



N U S A S I R I

Invitation to the Extraordinary General Meeting  
of Shareholders No. 2/2024  
Nusasiri Public Company Limited

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Tuesday, December 17, 2024 at 14.00 hrs. via electronic means (e-Meeting)

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No. NC-CS 2024/128

December 9, 2024

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2024

Attention: Shareholders  
Nusasiri Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2024 Annual General Meeting of Shareholders
  2. Key Features of Warrants to Purchase the Ordinary Shares of Nusasiri Public Company Limited No.6 (NUSA-W6)
  3. Report Form for Capital Increase (F 53-4)
  4. Information Memorandum on the Issuance and Allocation of Newly Issued Ordinary Shares of Nusasiri Public Company Limited
  5. Articles of Association of the Company relating to the Shareholders' Meeting
  6. Guidelines for Registration of the Shareholders' Meeting via Electronic Means (e-Meeting), Appointment of Proxy and Voting Casting of the Shareholders' Meeting via Electronic Means (e-Voting)
  7. Information of the Independent Directors for Proxy Appointment
  8. Proxy Form B
  9. Guidelines for Attending the Shareholders' Meeting via Electronic Means - Inventech Connect

The Board of Directors of Nusasiri Public Company Limited (the "**Company**") at the Company's Board of Directors' Meeting No. 9/2024 held on November 13, 2024, passed the resolution to approve the convening of the Extraordinary General Meeting of Shareholders No. 2/2024 to be held on Tuesday, December 17, 2024 at 14.00 hrs. via electronic meeting (e-meeting) pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "**PLC Act**"), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable regulations with the following agenda items:

**Agenda Item 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders.**

**Fact and Reason**

The Company convened the 2024 Annual General Meeting of Shareholders on June 7, 2024 (the "**AGM**") and prepared the minutes of the AGM, and submitted the said minutes to the Stock Exchange of Thailand ("**SET**") within 14 days from the date of the AGM and also disseminated such minutes in the Company's website at [www.nusasiri.com](http://www.nusasiri.com) as set out in the copy of the minutes of the AGM (**Enclosure 1**).

**Opinion of the Board of Directors**

The Board of Directors is of the opinion that the minutes of the AGM prepared by the Company were accurately recorded. Therefore, it is deemed appropriate to propose to the shareholders' meeting to approve the certification of the said minutes.

### Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 2 To consider and approve the issuance and allocation of Warrants to Purchase the Company's Ordinary Shares No.6 (NUSA-W6) to the existing shareholders who are eligible to subscribe and are allocated the newly issued ordinary shares at no cost (PPO Warrant Sweetener).**

### Fact and Reason

According to the Company's plan to raise additional funds of up to 1,829,271,128.00 Baht to support its business operations, with the details as follows:

- (1) The issuance and offering of the Company's newly issued ordinary shares not exceeding 2,613,244,469 shares with a par value of 1.00 Baht per share to offer to existing shareholders in proportion to their shareholdings, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)) relating to the issuance and offering of such securities (the "**Eligible Existing Shareholders**"). The allocation ratio is 5 existing ordinary shares to 1 newly issued ordinary share, with any fractional shares to be disregarded. The offering price is 0.20 Baht per share, totaling not more than 522,648,894.00 Baht (the "**Offering of the Newly Issued PPO Share Transaction**").

Furthermore, the offering price of the Company's newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction will be lower than 90% of the market price of the Company's ordinary shares. The "**Market Price of the Company's Ordinary Shares**" means the weighted average trading price of the Company's ordinary shares on the Set over the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda item regarding the Offering of the Newly Issued PPO Share Transaction to the shareholders' meeting for approval, which is during November 4 – 12, 2024, amounting to 0.261 Baht (referenced from [www.setsmart.com](http://www.setsmart.com)).

- (2) The issuance and allocation of the Warrants to Purchase the Company's Ordinary Shares No. 6 (NUSA-W6) (the "**NUSA-W6 Warrants**") to the Eligible Existing Shareholders who subscribe to and are allocated such newly issued ordinary shares (the "**PPO Shareholders**"). This is considered an offering of warrants to existing shareholders in proportion to their shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws as a PPO Warrant Sweetener (the "**PPO Warrant Sweetener**") at no cost, in the ratio of 1 newly issued ordinary share to one unit of NUSA-W6 Warrant, as a reward to the shareholders who have subscribed and paid for the PPO shares of the Company (the "**NUSA-W6 Warrant Issuance and Allocation Transaction**").

In this regard, it is deemed appropriate to propose to the shareholders' meeting to approve the issuance and allocation of NUSA-W6 Warrants, not exceeding 2,613,244,469 units to PPO Shareholders as a PPO Warrant Sweetener, in the ratio of 1 newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant. Each NUSA-W6 Warrant has a term of 2 years and 6 months from

the issuance date of such warrant, and each warrant entitles its holder to purchase one ordinary share (par value of 1.00 Baht per share) at an exercise price of 0.50 Baht per share.

Moreover, the key features of the NUSA-W6 Warrants, such as events leading to rights adjustments and other important details, are specified in the summary of the Key Features of Warrants to Purchase the Ordinary Shares of Nusasiri Public Company Limited No.6 (NUSA-W6) (**Enclosure 2**)

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve authorizing the Executive Committee or the Acting Chief Executive Officer the power to consider and determine any necessary and relevant details regarding the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction, provided that such actions do not conflict with or contradict the notifications of the Office of the Securities and Exchange Commission, including but not limited to:

- (1) Allocating the NUSA-W6 Warrants and determining conditions and other necessary and appropriate details related to the NUSA-W6 Warrant Issuance and Allocation Transaction, such as the warrant issuance date, allocation details, allocation methods, exercise period, and expiration date under the scope approved by the shareholders' meeting;
- (2) Negotiating, approving, entering into and/or signing any necessary contracts and/or documents related to the NUSA-W6 Warrant Issuance and Allocation Transaction, including amending such contracts and documents, as well as considering the appointment of financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);
- (3) Signing application forms, waiver requests, notices, and any documents related to the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction, including contacting and submitting applications or waiver requests, and submitting any documents to officials or representatives of any relevant agencies, as well as listing the Company's newly issued ordinary shares and NUSA-W6 Warrants on the SET; and
- (4) Undertaking any necessary and relevant actions as appropriate to successfully complete the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the issuance and allocation of NUSA-W6 Warrants, not exceeding 2,613,244,469 units to PPO Shareholders at no cost as a PPO Warrant Sweetener, in the ratio of 1 newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant and the relevant delegation of authorization.

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 3** To consider and approve the decrease of the Company's registered capital in the amount of 894,292,087.00 Baht, from the former registered capital of 16,571,362,332.00 Baht to 15,677,070,245.00 Baht, by cancelling the remaining unsold shares totaling 894,292,087 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

**Fact and Reason**

As the Company intends to issue and offer its newly issued ordinary shares to the Eligible Existing Shareholders (as will be proposed for approval under Agenda Items 4 and 5) and to issue and allocate NUSA-W6 Warrants to the PPO Shareholders as a PPO Warrant Sweetener (as proposed for approval under Agenda Item 2), it is necessary for the Company to increase its registered capital to support the aforementioned fundraising plan. However, to comply with legal requirements for increasing registered capital, the Company must adhere to Section 136 of the PLC Act. which stipulates that a public limited company may increase its capital from the amount already registered by issuing new shares, provided that all previously issued shares have been sold and fully paid for, except for shares reserved for convertible debentures or warrants.

As of now, the Company has 3,505,139,989 unsold registered ordinary shares, consisting of the following:

- (1) Ordinary shares totaling 2,610,847,902 shares, reserved to support the exercise of rights under the Warrants to Purchase the Company's Ordinary Shares No. 5 (NUSA-W5) (the "NUSA-W5 Warrants");
- (2) Ordinary shares totaling 151,045,820 shares, remaining from the allocation reserved to support the exercise of rights under the NUSA-W5 Warrants, as the allocation of such warrants was less than the number approved by the shareholders' meeting; and
- (3) Ordinary shares totaling 743,246,267 shares, remaining from the allocation reserved to support the exercise of rights under the Warrants to Purchase the Company's Ordinary Shares No. 4 (NUSA-W4), which have since expired.

Accordingly, as the Company's ordinary shares, which have not yet been sold under items (2) - (3) above, totaling 894,292,087 shares, are not shares reserved to support convertible debentures or warrants as defined under Section 136 of the PLC Act. It is deemed appropriate to propose to the shareholders' meeting to approve the reduction of the Company's registered capital by 894,292,087.00 Baht from the current registered capital of 16,571,362,332.00 Baht to 15,677,070,245.00 Baht. This will be executed by canceling 894,292,087 unsold shares with a par value of 1.00 Baht per share and to propose to the shareholders' meeting to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction in the Company's registered capital, replacing the current wording with the following:

**“Clause 4.** Registered capital: 15,677,070,245.00 Baht (Fifteen billion six hundred seventy-seven million seventy thousand two hundred forty-five Baht)

Divided into:	15,677,070,245	Share	(Fifteen billion six hundred seventy-seven million seventy thousand two hundred forty-five Shares)
Par value:	1.00	Baht	(One Baht)
Consisting of:			
Ordinary shares:	15,677,070,245	Share	(Fifteen billion six hundred seventy-seven million seventy thousand two hundred forty-five Shares)
Preferred shares:	-0-	Share	(- Share)"

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the delegation of authority to a designated person appointed by the authorized directors, to sign binding documents on behalf of the Company for registering the amendments to the Company's Memorandum of Association with the Department of Business Development and will have the authority to revise and adjust wording as necessary to comply with the registrar's directives.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the decrease of the Company's registered capital in the amount of 894,292,087.00 Baht, from the former registered capital of 16,571,362,332.00 Baht to 15,677,070,245.00 Baht, by cancelling the remaining unsold shares totaling 894,292,087 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital and the relevant delegation of authorization.

#### **Voting**

The resolution for this agenda item requires a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and casting their votes, including abstentions in the calculation base.

- Agenda Item 4** To consider and approve the increase of the Company's registered capital in the amount of 5,362,533,702.00 Baht, from the former registered capital of 15,677,070,245.00 Baht to 21,039,603,947.00 Baht, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital.

