by a certified public accountant (The 56-1 One Report 2021 and summary of additional financial information appear in Attachment 2) Therefore, we would like to summarize the important information to the shareholders' meeting as following:

**Financial Statement** for the accounting period ended December 31, 2021. The Company had current assets of 2,079 million baht, non-current assets 9,250 million baht, total assets 11,328 million baht, and a decrease from the year 2020. Which had total assets of 10,717 million baht. An increase of 611 million baht or 6%. The company has current liabilities of 4,768 million baht, non-current liabilities of 1,966 million baht, total liabilities of 6,735 million baht, an increase from the year 2020 with total liabilities of 5,739 million baht, an increase of 996 million baht. or accounted for 17 percent Shareholders' equity 4,593 million baht, a decrease from the year 2020 by 385 or 8%, for the year 2020 shareholders' equity of 4,978 million baht, total liabilities and shareholders' equity in 2021 amounted to 11,328 million baht, an increase from the year. 2020, amounting to 611 million baht, or 6%, which in 2020 amounted to 10,717 million baht.

**Income statement** for the accounting period ending December 31, 2021, the Company had total revenue of 1,651 million baht, compared to the year 2020 which was 719 million baht, an increase of 932 million baht or 130%. With revenue from sales and services of 1,590 million baht and other income of 62 million baht,

the company has total expenses of 2,073 million baht. For the year 2020, it is 1,168 million baht, an increase of 90.5 million baht or percentage. 7.8 with cost of sales and services of 1,204 million baht, selling and administrative expenses of 702 million baht, loss from impairment of assets of 168 million baht, and share of loss from investments in associates and joint ventures of 96 million baht. Financial expenditure of 350 million baht, the company has income tax expenses of 9 million baht, causing the company to have a loss from operations for the year 2021 of 877 million baht, a decrease of 23 million baht from the year 2020.

**cash flow statement** for the year ended December 31, 2021, the Company had net cash from operating activities in the year 2021 amounting to 223 million baht, an increase of 95 million baht from 2020. Net cash used in investing activities in 2021 amounted to 115 million baht, an increase of 198 million baht from the year 2020, and net cash from financing activities in the year 2021 of 20 million baht. The company has cash and cash equivalents at the beginning of the period of 12 million baht, when combined with the aforementioned items of 125 million baht. Resulting in cash at the end of the period 136 million baht, compared to the year 2020, an increase of 124 million baht or 1,037%.

The Board of Directors agreed that the shareholders' meeting should consider approving the Company's financial statements. For the fiscal year, ended December 31, 2021. Which has been review by the Audit Committee and audited by the Certified Public Accountant.

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

The Chairman opened the opportunity for shareholders to comment.

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

**Resolution of the meeting:** The meeting resolved to approve the financial statements for the year 2021 for the fiscal year ended December 31, 2021, which have been audited by the certified public accountant with voted the following;

Agreed	5,754,876,538	Votes	Percentage	99.5174	number of votes attending the meeting and having the right to vote
Disagreed	27,904,440	Votes	Percentage	0.4825	number of votes attending the meeting and having the right to vote
Abstained	3,095	Votes	Percentage	0.0001	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 suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending December 31, 2021

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

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

The operating results of the company for the fiscal year ending December 31, 2021, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 3,631.51 million baht or 53.10 percent of the total revenue. According to Section 115 of the Public Limited Companies Act BE 2535 (1992) regarding the payment of dividends from other types of money other than profits in the event that the company still have accumulated losses, no dividend shall be paid. Therefore, need to refrain from paying dividends and abstain from allocating profits for legal reserves for the operating results of the year 2020 because the company has loss of performance.

The Board of Directors therefore agreed that the shareholders' meeting should 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 requires working capital to be used in business operations.

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

The Chairman opened the opportunity for shareholders to comment.

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

**Resolution:** The resolution to approved the non-allocation of retained earnings to be statutory legal reserves and the omission of dividends payment according to the Company's performance for the fiscal year ended as of 31st December 2021 because of the Company performance loss, by the votes as follows;

Agreed	5,754,876,578	Votes	Percentage	99.5174	number of votes attending the meeting and having the right to vote
Disagreed	27,904,400	Votes	Percentage	0.4825	number of votes attending the meeting and having the right to vote
Abstained	3,095	Votes	Percentage	0.0001	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 approve the election of directors to replace those retiring by rotation**

In this Agenda, the Chairman asked Mr. Somkid Siri and Mrs. Sirirongkarnat Prewpanich to temporarily leave the meeting as they were stakeholders. To be transparent and in accordance with good corporate governance rules in considering this agenda

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

Mr. Sompijit Chaichanajarak informed the meeting that 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 another position.”