#### **Fact and Reason**

As the Company intends to raise additional funds under the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction (as detailed in

Agenda Item 2 above) to be used as working capital and to repay debts nearing maturity, the Company plans the increase of the Company's registered capital in the amount of 5,362,533.702.00 Baht, from the former registered capital of 15,677,070,245.00 Baht to the registered capital of 21,039,603,947.00 Baht, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of 1.00 Baht per share, as detailed below:

- (1) Up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to be offered to the Eligible Existing Shareholders under the Offering of the Newly Issued PPO Share Transaction.
- (2) Up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to support the exercise of rights under the NUSA-W6 Warrants under the NUSA-W6 Warrant Issuance and Allocation Transaction.
- (3) Up to 136,044,764 newly issued ordinary shares with a par value of 1.00 Baht per share to support the adjustment of rights under NUSA-W5 Warrants. It is possible that the offering price of the Company's newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction will be lower than 90% of the market price of the Company's ordinary shares. The "Market Price of the Company's Ordinary Shares" as specified in Clause 4(b) of Terms and Conditions on the Rights and Obligations of the Issuer and Holders of the NUSA-W5 Warrants (the "**NUSA-W5 Terms and Conditions**") means the weighted average trading price of the Company's ordinary shares on the SET over the past 7 consecutive business days prior to the first date on which purchasers of the Company's ordinary shares are not entitled to subscribe for the newly issued ordinary shares (XR), which will correspond to December 24, 2024. The Company must seek approval from the shareholders' meeting to issue new ordinary shares to support the adjustment of rights in accordance to the NUSA-W5 Terms and Conditions which has been calculated based on the weighted average trading price of the Company's ordinary shares on the SET over the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda item regarding the Offering of the Newly Issued PPO Share Transaction to the shareholders' meeting for approval, which occurred during November 4 – 12, 2024).

Details regarding the increase of the Company's registered capital are set out in Report Form for Capital Increase (F 53-4) (**Enclosure 3**).

It is deemed appropriate to propose to the shareholders' meeting to approve the increase of the Company's registered capital in the amount of 5,362,533,702.00 Baht, from the former registered capital of 15,677,070,245.00 Baht to 21,039,603,947.00 Baht, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, replacing the current wording with the following:

“**Clause 4.** Registered capital: 21,039,603,947.00 Baht (Twenty-one billion thirty-nine million six hundred three thousand nine hundred forty-seven Baht)

Divided into:	21,039,603,947	Share	(Twenty-one billion thirty-nine million six hundred three thousand nine hundred forty-seven Shares)
Par value:	1	Baht	(One Baht)
Consisting of:			
Ordinary shares:	21,039,603,947	Share	(Twenty-one billion thirty-nine million six hundred three thousand nine hundred forty-seven Shares)
Preferred shares:	-0-	Share	(- Share)"

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the delegation of authority to a designated person appointed by the authorized directors, to sign binding documents on behalf of the Company for registering the amendments to the Company's Memorandum of Association with the Department of Business Development and will have the authority to revise and adjust wording as necessary to comply with the registrar's directives.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of 5,362,533,702.00 Baht, from the former registered capital of 15,677,070,245.00 Baht to 21,039,603,947.00 Baht, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital and the relevant delegation of authorization.

Additionally, the Board of Directors is of the opinion that;

(1) Reasons and Necessity for the Capital Increase

The Board of Directors is of the opinion that to provide the Company with financial flexibility for operations, to repay debts that will soon mature, and to use as working capital in the future, issuing and allocating newly issued ordinary shares to Eligible Existing Shareholders is an effective fundraising method. This approach helps reduce the Company's financial burden compared to raising funds or obtaining financing through other methods such as issuing bonds or borrowing from financial institutions.

(2) Feasibility of Utilizing the Increased Capital

The Company expects to issue and allocate the newly issued ordinary shares to Eligible Existing Shareholders and receive funds from the offering within 2 months from the date the shareholders' meeting approves the capital increase and the issuance of newly issued ordinary shares. The Company plans to use the funds received from the capital increase for the purposes stated in item 5 of the Report Form for Capital Increase (F 53-4) (**Enclosure 3**).



(3) Reasonableness of the Capital Increase and Utilization Plan

The Board of Directors believes that the capital increase by offering shares to Eligible Existing Shareholders in proportion to their shareholding is reasonable and appropriate because it increases the Company's working capital and reduces the financial burden from borrowing or raising funds by other means for use in the Company's operations, as well as improving the Company's financial position and liquidity.

(4) Impact on Business Operations, Financial Status, and Operating Results

The Board of Directors believes that this capital increase will enhance the Company's cash flow and liquidity, providing funds that can be used for business expansion and/or investments, as well as increased working capital for future operations, which will positively affect both the financial position and operating results. Additionally, it helps reduce the financial burden from borrowing and will help create added value for the Company's securities in the long term.

Voting

The resolution for this agenda item requires a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and casting their votes, including abstentions in the calculation base.

**Agenda Item 5 To consider and approve the allocation of the Company's newly issued ordinary shares.**

**Agenda Item 5.1 To consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to be offered to existing shareholders in proportion to their shareholdings, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)).**

Fact and Reason

As the Company intends to raise additional funds from its existing shareholders under the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction (as detailed in Agenda Items 2 and 4 above). It is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to be offered to the Eligible Existing Shareholders under the Offering of the Newly Issued PPO Share Transaction. The allocation ratio is 5 existing ordinary shares to 1 newly issued ordinary share, with any fractional shares to be disregarded. The offering price is 0.20 Baht per share, totaling not more than 522,648,894.00 Baht. The offering price under the Offering of the Newly Issued PPO Share Transaction is set below the par value of the Company's shares (1.00 Baht per share). However, as the Company currently has accumulated losses, it falls under the provisions of Section 52 of the PLC Act, which allows the Company to offer shares at a price lower than the registered par value, provided that the following conditions are met: (1) the Company must have been in operation for no less than one year and must have accumulated losses, (2) the offering price must be clearly determined and disclosed in the relevant information, and (3) the offering must be approved by the shareholders' meeting.

Currently, the Company has been operating beyond the period specified in Section 52 of the PLC Act. and has clearly disclosed the offering price of 0.20 Baht per share in the Report Form for Capital Increase (F 53-4) (**Enclosure 3**) and the Information Memorandum on the Issuance and Allocation of Newly Issued Ordinary Shares of Nusasiri Public Company Limited (**Enclosure 4**) and has also proposed the details of the allocation including offering price under the Offering of the Newly Issued PPO Share Transaction, to the shareholders' meeting for consideration and approval.

The Company has resolved not to allocate shares to shareholders in the following jurisdictions: the United States, the People's Republic of Bangladesh, the People's Republic of China, the Republic of India, the United Kingdom, the Hong Kong Special Administrative Region, Germany, Malaysia, the Republic of Singapore, the State of Israel, the Islamic Republic of Pakistan, the Kingdom of Denmark, the Swiss Confederation, the Republic of France, and any other jurisdictions that would cause the Company to have obligations under foreign laws as a result of the offering of the PPO share as deemed appropriate by the Company. Should additional countries be included, the Company will announce the updates through the SET's Information Disclosure System.

Moreover, the Company will allocate the newly issued ordinary shares to Eligible Existing Shareholders in proportion to their shareholding in a single round only. In the event that there are any remaining newly issued ordinary shares after the first-round allocation to Eligible Existing Shareholders, the Company will propose to the shareholders' meeting to consider and approve a reduction in the registered capital by canceling the remaining shares that have not been allocated or issued.

In this regard, the Board of Directors' Meeting No. 10/2024 held on November 19, 2024 has set the Record Date for determining the shareholders entitled to subscribe for the newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction (Record Date) on December 25, 2024, and has scheduled the subscription period for the newly issued ordinary shares offered to the Eligible Existing Shareholders between January 17-23, 2025 (a total of 5 business days)

Furthermore, the details and conditions for the capital increase and the offering of newly issued ordinary shares to Eligible Existing Shareholders are outlined in the Report Form for Capital Increase (F 53-4) (**Enclosure 3**) and the Information Memorandum on the Issuance and Allocation of Newly Issued Ordinary Shares of Nusasiri Public Company Limited (**Enclosure 4**).

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve authorizing the Executive Committee or the Acting Chief Executive Officer the power to consider and determine any necessary and relevant details regarding the Offering of the Newly Issued PPO Share Transaction, provided that such actions do not conflict with or contradict the notifications of the Office of the Securities and Exchange Commission, including but not limited to:

- (1) Determining or amending any necessary and relevant details of the Offering of the Newly Issued PPO Share Transaction, setting the offering date, subscription period, and payment for shares under the scope approved by the shareholders' meeting;
- (2) Signing application forms, waiver requests, notices, and any documents related to the Offering of the Newly Issued PPO Share Transaction, including contacting and submitting

applications or waiver requests, and submitting any documents to officials or representatives of any relevant agencies, as well as listing the Company's newly issued ordinary shares on the SET; and

- (3) Undertaking any necessary and relevant actions as appropriate to successfully complete the Offering of the Newly Issued PPO Share Transaction.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 2,613,244,469 shares with a par value of 1.00 Baht per share to be offered to Eligible Existing Shareholders in proportion to their shareholdings under the Offering of the Newly Issued PPO Share Transaction. The offering price is 0.20 Baht per share (which is a price below the par value) and the relevant delegation of authorization.

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 5.2 To consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to support the exercise of rights under the Warrants to Purchase the Ordinary Shares of the Company No. 6 (NUSA-W6).**

#### **Fact and reason**

As the Company intends to reward its existing shareholders who are subscribed and paid for the PPO shares under the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction (as detailed in Agenda Items 2 and 4 above), it is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to support the exercise of rights under the NUSA-W6 Warrants, which are issued and allocated to the shareholders who are subscribed and paid for the PPO shares, in the ratio of 1 newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant. In this case, each unit of NUSA-W6 Warrant can be exercised to purchase 1 newly issued ordinary share of the Company at an exercise price of 0.50 Baht per share.

The exercise price for subscribing to newly issued ordinary shares under the NUSA-W6 Warrants, set at 0.50 Baht per share, is below the par value of the Company's shares (1.00 Baht per share). However, as the Company currently has accumulated losses, it falls under the provisions of Section 52 of the PLC Act, similar to the proposal for shareholders' approval in Agenda Item 5.1. This section allows the Company to offer shares at a price lower than the registered par value, provided that the following conditions are met: (1) the Company must have been in operation for no less than one year and must have accumulated losses, (2) the offering price must be clearly determined and disclosed in the relevant information, and (3) the offering must be approved by the shareholders' meeting. Currently, the Company has been operating beyond the period

specified in Section 52 of the PLC Act. and has clearly disclosed the exercise price for subscribing to newly issued ordinary shares under the NUSA-W6 Warrants at 0.50 Baht per share in the summary of the Key Features of Warrants to Purchase the Ordinary Shares of Nusasiri Public Company Limited No.6 (NUSA-W6) (**Enclosure 2**) and the Report Form for Capital Increase (F 53-4) (**Enclosure 3**) and has also proposed the details of the allocation, including the exercise price for subscribing to newly issued ordinary shares under the NUSA-W6 Warrants, to the shareholders' meeting for consideration and approval.

Moreover, the key features of the NUSA-W6 Warrants, such as events leading to rights adjustment and other important details, are specified in the summary of the Key Features of Warrants to Purchase the Ordinary Shares of Nusasiri Public Company Limited No.6 (NUSA-W6) (**Enclosure 2**).

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 2,613,244,469 shares with a par value of 1.00 Baht per share to support the exercise of rights under the NUSA-W6 Warrants. The exercise price for subscribing to the newly issued ordinary shares under the NUSA-W6 Warrants is set at 0.50 Baht per share (which is below the par value of the Company's shares).

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 5.3 To consider and approve the allocation of up to 136,044,764 newly issued ordinary shares with a par value of 1.00 Baht per share to support the adjustment of rights under the Warrants to Purchase the Ordinary Shares of the Company No. 5 (NUSA-W5).**

#### **Fact and reason**

Given that the proposed offering price of the PPO shares compared to the current market price of the Company's ordinary shares, it is possible that the offering price of the Company's newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction will be lower than 90% of the market price of the Company's ordinary shares, which falls within Clause 4(b) of the NUSA-W5 Terms and Conditions. As such, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of up to 136,044,764 newly issued ordinary shares, with a par value of 1.00 Baht per share to support the rights adjustments under the NUSA-W5 Warrants, as mentioned above.

In this regard, the Company has preliminarily calculated the adjusted exercise price, exercise ratio, and the number of newly issued shares required to support the adjustment for NUSA-W5 Warrants, as specified in Clause 4(b) of the NUSA-W5 Terms and Conditions based on the assumption of the weighted average trading price of the Company's ordinary shares on the SET over the 7 consecutive business days prior to the Board of Directors' resolution to propose the PPO issuance and allocation to the shareholders' meeting for approval between November 4–12, 2024, which is

at 0.261 Baht per share (referenced from [www.setsmart.com](http://www.setsmart.com)). However, this calculation is only a preliminary estimate.

Furthermore, the Company will be able to accurately calculate the price and ratio for the rights adjustment of the NUSA-W5 Warrants after the first date on which purchasers of the Company's ordinary shares are not entitled to subscribe for the newly issued ordinary shares (XR), which will correspond to December 24, 2024. Since the calculate of the price and ratio for the rights adjustment of the NUSA-W5 Warrants requires to calculate based on the "Market Price of the Company's Ordinary Shares" which refers to the weighted average trading price of the Company's ordinary shares on the SET over the past 7 consecutive business days prior to the first date on which purchasers of the Company's ordinary shares are not entitled to subscribe for the newly issued ordinary shares (XR) in accordance with Clause 4(b) of the NUSA-W5 Terms and Conditions.

The method for calculating the price and ratio for the rights adjustment of the NUSA-W5 Warrants will follow the calculation formula specified in Clause 4(b) of the NUSA-W5 Terms and Conditions.

Therefore, the Company will announce the details of such rights adjustments through the SET's information disclosure system in due course.

In this regard, the Company may set the exercise price for subscribing to the newly issued ordinary shares under the NUSA-W5 Warrants resulting from such rights adjustment at a price that may be set below the par value of the Company's shares (1.00 Baht per share) but not less than 0.01 Baht per share. However, as the Company currently has accumulated losses, it falls under Section 52 of the PLC Act, similar to the proposal for shareholder approval under Agenda Items 5.1 and 5.2. This section allows companies to offer shares at a price lower than the registered par value, provided the following conditions are met: (1) the Company must have been in operation for no less than one year and must have accumulated losses, (2) the offering price must be clearly determined and disclosed in the relevant information, and (3) the offering must be approved by the shareholders' meeting. Currently, the Company has been operating beyond the period specified in Section 52 of the PLC Act. and has provided details relating to the rights adjustment of the NUSA-W5 Warrants to the shareholders' meeting for consideration and approval.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 136,044,764 shares with a par value of 1.00 Baht per share to support the adjustment of rights under the NUSA-W5 Warrants. The exercise price for subscribing to the newly issued ordinary shares under the NUSA-W5 Warrants, resulting from such rights adjustment, may be set below the par value of the Company's shares.

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 6 To consider and approve the amendment of the Company's name, seal, and Clause 1 of the Company's Memorandum of Association to reflect the amendment of the Company's name.

**Fact and Reason**

As the Company has reviewed its organizational branding under the leadership of the new Board of Directors and management team, it may undertake a rebranding or change the Company's name to establish a new corporate image. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's name, seal, and Clause 1 of the Company's Memorandum of Association to reflect the amendment of the Company's name, with the following details.

(1) Change of the Company's name as follows:

	<u>As is</u>	<u>To be</u>
<b>Thai</b>	บริษัท อนุศาสตร์ จำกัด (มหาชน)	บริษัท สเตลล่า เอ็กซ์ จำกัด (มหาชน)
<b>English</b>	Nusasiri Public Company Limited	Stella X Public Company Limited

(2) Change of the Company's seal to reflect with the change of the Company's name as follow:



(3) Amendment of Clause 1 of the Company's Memorandum of Association to reflect the amendment of the Company's name. The current clause shall be revoked and replaced with the following:

<b><u>As is</u></b>	Thai Name	บริษัท อนุศาสตร์ จำกัด (มหาชน)
	English Name	Nusasiri Public Company Limited
<b><u>To be</u></b>	Thai Name	บริษัท สเตลล่า เอ็กซ์ จำกัด (มหาชน)
	English Name	Stella X Public Company Limited

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the delegation of authority to a designated person appointed by the authorized directors, to sign binding documents on behalf of the Company for registering the amendments to the Company's name, seal, and the Company's Memorandum of Association with the Department of Business Development and will have the authority to revise and adjust wording as necessary to comply with the registrar's directives.

### Opinion of the Board of Directors

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the amendment of the Company's name, seal, and Clause 1 of the Company's Memorandum of Association to reflect the amendment of the Company's name, and the relevant delegation of authorization.

### Voting



The resolution for this agenda item requires a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and casting their votes, including abstentions in the calculation base.

## **Agenda Item 7 To consider and approve the amendment of Articles 1, 2, 25, and 61 of the Company's Articles of Association**

### Fact and Reason

As the Board of Directors has resolved to propose the amendment of the Company's name and corporate seal, as detailed in Agenda Item 6, and to align with the directors' authority as specified in the Company's affidavit, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendments to the Company's Articles of Association as follows:

Article	Original	Amended
1	These Articles of Association are called the Articles of Association of Nusasiri Public Company Limited	These Articles of Association are called the Articles of Association of Stella X Public Company Limited.
2	The word "Company" used in these Articles of Association means Nusasiri Public Company Limited.	The word "Company" used in these Articles of Association means Stella X Public Company Limited.
25	The Board of Directors is responsible for managing all affairs of the Company and has the authority and duties to operate within the scope of the law, objectives, and Articles of Association of the Company, and according to the resolutions of the general meeting of shareholders, and has the authority to perform any acts as specified in the Memorandum of Association or related thereto. The Board of Directors may delegate one or more persons to perform any acts on behalf of the Board of Directors.  The number or names of directors who can sign to bind the Company are any	The Board of Directors is responsible for managing all affairs of the Company and has the authority and duties to operate within the scope of the law, objectives, and Articles of Association of the Company, and according to the resolutions of the general meeting of shareholders and has the authority to perform any acts as specified in the Memorandum of Association or related thereto. The Board of Directors may delegate one or more persons to perform any acts on behalf of the Board of Directors.  The number or names of directors who can sign to bind the Company are any

Article	Original	Amended
	two directors jointly signing with the Company seal affixed, except in the case of signing to attend meetings to cast votes in meetings of housing estate juristic persons or condominium juristic persons (as the case may be), including signing any related documents, and including acting as a representative or appointing a representative of the Company to be a director in the housing estate juristic person or condominium juristic person (as the case may be), any one director may sign with the Company seal affixed. The determination of the names of directors who can sign to bind the Company may be determined by a resolution of the shareholders' meeting or the Board of Directors.	two directors jointly signing with the Company seal affixed. In this regard, the determination of the names of directors authorized to sign and bind the Company may be decided by a resolution of either the shareholders' meeting or the board of directors.
61	The Company seal shall be as follows: 	The Company seal shall be as follows: 

Additionally, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the delegation of authority to a designated person appointed by the authorized directors, to sign binding documents on behalf of the Company for registering the amendments to the Company's Articles of Association with the Department of Business Development and will have the authority to revise and adjust wording as necessary to comply with the registrar's directives.

#### Opinion of the Board of Directors

The Board of Directors is of the opinion to propose to the shareholders' meeting to consider and approve the amendment of Articles 1, 2, 25, and 61 of the Company's Articles of Association.

#### Voting

The resolution for this agenda item requires a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and casting their votes, including abstentions in the calculation base.



#### Agenda Item 8 Other matters (if any)

According to Section 105 of the PLC Act, it prescribes that a request for the shareholders' meeting to consider matters other than those specified in the invitation notice may be made if shareholders collectively holding not less than one-third of the total number of issued shares propose matters other than those specified in the invitation notice.

Therefore, we would like to invite shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2024 on the specified date and time mentioned above, which will be held exclusively via electronic means (e-Meeting), and there is no additional place or meeting room to support attendance by the shareholders. We request that you study the details on how to register to attend the shareholder's meeting via electronic media (e-Meeting) in **Enclosure 6**. In the event that the shareholder is unable to attend the meeting in person, the shareholder can appoint a proxy or an independent director of the Company to attend meetings and vote on their behalf. The information of the independent directors is as shown in **Enclosure 7**. The Company has sent Proxy Form B to the shareholders in **Enclosure 8**, or the shareholders can download Proxy Form A, Form B, and Form C from the Company's website at [www.nusasiri.com](http://www.nusasiri.com).

In this regard, the Company will allow shareholders or proxies to submit a request to receive a username, password, and a link for joining the meeting via electronic media system (e-Request) in advance from December 11, 2024, at 9.00 hrs. until the conclusion of the meeting. On the meeting day, the Company will allow the shareholders and proxies to enter the meeting via electronic means (e-Meeting) from 12.00 hrs. (on December 17, 2024) onwards. Shareholders and Proxies may study the procedures to attend the Company's shareholders' meeting via electronic means (e-Meeting) as further detailed in **Enclosure 9**.