The directors who must retire by rotation this year are:

( 1 ) Mr. Somkid Siri Position Vice Chairman of the Board/Chairman of the Nomination and Remuneration Committee/

Member of the Audit Committee/Independent Director, Age 66, Highest Education Master's Degree Master of Public Administration, National Institute of Development Administration and Bachelor of Laws Ramkhamhaeng University There is no holding of securities or holding shares in the Company. Proportion of meeting attendance of the Board of Directors 8 times from 8 times and attending the Audit Committee meeting 4 times from 4 times and attending the Nomination and Remuneration Committee 1 time from 1-time Number of years in office 2 years 11 month

(2) Mrs. Sirinongkarnat Prewpanich Position Director/ Member of the Nomination and Remuneration Committee/

Member of the Audit Committee/Independent Director, Age 52 years, Highest Education bachelor's degree Faculty of Commerce and Accountancy, Marketing Department, Thammasat University There is no holding of securities or holding shares in the Company. Proportion of meeting attendance of the Board of Directors 8 times from 8 times and attending the Audit Committee meeting 4 times from 4 times and attending the Nomination and Remuneration Committee 1 time from 1-time Number of years in office 2 years 11 month

(Additional details of the history of both persons appear in Attachment 3)

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 Nominated the retiring director who was the former director to be re-elected as the Company's director for another term, which the Board of Directors considered and saw that both of them had



passed through the 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 have knowledge and experience in working that is beneficial to the Company and can also give opinions in accordance with the relevant rules have enough time to perform the duties of the directors 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.

In this agenda, the resolution must be passed to appoint individual directors. and 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.

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

**Resolution of the meeting:** It was resolved to appoint 2 directors to replace those retiring by rotation to be independent directors of the Company for another term, amounting to 2 persons. The details of voting are as follows:

(1) It was resolved to approve the appointment of Mr. Somkid Siri, the position of Vice Chairman of the Board of Directors/Chairman of Nomination and Remuneration Committee/Audit Committee/Independent Director. to be re-elected as an independent director of the Company for another term with the following votes:

Agreed	5,782,780,978	Votes	Percentage	99.9999	number of votes attending the meeting and having the right to vote
Disagreed	3,095	Votes	Percentage	0.0001	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) Resolved to approve the appointment of Mrs. Sirinongkarnart Prewpanich, As Company Director/ Member of the Nomination and Remuneration Committee. Audit Committee/Independent Director to be re-elected as an independent director of the Company for another term with as the following:

Agreed	5,782,780,978	Votes	Percentage	99.9999	number of votes attending the meeting and having the right to vote
Disagreed	3,095	Votes	Percentage	0.0001	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 To consider and approve the determination of directors' remuneration for the year 2022**

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

Mr. Sompjit Chaichanajarak informed the meeting that 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
2017	5.0 million baht	4.11 million baht	82%
2018	5.5 million baht	3.70 million baht	67%
2019	5.5 million baht	4.28 million baht	78%
2020	5.5 million baht	5.07 million baht	92%
2021	5.5 million baht	4.09 million baht	74%

which the remuneration of the Board of Directors including that sub-committee. The details are as following;

(1) monthly compensation The position of the chairman of the board amounted to 30,000 baht per month and the position of the director amounted to 25,000 baht per month.

(2) meeting allowance

- Board of Directors The position of the chairman of the board amounted to 25,000 baht per time and the position of the director amounted to 20,000 baht per time.

- Audit Committee The position of the chairman of the board amounted to 25,000 baht per time and the position of the director amounted to 20,000 baht per time.

- Nomination and Remuneration Committee The position of the chairman of the board amounted to 12,500 baht per time and the position of the director amounted to 10,000 baht per time.

(3) Special remuneration which is a bonus at the rate of 0.75% of net profit and the company has profits but is limited to a maximum of 500,000 baht/person/year. In the past 5 years, there has been no special payment to directors.

(4) Health check-up and medical expenses Up to 200,000 baht/person/year

(5) Special interests and any other benefits in which no committee 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

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.

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:** It was resolved to approve the directors' remuneration for the year 2022 in the amount of not exceeding 7.5 million baht, a special remuneration which is a bonus at the rate 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-up and medical expenses Up to 200,000 baht/person/year with the following votes:

Agreed	5,782,780,978	votes	Percentage	99.9999	number of votes attending the meeting and having the right to vote
Disagreed	3,095	votes	Percentage	0.0001	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 7 To consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2022**

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

Mr. Sompjit Chaichanajarak informed the meeting that In order to comply with the Public Company Limited Act, B.E. 2535, Section 120, 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 2022 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:

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 consolidated financial statements	2,650,000.00	2,650,000.00
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 consolidated financial statements	1,200,000.00	1,200,000.00
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.

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. 4 4 9 8 , 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, which 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.

Voting in this agenda 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.

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

**Resolution of the meeting:** It was resolved to approve the appointment of auditors from EY Office Company Limited by appointing Ms. Supanee Triyanantakul, Certified Public Accountant No. 4 4 9 8 and/or Ms. Watoo Khayankarnavi, Certified Public Accountant No. 5423 and /or Mr. Pricha Arunnara, Certified Public Accountant No. 5800, to be the Company's auditor for the year 2022, with the annual remuneration set for 2022 not exceeding

3.85 million baht, excluding other expenses such as travel expenses, postage fees, Fax, overtime pay, which will be reimbursed according to the actual amount paid with the following:

Agreed	5,782,784,073	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 8 Consider other matters (if any)**

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

Ms. Raksina Phromchot, representative from the Thai Investors Association Have sent inquiries in advance via e-mail. for the company to clarify details in the meeting He would like to inquire about Agenda 3 to consider and approve the financial statements for the year 2021 for the accounting period ending on December 31, 2021 as follows:

ask the company Clarification of information in the year's fiscal year 64 as the Stock Exchange of Thailand had already inquired The auditor gave a qualified opinion on the statement because

1) the complexity of the structuring of the hotel seller and the rights to trade marks and licenses in Germany As a result, the auditor is unable to ascertain proper assurance about the actual seller that the direct deposit is paid to a person authorized by the seller to accept the deposit instead. Is it a transaction related to the purchase of the said hotel or not?