In the case that the shareholders wish to attend the Extraordinary General Meeting of Shareholders No. 2/2024 of the Company by appointing another person or an independent director as a proxy to attend the meeting and vote on his/her behalf, please submit a request to attend the meeting together with your proxy form through the electronic media system (e-Request) and please cooperate by sending a physical copy of the original proxy form and supporting documents to the address specified below for the Company to receive **by December 17, 2024**.

**Nusasiri Public Company Limited**  
Company Secretary Office  
No. 2922/209 Charn Issara Tower 2 Building,  
13 Floor (12A), New Petchaburi Road,  
Bangkapi, Huai Khwang, Bangkok 10310

In the case that the shareholder wishes to appoint a proxy to another person that is not an independent director of the Company to attend the meeting on their behalf. The Company will send a username, password, and a link for joining the meeting to the registered email of the proxy.

Shareholders and proxies can study instructions for registration via electronic means (e-Meeting), proxy appointment, and voting casting via electronic means (e-Voting), details as set out in **Enclosure 6**.

Furthermore, the Company has determined the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2024 on December 4, 2024. The meeting will be conducted in accordance with the Company's Articles of Association, as appeared in **Enclosure 5**.

Yours sincerely,

Nusasiri Public Company Limited



(Mr. Nuttpasint Chet-udomlap) (Mr. Puwassitt Chet-udomlap)

Authorized Directors

*-Translation-*

**Nusasiri Public Company Limited**  
**Minutes of the 2024 Annual General Meeting of Shareholders**

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The 2024 Annual General Meeting of Shareholders of Nusasiri Public Company Limited (“**Company**”) was held via electronic means (e-Meeting) pursuant to the Public Limited Companies Act B.E. 2535 (as amended) (the “**PLC Act**”), the Emergency Decree on Electronic Meetings B.E. 2563 and other applicable regulations.

**Date of the meeting** Friday, June 7<sup>th</sup>, 2024

**Directors attending the meeting**

- |    |                |                 |   |
|----|----------------|-----------------|---|
| 1. | Mr. Noppol     | Milinthangoon   | Chairman of the Board of Directors and Independent Director                                       |
| 2. | Mr. Manop      | Thanomkitti     | Vice Chairman of the Board of Directors, Chairman of the Audit Committee and Independent Director |
| 3. | Dr. Chatchai   | Payuhanaveechai | Chairman of the Nomination and Remuneration Committee and Independent Director                    |
| 4. | Mr. Nuttpasint | Chet-Udomlap    | Director and Interim Chief Executive Officer  |

**Advisors attending the meeting**

- |    |                 |               |   |
|----|-----------------|---------------|---|
| 1. | Ms. Daranee     | Somkamnerd    | Auditor from A.M.T. & Associates                  |
| 2. | Ms. Voraluck    | Worachuttharn | Legal advisor from the Capital Law Office Limited |
| 3. | Ms. Naphatsawan | Saengsikaeo   | Legal advisor from the Capital Law Office Limited |

**The meeting starts at 10.00 a.m.**

Ms. Wipada Saksri, as the moderator, welcomed attendees to the meeting and informed the meeting that, currently, the Company had registered capital of THB 16,571,362,332 and paid-up capital of THB 13,066,222,343 divided into the number of 13,066,222,343 issued shares with a par value of THB 1 per share. The Company had a total of 11,261 shareholders divided into 99.63 percent of Thai shareholders and 0.37 percent of foreign shareholders according to the share register book as of May 21, 2024, or Record Date. At the beginning of the meeting, there were shareholders registered on the system by entering the username and password, constituting a quorum according to the laws and Articles of Association of the Company as follows:

Shareholders attended in person	20	Persons	with a total number of	264,626,913	Shares
Shareholders attended by proxy	61	Persons	with a total number of	8,626,440,623	Shares
Total	81	Persons	with a total number of	8,891,067,536	Shares

Then, Mr. Noppol Milinhanggoon, the Chairman of the Board of Directors, acting as the Chairman of the meeting (the “**Chairman**”), declared the 2024 Annual General Meeting of Shareholders via electronic means (e-Meeting) duly commenced. The Chairman assigned Ms. Wipada Saksri to act as the secretary of the meeting (the “**Secretary of the Meeting**”) and present the details to the attendees. Subsequently, The Secretary of the Meeting introduced the directors, executives of the Company and advisors who attended the meeting as the names listed above.

Subsequently, the Secretary of the meeting informed the meeting that Mr. Noppol Milinhanggoon and Dr. Chatchai Payuhanaveechai, as independent directors, were acting as proxies for shareholders attending today’s meeting. In accordance with the good corporate governance principles for convening the shareholders’ meeting, Ms. Naphatsawan Saengsikaeo, a legal advisor from the Capital Law Office Limited, was invited to witness the vote counting and to ensure that this annual shareholders’ meeting was conducted in compliance with the laws and regulations.

The Secretary of the Meeting further informed the meeting that this annual shareholders’ meeting was held via electronic means pursuant to the PLC Act, the Emergency Decree on Electronic Meetings B.E. 2563, and the Notification of the Ministry of Digital Economy and Society regarding Security Standards for Meetings via Electronic Media, B.E. 2563. Inventech Systems (Thailand) Co., Ltd., a service provider with expertise in organizing meetings via electronic media with a meeting control system that has been approved by the relevant agency, was assigned to organize the meeting today.

In addition, in order to comply with the Personal Data Protection Act B.E. 2562, the Secretary of the Meeting informed the meeting that names and surnames of the shareholders and proxies who ask questions or express comments will appear in the minutes of the meeting and any other documents related to this shareholders’ meeting in accordance with the "Privacy Policy for Shareholders’ Meeting" as per the details as specified in the Invitation Letter.

The Company has published the Invitation Letter along with supporting documents for this meeting on [www.nusasiri.com](http://www.nusasiri.com) from May 30<sup>th</sup>, 2024.

This shareholders’ meeting will consider the matters in the order specified in the Invitation Letter, presenting details for each agenda item and then providing an opportunity to ask questions related to each agenda item before voting, as appropriate.

Consequently, the Secretary of the Meeting informed the meeting of the details regarding the vote casting, vote counting, vote announcement and the procedures for asking questions or expressing comments, as detailed below.

## 1. Voting

- Shareholders shall have one vote per share.
- Shareholders or proxies must cast their votes in one of the following manners: “approve”, “disapprove”, or “abstain”. Votes cannot be partially split, except for foreign investors who appoint

a custodian in Thailand to keep and manage their shares: in such cases, they are allowed to vote with divided preferences.

- Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration.
- Shareholders must remain present during the voting period for each agenda item and should not click “Register for exit the quorum or log-out” before the announcement of the closure of voting for that agenda and must vote on each agenda before the announcement of the closure of voting for that agenda.
- If a shareholder clicks “Register for exit the quorum or log-out” before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for that agenda even though they have voted in advance.
- Nevertheless, clicking “Register for exit the quorum or log-out” during any agenda does not forfeit the shareholder’s right to rejoin the meeting or vote in subsequent agendas.
- Same as the shareholders, the appointed proxy must be present during the voting for each agenda item and should not click “Register for exit the quorum or log-out” before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda.
- In the event that the shareholders appoint a proxy or an independent director for participation and voting on their behalf at the meeting using Proxy Form B, the Company will record such voting and the registration to attend the meeting of the proxy. The proxy is not required to vote during the meeting.
- If the appointed proxy clicks “Register for exit the quorum or log-out” before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda. The votes of the shareholder who appointed the proxy will not be counted for such agenda.
- However, clicking “Register for exit the quorum” at any point during a particular agenda does not forfeit the proxy’s right to rejoin the meeting or vote in subsequent agendas.
- In the event that the shareholder has not specially granted voting instruction for any agenda in the Proxy Form, or if the voting instructions are unclear, or if the meeting considers additional agenda apart from those stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

## 2. Vote counting

- Each agenda will be open for voting in the system for 1 minute.
- Voting can be changed until the closure of voting for that specific agenda.
- The agenda items for this shareholders’ meeting require a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

- Except for Agenda Item 6 relating to “**Consideration of the 2024 annual remuneration of the directors**”, it requires a majority vote of “**not less than two-thirds**” of the shareholders attending the meeting, including abstentions from the calculation base.

### 3. Notification of the vote counting results

- At the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of voting result will be done at the end of each agenda.
- The number of shareholders participating for each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.
- Since this shareholders’ meeting is conducted by means of the e-Voting system, there shall be no voided ballots.

### 4. Procedures for asking questions or expressing comments

- Before voting on each agenda, the shareholders or proxy can ask questions or express comments related to that specific agenda, as appropriate.
- Shareholders or proxies are requested to state their name and surname, as well as their status (either attending in person or proxy), before posing questions or sharing comments each time.
- The Company will respond specifically to questions related to the meeting agenda during the Q&A session. To expedite proceedings, staff will gather similar questions for the Chairman, or the designated person to answer collectively.

Subsequently, the Secretary of the Meeting then invited the Chairman to commence the proceedings. The Chairman then assigned the Secretary of the Meeting to proceed with the meeting by reporting as follows:

#### **Agenda Item 1: To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**

The Secretary of the Meeting informed the meeting that Thana Power Holding Company Limited (the “**TNH**”) had held the Extraordinary General Meeting of Shareholders No. 1/2024 (the “**EGM**”) on February 29<sup>th</sup>, 2024, according to Section 100 of the PLC Act as set out in **Enclosure 1**. TNH prepared the minutes of the EGM and submitted such minutes to the Stock Exchange of Thailand. It is deemed appropriate to propose to the shareholders’ meeting to consider and certify such minutes.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

**Resolution** The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	9,474,159,435	99.9999
Disagreed	100	0.0000
Abstained	2,949,803	-
Total	9,477,109,338	-
Total of meeting attendees	86 persons	

**Summary of Questions-Answers relating to Agenda Item 1**

No.	Type of Questions	Details	
1	Text message	<b>Question:</b>	Mr. Rattapol Dankulchai (the shareholder) inquired that: Was the Extraordinary General Meeting of Shareholders No. 1/2024 complied with applicable law?
		<b>Answer:</b>	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that the Extraordinary General Meeting of Shareholders No. 1/2024 held through electronic meeting (e-AGM) on February 29 <sup>th</sup> , 2024, was a meeting held by Thana Power Holding Company Limited, the Company's shareholder, in accordance with Section 100 of the PLC Act. The meeting can be done by law in the case that the Company's board of directors does not hold a shareholders' meeting as requested by shareholders within the period specified by law. As for the enforcement of the resolution of the said shareholder meeting, the Department of Business

No.	Type of Questions	Details	
			Development, Ministry of Commerce already accepted the registration of the change of directors and directors' authority of the Company according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024.
2	Text message	<b>Question:</b>	Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) inquired that: Where was the online meeting held today?
		<b>Answer:</b>	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that this Annual General Meeting of Shareholders was held through the electronic meeting (e-AGM) broadcasting from the transmission room at All Seasons Place Building, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok.

**Agenda Item 2: To consider and acknowledge the report on the results of the Company's business operation for the year 2023**

The Chairman assigned Mr. Nuttpasint Chet-Udomlap, an acting Chief Executive Officer to report this agenda to the meeting.

Mr. Nuttpasint Chet-Udomlap, an acting Chief Executive Officer, reported to the meeting that the Company has prepared the report on the results of the Company's business operation and the material change that occurred in 2023 as set out in the 2023 annual report, 56-1 form (One Report) and can be summarized the key information ended on December 31<sup>st</sup>, 2023 to the shareholders as follows:

According to the income statement for the period ending December 31, 2023, the Company had a total income according to the consolidated financial statements of THB 1,789 million, a decrease of THB 248 million or 12 percent from last year, mainly due to:

- (1) Sales income decreased by THB 472 million or 87 percent from last year. Most of the products sold in the year 2022 were the Antigen Rapid Test Kits sold by World Medical Alliance (Thailand) Co., Ltd. due to the current COVID-19 epidemic situation that has eased, causing the decrease in sales of such products.
- (2) Income from the sales of real estate increased by THB 35 million or an increase of 7 percent from last year due to the wholesale of real estate in the project in the amount of THB 187 million.



- (3) The Company has made a profit from measuring the value of investments in equity instruments from the valuation of ordinary shares of Wind Energy Holding Company Limited as of December 31<sup>st</sup>, 2023 resulting in a profit difference of THB 120 million. (Last year – THB 235 million).

For costs and expenses for the year 2023 consists of important reports as follows:

- (1) The cost of goods sold was THB 121 million, a decrease of THB 246 million or 67 percent from last year, which was in the same direction as the decrease of the sales income. The Company had a gross loss of THB 49 million, equivalent to 69 percent, because the Company was required to release the Antigen Rapid Test Kits products since the current COVID-19 epidemic situation has eased, which causes the decrease in the liquidity in product circulation. The said cost of sales includes the setting of an allowance for the decrease in product value.
- (2) The cost of real estate was THB 446 million, an increase of THB 86 million or 24 percent from last year, which was in the same direction as the increase of sales income. The Company had a gross profit margin of 18 percent, a decrease of 11 percent from last year.
- (3) The cost of rental and services was THB 208 million, an increase of THB 8 million or 4 percent from last year, while the income had slightly increased from last year.
- (4) The sales and administrative expenses were THB 763 million, an increase of THB 137 million or 22 percent compared to last year, primarily due to the operations of subsidiaries and employee expenses.
- (5) The financial costs were THB 748 million, an increase of THB 370 million or 87 percent or 31 percent compared to last year. The costs varied according to debt types, such as loans and debentures.

Therefore, the total operating results for the period ending December 31<sup>st</sup>, 2023, was a net loss of THB 748 million, an increase of THB 350 million or 88 percent compared to last year. This was mainly caused by the recognition of losses from joint ventures in the amount of THB 231 million, with the net losses from the Company's business alone amounting to THB 709 million, an increase of THB 292 million compared to the same period last year.

According to the financial position statement as of December 31, 2023, the Company has total assets of THB 15,708 million, an increase of THB 179 million from the total assets as of December 31, 2022.

- (1) Loans to related companies increased by THB 188 million, which were loans within the affiliated companies for business operations.
- (2) Other long-term receivables increased by THB 177 million, mainly from the sale of unpaid projects of THB 98 million and accrued interest receivables of affiliated companies.

At the same time, the Company had total liabilities of THB 5,786 million, a decrease of THB 327 million from total liabilities as of December 31, 2022, which was mainly a decrease from short-term loans

from related companies, a decrease of THB 354 million, institutional loans decreased by THB 334 million, shareholders' equity increased by THB 506 million or an increase of 5 percent. The Company had a debt-to-equity ratio of 0.58, decreasing from the debt-to-equity ratio as of December 31, 2022, which was equal to THB 0.65. million.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting informed the meeting that this agenda was an agenda for acknowledgement and no vote casting required.

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**Summary of Questions-Answers relating to Agenda Item 2**

No.	Type of Questions	Details	
1	Text message	<b>Question:</b>	Mr. Parinya Somprasong (the shareholder) inquired that: Will the Company's performance in 2024 be better or worse?
		<b>Answer:</b>	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer, to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that in the first quarter of 2024, the Company had an operating loss that increased by approximately THB 12 million, with a net loss of THB 127 million, which was mainly caused by the increase of the sales and administrative expenses under the management of the Company by previous board of directors and the executives. The Company is currently in the process of reducing unnecessary expenses and increasing management efficiency, including reducing related transactions to achieve maximum efficiency for the Company and group companies.
2	Text message	<b>Question:</b>	Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) inquired that: How does the new board of directors and executives set new directions for the Company's business operations to enable a turnaround and achieve profitability?
		<b>Answer:</b>	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.





No.	Type of Questions	Details	
		Answer:	<p>The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question.</p> <p>Ms. Voraluck Worachuttharn then informed the meeting that the presenting the financial statements for the year 2023 for consideration today is in accordance with Section 112 of the PLC Act, and the delay in convening the shareholders' meeting later than specified in Section 98 of the PLC Act does not affect the validity of the financial statements in any way.</p>

**Agenda Item 4 To consider and approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023**

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that the Company's dividend payment policy specifies that the dividend payment rate shall be not less than 40 percent of net profit after corporate income tax deduction and a statutory reserve fund. However, the dividend payment is subject to changes depending on the company's operational plans, investments, liquidity, and various future necessities, empowering the Board of Directors to consider appropriateness for the maximum benefit of the shareholders.

In addition, Section 116 of the PLC Act prescribes that the Company shall allocate a portion of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit deducted by the amount of accumulated loss (if any) until the reserve fund reaches at least 10 percent of the registered capital, and Section 115 of the PLC Act prescribes that the dividend shall not be paid other than out of profits. In the case where the Company has the accumulated loss, no dividends shall be paid.

According to the results of the Company's performance for the year ended December 31<sup>st</sup>, 2023, as detailed in the 2023 financial statements audited by the certified public accountant and reviewed by the Audit Committee, the Company has the accumulated loss in the amount of THB 708.88 million or 42.58 percent of the total income. Therefore, the Company is required to suspend the allocation of the profits to the statutory reserve fund and suspend the dividend payment for the results of the Company's business operation for the year 2023.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the result of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023, with details as proposed.

In addition, shareholders were invited to ask questions via text message or VDO Conference, but no shareholder asked any questions.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

**Resolution** The meeting resolved to approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company’s business operation for the fiscal year ended December 31<sup>st</sup>, 2023, as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders’ Voting	Number (Vote)	Percentage
Agreed	9,418,609,340	99.9999
Disagreed	100	0.0000
Abstained	58,499,898	-
Total	9,477,109,338	-
Total of meeting attendees	86 Persons	

**Agenda Item 5: To consider and approve the re-election of directors who are due to retire by rotation**

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that Section 71 of the PLC Act and clause 18 of the Company’s Articles of Association prescribe that at least one-third (1/3) of the total number of directors must retire by rotation at every annual general meeting of shareholders, and the directors who have held office the longest shall retire. The retired directors may be re-elected.

In 2024, the following 6 directors are due to retire by rotation:

1. Mr. Visanu Thepcharoen                      Director
2. Mrs. Siriya Thepcharoen                      Director
3. Mr. Somkid Sari                                  Vice Chairman of the Board of Directors, Independent Director
4. Mr. Manop Thanomkitti                      Vice Chairman of the Board of Directors, Independent Director
5. Mr. Pairoj Sirirat                                Director
6. Mrs. Sirinongnard Priewpanich              Independent Director

The Company provided an opportunity for the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders in advance during the period from January to March 2024. The criteria for nominating have been published on the Company's website.

Nonetheless, no shareholders nominated any candidates for election as directors at the end of such period.

In this regard, the Board of Directors, with the approval of the Nomination and Remuneration Committee, is of the opinion that even though the EGM passed the resolution to appoint an additional 3 directors, resulting in the Company having 16 directors on the board. However, the Board of Directors viewed that 12 members of the Board of Directors are diverse in terms of knowledge, expertise, and experience in various industries that align with the Company's current and future business plans. Such members of the Board of Directors can provide useful suggestions to improve the Company's operations to be transparent according to general listed company standards. Therefore, it is deemed appropriate to propose to the shareholders' meeting to re-elect only the 2 directors who are due to retire by rotation, namely (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat, for another term of office. The Board of Directors of the Company will comprise a total of 12 directors after the Annual General Meeting of Shareholders accordingly. Details are set out in **Enclosure 4** of the Invitation Letter.

In this regard, the Nomination and Remuneration Committee has considered the profiles and qualifications of the 2 directors nominated for re-election for another term of office and opines that the directors are qualified to be directors of the public companies as required by applicable laws and possess experience, knowledge and expertise appropriate to the Company's business. Moreover, Mr. Manop Thanomkitti is qualified to be an independent director as required by applicable laws.

In addition, the Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

In this regard, the shareholders who wish to vote "Agree", "Disagree" or "Abstain", please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

**Resolution** The meeting resolved to approve the re-election of the 2 directors who are due to retire by rotation for another term of office, namely (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	8,305,982,012	84.4605
Disagreed	1,528,177,528	15.5394
Abstained	2,949,798	-

Shareholders' Voting	Number (Vote)	Percentage
Total	9,837,109,338	-
Total of meeting attendees	87 Persons	

**Summary of Questions-Answers relating to Agenda Item 5**

No.	Type of Questions	Details	
1	Text message	<b>Question:</b>	Mr. Sombat Kulsathitporn (a proxy from the Thai Investor Association) inquired that: For voting on this agenda, can I vote to each person individually?
		<b>Answer:</b>	The Chairman assigned Ms. Voraluck Worachuttharn, a legal advisor to answer this question. Ms. Voraluck Worachuttharn then informed the meeting that the PLC Act allows directors who have retired from their office at the end of their term to return to their positions. This can be done either as a whole group or individually. To shorten the time of this meeting, therefore, it is proposed to vote to re-elect the two directors to serve as directors of the Company at the same time. Nevertheless, the Company is pleased to accept the shareholders' suggestions and will improve them by including individual voting at the next annual general meeting of shareholders.
2	Text message	<b>Question:</b>	Mr. Sangwon Klamchalam (the shareholder) inquired that: In the Extraordinary General Meeting of Shareholders No. 1/2024, it was proposed to increase the number of directors from 13 to 16 persons. Why were only 2 directors re-elected, resulting in a decrease in the Company's directors to 12 persons?
		<b>Answer:</b>	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that this is because the Board of Directors has further considered the appropriate number of directors for the management of the Company to ensure maximum effectiveness. It is concluded that the 12 directors have experience in a variety of industries that are aligned with



No.	Type of Questions	Details	
			<p>the current Company's business plan and in the future, including being able to provide useful suggestions for improving the Company's business to be transparent. Therefore, it is proposed to appoint only 2 directors to return to their positions. As a result, the Company's Board of Directors was reduced to 12 persons.</p>

**Agenda Item 6: To consider and approve the 2024 annual remuneration of the Company's directors**

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that the Board of Directors (with the consideration of the Nomination and Remuneration Committee) had considered the 2024 annual remuneration of the Company's directors by taking into account the Company's operating results, the size of the business, as well as duties and responsibilities of the Board of Directors in comparison with other listed companies within the same industry as well as the current economic situation.