2) The Group's ability to operate continuously In addition, the auditor also made observations about the sale of houses with land and condominiums with conditions for customers to exercise their right to sell back under specified conditions. which has set some provisions for liabilities of 74 million baht (from commitments totaling 2,080 million baht) and the purchase of investments in companies that operate medical and health businesses in the country It is measured under the purchase method and recorded the difference in cost of acquisition over the net asset value. which such value may need to be changed.

by asking the company There were clarifications on 6 items as asked by the Stock Exchange of Thailand as follows:

1. Internal control system on investment and deposit payment to other parties who are not contractual parties

2. Guidelines for debt repayment that are due and due within 1 year, accounting for 26% of total assets and 43% of total liabilities.

3. The adequacy of debt estimates in the event that the customer exercises the right to sell back the house with land and the condominium unit

4. Purchase of investment in Panacee Medical Center Company Limited (PNCT)

5. Advance payment for capital increase in subsidiary

6. Deposit for the purchase of land

The Chairman assigned Mr. Nontawat Thanasuwiwat, Executive Director/Chief Executive Officer to Accounting and Finance is the one who explains the facts

Mr. Nontawat Thanasuwiwat informed the meeting that the Company issued a letter No. Nor Sor. 027/2565 subject to clarification of additional information about the internal control system. debt repayment guidelines And additional important information in the financial statements for the year 2021 to the Stock Exchange of Thailand as of April 21, 2022, the company would like to summarize the details again according to Ms. Raksina Phromchot, representative of the Thai Investors Association. Have sent inquiries in advance via e-mail. The details are as follows.

**1. Internal control system for investment and deposit payment to other parties who are not contractual parties**

The transaction is an asset purchase transaction. which is the purchase of a hotel in Badenweiller Germany Subsequently, the Company changed the terms of the hotel purchase from the purchase of assets to the purchase of shares in the parent company of the hotel seller. This is a direct payment to the shareholders of the hotel seller. And such shareholder is also a director of the hotel selling company. which has legally binding documents in the purchase contract in all respects

**2. Repayment guidelines that are due and due within one-year account for 26% of total assets and 43% of total liabilities.**

The Company has borrowings due within 2022, most of which are debentures that mature. by the company's debt repayment guidelines, it is a debt settlement through cash flow from the company's planned performance. and issuing new debentures to support the repayment of the existing debentures that are due

**3. The adequacy of debt estimates in the event that the customer exercises the right to sell back the house with land and the condominium unit**

The Company and its subsidiaries sell real estate such as condos, single houses, condominiums, etc. to customers. Customers have the right to sell them back to the company according to the selling conditions, i.e. the customers have the right to choose to sell houses with land or condominiums back to the company according to The agreed price value is the value that the company sells to the customer on the first day or the customer chooses the right to renew the lease with the company again. According to the past 2021 financial statements, the Company has estimated debt in case of customers using the right to sell back houses with land and condominiums in the amount of 74 million baht from the total obligations of 2,080 million baht. Customers are exercising their rights at a low ratio. because the market value is higher than the buyback price Therefore, the Company estimates only projects whose market value is lower than the redemption value resulting from the

current economic situation. And there is a quite certain chance that the customer will use the right to sell back to the company.

#### **4. Purchase of investment in Panacee Medical Center Company Limited (PNCT)**

The company has an action plan to expand investment in the medical business. The Company has completed the payment of such investment in December 2021.

#### **5. Advance payment for capital increase in subsidiary**

The company has increased the capital in the subsidiary but has not registered the capital increase. At present, the company has plans to register the dissolution of the company abroad. and the subsidiary has paid the advance payment for such capital increase. already given to the company.

#### **6. Deposit for the purchase of land**

For the past fiscal year 2021, The company has a deposit for the purchase of land amounting to 1,001 million baht. At present, the company plans to restructure its subsidiary. by shifting the deposit for the purchase of land to a new company that operates real estate business that the company has structured is Nusa My Ozone Company Limited

In this regard, additional details for clarification of information in 6 items, you can view the news report on the website of the Stock Exchange of Thailand, No. NorSor. debt repayment guidelines and important additional information in the 2021 financial statements as of April 21, 2022

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 11:21 a.m.**

hereby certify that the minutes of the meeting are correct

Sign \_\_\_\_\_

(Mr. Visanu Thepcharoen)

Chairman of the Board of Directors / Chairman of the Meeting

Sign \_\_\_\_\_

(Mr. Sompijit Chaichanajarak)

Minutes Recorder