It is deemed appropriate to propose to the shareholders' meeting to approve the 2024 annual remuneration of the Company's directors in the amount of not exceeding THB 10 million consisting of (1) monthly remuneration and meeting allowance; (2) special remuneration as bonus payment at the rate of 0.75 percent of the Company's net profit; provided that, it shall not exceed THB 500,000/person/year; (3) fees for health check-up and medical treatment of not exceeding THB 300,000/person/year; and (4) accident insurance and health insurance of not exceeding THB 100,000/person/year.

Details of the rates of the 2024 annual remuneration of the Company's directors (compared to the data of the previous 5 years) are as follows:

No.	Remuneration of Directors	2019	2020	2021	2022	2023	2024	Remark
1	Monthly Remuneration							
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	Per month
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per person
2	Meeting allowance							
	2.1 Chairman of the Board of Directors	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per attendance
	2.2 Members of the Board of Directors	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	Per person
	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 Members of the 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 Members of the Nomination and Remuneration Committee	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	
	2.7 Chairman of the Sustainability and Risk Management Committee	-	-	-	-	12,500.00	12,500.00	
	2.8 Members of the Sustainability and Risk Management Committee	-	-	-	-	10,000.00	10,000.00	
	2.9 Chairman of the Executive Committee	-	-	-	-	-	25,000.00	
2.10 Members of the Executive Committee	-	-	-	-	-	20,000.00		
3	Health Check-Up and Medical Treatment	200,000.00	200,000.00	200,000.00	200,000.00	300,000.00	300,000.00	Per person Per year (Use of this benefit is limited)

No.	Remuneration of Directors	2019	2020	2021	2022	2023	2024	Remark
								to Panacee Hospital only)
4	Bonus payment	0.25 percent of the increased total assets; provided that the Company shall have profits, but not exceeding the maximum amount of THB 500,000 per person per year			0.75 percent of the net profit; provided that the Company has profits, but not exceeding the maximum amount of THB 500,000 per person per year			In 5 years
5	Accident Insurance and Health Insurance Premium	None				Not exceeding THB 100,000.00	Not exceeding THB 100,000.00	Per person Per year
6	Special conflict of interests or other benefits	None of the directors has special conflict of interests or other benefits comparing with other directors.						-
Maximum amount as approved by the shareholders' meeting		5.50	5.50	5.50	7.50	7.50	10.00	THB million per year
Number of directors as of the date on which the shareholders' meeting resolves to approve		7	7	7	9	9	12	Person
Actual amount		4.28	5.07	4.09	4.58	7.26	NA	THB one million per year
Percentage (actual amount / maximum amount)		77.82	92.18	74.36	61.07	96.80	NA	

In addition, it is deemed appropriate to delegate the authority to the Board of Directors to be authorized to determine conditions, details, and rates of the remuneration of directors and the members of the sub-committees as deemed appropriate in the amount of up to THB 10 million as approved by the shareholders' meeting.

The Secretary of the Meeting invited shareholders to ask questions via text message or VDO Conference. The shareholders raised queries, and the Company gathered similar questions to the Chairman and the person designated by the Chairman to address. These questions were summarized at the conclusion of the resolution of this agenda.

Then, the Secretary of the Meeting requested the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of “**not less than two-thirds**” of the shareholders attending the meeting, including abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee "abstains from voting".

**Resolution** The meeting resolved to approve the 2024 annual remuneration of the Company's directors as details proposed in all aspects, with a majority vote of not less than two-thirds of the shareholders attending the meeting, including abstentions from the calculation base. Details are as follows:

Shareholders' Voting	Number (Vote)	Percentage
Agreed	9,834,159,440	99.9700
Disagreed	1,000,298	0.0101
Abstained	1,950,600	0.0198
Total	9,837,110,338	100.0000
Total of meeting attendees	88 Persons	

#### Summary of Questions-Answers relating to Agenda Item 6

No.	Type of Questions	Details	
1	Text message	<b>Question:</b>	Ms. Busaba Sriwang (the shareholder) inquired that: Why the amount of remuneration of directors for this year is higher than the amount of directors' remuneration for the year 2023?
		<b>Answer:</b>	The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question. Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that the proposed amount of remuneration of directors for this year is increased to THB 10 million by

No.	Type of Questions	Details	
			considering the past statistics, the increased number of directors (on a pro-rate basis) in this year and the increased number of meetings due to the adjustment of the Company's business plan.

**Agenda Item 7: To consider and approve the appointment of auditors and determination of the audit fee for the year 2024**

The Chairman assigned the Secretary of the Meeting to present this agenda to the meeting.

The Secretary of the Meeting then informed the meeting that Section 120 of the PLC Act requires the annual general meeting of shareholders to appoint auditors and determine audit fee every year, and Section 56 of the Company's Articles of Association requires the annual general meeting of shareholders to appoint auditors. The former auditors may be re-appointed for another term.

In this regard, the Board of Directors, with the consideration of the Audit Committee, has considered and reviewed that the following auditors from A.M.T. & Associates (the "A.M.T.") are independent and possess the expertise and experience appropriate to perform their duties. They also possess the qualifications as approved by the Securities and Exchange Commission. None of the auditors has any relationship with, and/or any interest in the Company, subsidiaries, executives, major shareholders, or any related persons thereof which might affect the independence in their performance. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting to approve the appointment of auditors from A.M.T. as the auditors of the Company for the year 2024 and determination of the audit fee for the year 2024 as per the following detail:

- (1) Appoint the auditors from A.M.T. as the auditors of the Company for the year 2024. One of the following auditors shall audit and opine the Company's financial statements.
  1. Mr. Chaicut Angsuwittaya Certified Public Accountant No. 3885
  2. Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563
  3. Ms. Daranee Somkamnerd Certified Public Accountant No. 5007
  4. Ms. Jarunee Nuammae Certified Public Accountant No. 5596
  5. Mr. Siramate Akkharachotkullanun Certified Public Accountant No. 11821

In the case where any of the above auditors is unable to perform their duty, A.M.T. shall appoint another auditor within the firm to act as the auditor of the Company.

- 2) Determine the audit fee for the year 2024 in the amount of not exceeding THB 3,050,000, excluding the non-audit fee, which will be disbursed in the actual amount. In addition, it is deemed appropriate to propose to the shareholders' meeting to acknowledge the audit fee for the year 2024 for all of the Company's subsidiaries, totaling 17 subsidiaries. A.M.T will

audit those 17 subsidiaries with the audit fee in the amount of not exceeding THB 6,938,000, excluding non-audit fee which will disburse in the actual amount.

In addition, shareholders were invited to ask questions via text message or VDO Conference, but no shareholder asked any questions.

Then, the Secretary of the Meeting asked the meeting to cast their votes and informed the meeting that this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, the shareholders who wish to vote “Agree”, “Disagree” or “Abstain”, please vote by pressing the voting button in the electronic system. For any attendees who do not vote within the specified time, it will be considered that the meeting attendee “abstains from voting”.

**Resolution** The meeting resolved to approve the appointment of auditors from A.M.T as the auditors of the Company for the year 2024 and the determination of the audit fee for the year 2024 in the amount of not exceeding THB 3,050,000 as details proposed in all aspects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. Details are as follows:

Shareholders’ Voting	Number (Vote)	Percentage
Agreed	9,633,346,537	99.9999
Disagreed	100	0.0000
Abstained	203,763,701	-
Total	9,837,110,338	-
Total of meeting attendees	87 Persons	

#### Agenda Item 8: To consider other business

The Chairman asked the Secretary of the Meeting to present the details of this agenda to the shareholders’ meeting.

The Secretary of the Meeting then informed the meeting that the meeting had completely considered the agenda items as specified in the Invitation Letter, and there was no shareholder proposed any other matters other than those specified in the Invitation Letter. However, there were shareholders or proxies inquired additional questions to the meeting as follows:

No.	Type of Questions	Details	
1	Text message	<b>Question:</b>	Mr. Boonyong Malisorn (the shareholder) inquired that: Previously, since the directors were added because of the transparency issue, how has the new committee made progress in the inspection?

No.	Type of Questions	Details	
		<b>Answer:</b>	<p>The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.</p> <p>Mr. Nuttpasint Chet-Udomlap then explained to the meeting that, at present, the board of directors has appointed a working group to investigate corruption or misconduct within the Company and group of companies, having Pol. Lt. Gen. Ekaphop Prasitwattanachai holds the position of chairman. The working group resolved to sue and prosecute the directors and executives who caused damage to the Company in some cases.</p>
2	Text message	<b>Question:</b>	<p>Mr. Nattachai Kosanprapai (the shareholder) inquired that: How is the progress of the Nusa Rama 5 Project that the Company has resolved to buy back? What is the progress?</p>
		<b>Answer:</b>	<p>The Chairman assigned Mr. Nuttpasint Chet-Udomlap, Interim Chief Executive Officer to answer this question.</p> <p>Mr. Nuttpasint Chet-Udomlap, then explained to the meeting that the current management team is in the process of gathering information and reviewing related documents for clarity in accordance with the intention of the board of directors accordingly.</p>
3	Text message	<b>Question:</b>	<p>Mr. Sombat Kulsathitporn (the proxy from the Thai Investor Association) asked that:</p> <p>According to the Thai Investors Association’s policy, there is a policy to encourage listed companies on the Stock Exchange of Thailand to convene the shareholders’ meetings in the form of onsite and online simultaneously (Hybrid) in order to meet and communicate between shareholders, executives, and the board of directors, which is in line with the Securities and Exchange Commission’s circular letter, therefore, I would like to present to the Company to consider convening a hybrid meeting according to the said policy.</p>
		<b>Answer:</b>	<p>The Chairman informed the meeting that the Company would accept considering your suggestions for the next shareholders’ meeting.</p>

Since there were no shareholders asking additional questions or expressing their comments, the Chairman then thanked all shareholders for their time to attend this meeting, including their comments and suggestions and declared the meeting adjourned at 11.08 a.m.

Signed                      *-Signature-*                      *Chairman of the Meeting*  
(Mr. Noppol Milinthanggoon)



## -Translation-

**Key features of Warrants to Purchase the Ordinary Shares of  
 Nusasiri Public Company Limited No.6 (NUSA-W6)**

<b>Securities Issuer</b>	Nusasiri Public Company Limited (the “Company”)
<b>Category of issued securities</b>	Warrants to Purchase the Newly Issued Ordinary Shares of Nusasiri Public Company Limited No.6 (NUSA-W6) (the “Warrants” or the “NUSA-W6 Warrants”)
<b>Type of securities</b>	Specified warrant holders and transferable
<b>Terms of warrant</b>	2 years and 6 months from the issuance date of the Warrants. The Company shall not extend the term of the NUSA-W6 Warrants after the issuance.
<b>Numbers of warrants issued</b>	Not exceeding 2,613,244,469 units
<b>Numbers of ordinary shares reserved to support the exercise of the warrants</b>	<p>Not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share or equal to 41.023% of the Company's total registered and paid-up shares.</p> <p><b>Remark:</b> The aforementioned supporting share proportion includes (1) the number of newly issued ordinary shares allocated (a) to support the NUSA-W6 Warrants (b) to support the rights adjustment of the NUSA-W5 Warrants, and (2) the remaining number of shares reserved for the NUSA-W5 Warrants.</p> <p><b>* Calculation method for the ratio of reserved shares:</b></p> $= \frac{\text{(Number of shares reserved for NUSA-W6 Warrants)} + \text{(Number of shares reserved for NUSA-W5 Warrants)} + \text{(Number of remaining shares reserved for NUSA-W5 Warrants)}}{\text{(Number of registered and paid-up shares)}}$ $= \frac{2,613,244,469 + 136,044,764 + 2,610,847,902}{13,066,222,343} * 100$ $= 5,360,137,135 / 13,066,222,343 * 100$ $= 41.023\%$
<b>Price per unit</b>	THB 0.00 (at no cost)
<b>Allocation methods</b>	<p>According to the Company's plan to issue and offer for sale of the Company’s newly issued ordinary shares not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share, to offer to existing shareholders in proportion to their shareholdings, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)) (“<b>Eligible Existing Shareholders</b>”). The allocation ratio is 5 existing ordinary shares to 1 newly issued ordinary share, with any fractional shares to be disregarded. The offering price is THB 0.20 per share, totaling not more than THB 522,648,894 (“<b>Offering of the Newly Issued PPO Share Transaction</b>”).</p> <p>The Company will allocate to the Eligible Existing Shareholders who subscribe and are allocated such newly issued ordinary shares (“<b>PPO Shareholders</b>”) in the form of an offering of warrants to existing shareholders in proportion to their shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws as a</p>

	<p>PPO Warrant Sweetener at no cost ("<b>PPO Warrant Sweetener</b>"), in the ratio of one newly issued ordinary share subscribed to one unit of NUSA-W6 Warrants, as the consideration to shareholders who have subscribed and paid for the Company's PPO shares. However, the granting of such rights is still uncertain as it must be approved by the Company's Extraordinary General Meeting of Shareholders, which the Company will convene the Extraordinary General Meeting of Shareholders No. 2/2024 to consider approving this matter on December 17, 2024.</p>
<b>Exercise ratio</b>	<p>1 unit of the Warrant for 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment.</p>
<b>Exercise price</b>	<p>THB 0.50 per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment.</p>
<b>Exercise period</b>	<p>The Warrant holders may exercise the Warrants every last business day of every quarter (as the case may be) (i.e., the last business day of March, June, September, and December) of each calendar year ("<b>Exercise Date</b>"). The first exercise date will be March 31, 2025.</p> <p>The Warrants that are unexercised on any Exercise Date can be accumulated and exercised on subsequent Exercise Dates throughout the term of the Warrants. However, if the Warrants reach their expiration date, any unexercised warrants will be canceled and void.</p> <p>The last Exercise Date will coincide with the date when the NUSA-W6 Warrants reach their maturity of 2 years and 6 months from the issuance date of the NUSA-W6 Warrants. In the event that such last Exercise Date falls on a non-business day of the Stock Exchange of Thailand ("<b>SET</b>"), the last Exercise Date will be moved to the preceding business day.</p>
<b>Period for the notification of the intention to exercise warrants</b>	<p>The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of their intention to exercise the Warrants during 9.00 a.m. until 3.30 p.m. within a period of 5 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the Warrants shall be delivered within a period of 15 business days prior to the last Exercise Date.</p>
<b>Events that require the issuance of new shares to accommodate the rights adjustment</b>	<p>When the Company adjusts the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants in lieu of adjusting the exercise ratio) pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions on the Rights and Obligations of the Issuer and Holders of Warrants to Purchase the Newly Issued Ordinary Shares of Nusasiri Public Company Limited (NUSA-W6) ("<b>Terms and Conditions</b>") which resemble the events stipulated in Clause 11 (4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants dated December 15, 2008 (as amended).</p>
<b>Date of the warrant insurance</b>	<p>Date will be designated by Executive Committee or the Acting Chief Executive Officer</p>

<b>Secondary market of the warrants</b>	The Company will file an application to list all the Warrants on the SET.
<b>Secondary market of the shares issued upon the exercise of the warrants</b>	The Company will list the newly issued ordinary shares issued arising from the exercise of the Warrants on the SET.
<b>Irrevocability of the notification of intention to exercise the warrants</b>	Once the Warrant holders have submitted a notification of their intention to exercise their rights to purchase the Company's newly issued ordinary shares under the Warrants. Such notification shall be irrevocable and the Warrant holders will no longer be able to cancel their intention to exercise those rights.
<b>Warrant registrar</b>	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the Warrants.
<b>Rights adjustment of the warrants</b>	<p>The Company will adjust the exercise price and/or the exercise ratio (or adjust the number of units of the Warrants in lieu of adjusting the exercise ratio) upon the occurrence of any of the following events, with the objective of preserving the benefits to the holders of the Warrants so that they are not adversely affected:</p> <ol style="list-style-type: none"> <li>(1) In the event of any change in the par value of the Company's ordinary shares as a result of a consolidation or a split of shares.</li> <li>(2) In the event that the Company offers ordinary shares to its existing shareholders and/or public and/or specific investors at a net price per newly issued ordinary share below 90% of the market price per ordinary share of the Company.</li> <li>(3) In the event that the Company offers new securities to its existing shareholders and/or the public and/or specific investors, and such securities confer the rights of conversion into or exchange for ordinary shares, or the rights to subscribe for ordinary shares (such as convertible bonds or warrants to purchase ordinary shares), at a net price per newly issued ordinary share below 90% of the market price per ordinary share of the Company.</li> <li>(4) In the event that the Company distributes dividends, whether in whole or in part, in the form of the Company's ordinary shares to its shareholders.</li> <li>(5) In the event that the Company distributes dividends (excluding interim dividends) exceeding 80% of the Company's net profit after deduction of corporate income tax for any accounting period during the lifespan of the warrant, the percentage of dividends paid to shareholders shall be calculated by taking the actual dividends paid from the operations in each accounting period of each year and dividing it by the net profit after deducting income tax from the operations of the corresponding accounting period of the same year. Changes in the exercise price and the exercise</li> </ol>

	<p>ratio will take effect immediately from the first day (the date used for calculation) that the purchaser of ordinary shares will no longer have the right to receive dividends (the first day the SET announces the XD).</p> <p>In the event of any circumstances not mentioned in (1)–(5) that result in the Warrant holders losing rights and interests they should have had pursuant to the Warrants in any way, the Company shall be entitled to consider adjusting the exercise price and/or the exercise ratio (or adjust the number of units of Warrants in lieu of adjusting the exercise ratio) in a fair manner. In this regard, the Board of Directors or any person authorized by the Board of Directors shall be empowered to amend conditions and other relevant details to adjust or amend the exercise price and/or the exercise ratio (or adjust the number of units of Warrants in lieu of adjusting the exercise ratio).</p>
<p><b>Other conditions</b></p>	<p>The Executive Committee or the Acting Chief Executive Officer shall be authorized to determine and/or amend additional details related to the issuance and allocation of NUSA-W6 Warrants, such as the issuance date, allocation methods, exercise period, and last exercise date, etc., and shall have the authority to sign and amend any related documents. This includes undertaking any related or necessary actions as appropriate to successfully complete the issuance and allocation of NUSA-W6 Warrants, including but not limited to submitting applications, providing information, and submitting documents and evidence to the SET, the Securities and Exchange Commission, Thailand Securities Depository Company Limited, the Department of Business Development, Ministry of Commerce, or other relevant agencies, as well as registering the NUSA-W6 Warrants and the additional ordinary shares arising from the exercise of rights under the NUSA-W6 Warrants as listed securities on the SET.</p>
<p><b>Dilution effects</b></p>	<p><b>(1) Control Dilution</b></p> <p>After the issuance, offering, and allocation of newly issued ordinary shares offered in proportion to shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)) ("<b>Eligible Existing Shareholders</b>") under the Offering of the Newly Issued PPO Share Transaction,</p> <p>(a) if all Eligible Existing Shareholders fully exercise their rights to subscribe for the newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants, there will be no impact on the Company's shareholders' voting rights (Control Dilution);</p> <p>(b) if all Eligible Existing Shareholders fully exercise their rights to subscribe for newly issued ordinary shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, but all holders of exercise their rights to subscribe for newly issued ordinary shares in full and/or oversubscribe until all newly issued ordinary shares are fully subscribed, the Company's shareholders will experience a</p>

dilution in their voting rights (Control Dilution). The existing shareholders' voting rights will decrease by approximately 25.48%.

Both of these cases can be calculated and considered in the following scenarios:

**Scenario 1** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, and all warrant holders under NUSA-W6 Warrants are existing shareholders and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants.

**Scenario 2** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, but all warrant holders exercising their rights under NUSA-W5 Warrants and NUSA-W6 Warrants are not existing shareholders and have fully exercised their rights under the aforementioned warrants.

Scenario	Calculation	Control Dilution
1	$1 - \frac{(Qa + Or + Qw6)}{(Qa + Or + Qw6)}$	0
2	$1 - \frac{(Qa + Or)}{(Qa + Or + Qw5 + Qw6)}$	0.2548

**Where:**

- Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares
- Qr = Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)
- Qw5 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W5 Warrants, totaling 136,044,764 shares (assuming full subscription of NUSA-W5 Warrants)
- Qw6 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W6 Warrants, totaling 2,613,244,469 shares (assuming full subscription of NUSA-W6 Warrants)

**(2) Price Dilution**

Price Dilution =  $(Pa - Pn) / Pa$

	<p><b>Where:</b></p> <p>Pa = Weighted average trading price of the Company's ordinary shares on the SET for the past 7 consecutive business days prior to the date of the Board of Directors' meeting on November 13, 2024 from November 4 to November 12, 2024), which is THB 0.261 per share.)</p> <p>Pr = The offering price for the PPO offering at the price of THB 0.20 per share</p> <p>Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares</p> <p>Qr = Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)</p> <p>Pn = Weighted average trading price of all shares including newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction</p> <p>= <math>[(Pa \times Qa) + (Pr \times Qr)] / (Qa + Qr)</math></p> <p>= <math>(0.261 \times 13,066,222,343) + (0.20 \times 2,613,244,469) / (13,066,222,343 + 2,613,244,469)</math></p> <p>= 0.251 THB per share</p> <p>Price Dilution = 3.831%</p> <p>After the issuance and offering of newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction, the Company's share price will decrease by a maximum rate of approximately 3.831%. Please note that the NUSA-W6 Warrants are not included in this calculation as they do not cause a dilution in the market price of the shares.</p> <p><b>(3) Earnings per Share Dilution (EPS Dilution)</b></p> <p>The Company is unable to calculate the EPS Dilution because it incurred an operating loss in 2023.</p>
<p><b>Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares</b></p>	<p>The Company intends to raise funds to be used as working capital for operations and to repay the Company's debts that will soon be matured. Additionally, as the Company wishes to reward its PPO Shareholders who have been allocated PPO shares, the Company is issuing the Warrants this time to its shareholders. Shareholders who receive the Warrants can exercise their rights to purchase the Company's newly issued ordinary shares when the exercise period arrives or receive returns from selling the warrants on the SET.</p> <p>In this issuance, if the rights to purchase ordinary shares under the Warrants are fully exercised, this will strengthen the Company's financial position, providing increased financial liquidity for business expansion and additional working capital for operations, which will positively impact the Company's future business operations.</p>

<b>Expected benefits to shareholders from the capital increase</b>	In the case that Warrant holders exercise their rights to convert the warrants into the Company's newly issued ordinary shares and are registered as shareholders of the Company, the shareholders will have the right to receive dividends. The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of net profits after corporate income tax and legal reserves. However, such dividend payments may change depending on operational plans, investments, liquidity, and future necessities of the Company, with the Board of Directors authorized to consider the appropriateness for the maximum benefit of shareholders, as deemed appropriate by the Board of Directors and/or the shareholders of the Company.
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-Translation-  
**Report Form for Capital Increase**  
**Nusasiri Public Company Limited**  
**Dated November 13, 2024**

We, Nusasiri Public Company Limited (“**Company**”), hereby report the resolution of the Board of Directors’ meeting No. 9/2024, held on November 13, 2024, at 17.00 hrs. relating to the capital increase and allotment of capital increase shares and the resolution of the Company’s Board of Directors Meeting No. 10/2024 held on November 19, 2024 at 16.00 hrs. relating to the change of record date for determining the shareholders entitled to subscribe newly issued ordinary shares in proportion to their shareholdings and the subscription period for the newly issued ordinary shares. Details are as follows:

**1. Capital Decrease and Increase**

**1.1 Capital Decrease:**

The Board of Directors’ meeting No. 9/2024 passed a resolution to propose to the shareholders’ meeting to consider and approve the Company’s registered capital decrease of THB 894,292,087.00 from the former registered capital of THB 16,571,362,332.00 to THB 15,677,070,245.00, by cancelling the remaining unsold shares totaling 894,292,087 shares with a par value of THB 1.00 each.

**1.2 Capital Increase:**

The Board of Directors’ meeting No. 9/2024 passed a resolution to propose to the shareholders’ meeting to consider and approve the Company’s registered capital increase of THB 5,362,533,702.00 from the former registered capital of THB 15,677,070,245.00 to THB 21,039,603,947.00, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of THB 1.00 each. Details of each type of capital increase as follows:

Type of Capital Increase	Type of Securities	Number of Shares	Par Value (THB/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	Not exceeding 5,362,533,702	1.00	5,362,533,702
<input type="checkbox"/> General Mandate	-	-	-	-

**2. Allotment of Capital Increase Shares (Specifying the Purpose of Utilizing the Capital):**

**2.1 Detail of Allotment**

Allotted to	Number of shares (Shares)	Ratio (Existing : new)	Selling Price (THB/share)	Subscription and Payment Period	Remark
Existing shareholders in proportion to their shareholdings, excluding shareholders that would	Not exceeding 2,613,244,469	Allocation Ratio: 5 existing ordinary shares	0.20	January 17-23, 2025	Please refer to remark 1.1



Allotted to	Number of shares (Shares)	Ratio (Existing : new)	Selling Price (THB/share)	Subscription and Payment Period	Remark
<p>cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)). The Company already considered not to allocate to the shareholders in the United States, the People's Republic of Bangladesh, the People's Republic of China, the Republic of India, the United Kingdom, the Hong Kong Special Administrative Region, Germany, Malaysia, the Republic of Singapore, the State of Israel, the Islamic Republic of Pakistan, the Kingdom of Denmark, the Swiss Confederation, the Republic of France and any other countries that the Company may deem appropriate. In case there are additional countries, the Company shall further notify via the system of the Stock Exchange of Thailand.</p>		to 1 newly issued ordinary share			
<p>To support the exercise of warrants to purchase the Company's ordinary shares No. 6 (<b>NUSA-W6 Warrants</b>)</p>	Not exceeding 2,613,244,469	Allocation Ratio: 1 newly issued ordinary share subscribed to 1 unit of Warrants	Exercise Price 0.50	The exercise of the right to subscribe to the Company's newly issued ordinary shares in accordance	Please refer to remark 1.2

Allotted to	Number of shares (Shares)	Ratio (Existing : new)	Selling Price (THB/share)	Subscription and Payment Period	Remark
				to NUSA-W6 Warrants will be in accordance with the terms and conditions specified in the Terms and Conditions on the Rights and Obligations of the Issuer and Holders of NUSA-W6 Warrants (“ <b>Terms and Conditions</b> ”).	
To support the adjustment of rights according to the warrants to purchase the Company’s ordinary shares No. 5 ( <b>NUSA-W5 Warrants</b> )	Not exceeding 136,044,764	-	-	-	Please refer to remark 1.3

**Remark:**

1. The Company’s Board of Directors Meeting No. 9/2024 held on November 13, 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 on December 17, 2024, to consider and approve the allotment of the Company’s newly issued ordinary shares and the Company’s Board of Directors Meeting No. 10/2024 held on November 19, 2024, resolved to approve the change of record date for determining the shareholders entitled to subscribe newly issued ordinary shares in proportion to their shareholdings and the subscription period for the newly issued ordinary shares. Details are as follows:
  - 1.1 Allocate the Company’s newly issued ordinary shares not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share, to offer to existing shareholders in proportion to their shareholdings, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)) (“**Eligible Existing Shareholders**”). The allocation ratio is 5 existing ordinary shares to 1 newly issued ordinary share, with any fractional shares to be disregarded. The offering price is THB 0.20 per share, totaling not more than THB 522,648,894.00 (“**Offering of the Newly Issued PPO Share Transaction**”).

The Company will allocate the newly issued ordinary shares to the Eligible Existing Shareholders in proportion to their shareholdings only one round. In the case that there are remaining newly issued ordinary shares from the allocation to the Eligible Existing Shareholders in proportion to their shareholdings in the first round, the Company will propose to the next shareholders' meeting to consider and approve the decrease of registered capital by eliminating the remaining shares from the aforementioned allocation which have not yet been issued accordingly.

The Company has set the record date for determining the shareholders entitled to subscribe for the newly issued ordinary shares (Record Date) on December 25, 2024, and the subscription period for the newly issued ordinary shares offered to Eligible Existing Shareholders is scheduled between January 17-23, 2025 (a total of 5 business days).

- 1.2 Allocate the Company's newly issued ordinary shares, not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share, to support the exercise of warrants to purchase for the Company's ordinary shares No. 6 (NUSA-W6), which are issued and allocated to Eligible Existing Shareholders who subscribe and are allocated such newly issued ordinary shares ("**PPO Shareholders**"). This is considered an offering of warrants to existing shareholders in proportion to their shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws as a PPO Warrant Sweetener at no cost ("**PPO Warrant Sweetener**"), in the ratio of one newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant, as the consideration to shareholders who have subscribed and paid for the Company's PPO shares ("**NUSA-W6 Warrant Issuance and Allocation Transaction**").

In this case, the Company grants each one of NUSA-W6 Warrants the right to purchase one newly issued ordinary share. Each NUSA-W6 Warrant has a term of 2 years and 6 months from the issuance date, and each warrant unit entitles its holder to purchase one ordinary share (par value of THB 1.00 per share) at an exercise price of THB 0.50 per share.

- 1.3 Allocate the Company's newly issued ordinary shares, not exceeding 136,044,764 shares with a par value of THB 1.00 per share, to support the adjustment of rights according to NUSA-W5 Warrants.

Additionally, the Board of Directors approved proposing to the shareholders' meeting to consider authorizing the Executive Committee or the Acting Chief Executive Officer the power to consider and determine any necessary and relevant details regarding the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction, including but not limited to:

- (1) Determining or amending any necessary and relevant details of the Offering of the Newly Issued PPO Share Transaction, setting the offering date, subscription period, and payment for shares under the scope approved by the shareholders;
- (2) Allocating the NUSA-W6 Warrants and determining conditions and other necessary and appropriate details related to the NUSA-W6 Warrant Issuance and Allocation Transaction, such as the warrant issuance date, allocation details, allocation methods, exercise period, and expiration date under the scope approved by the shareholders;
- (3) Negotiating, approving, entering into and/or signing any necessary contracts and/or documents related to the NUSA-W6 Warrant Issuance and Allocation Transaction, including amending such contracts and documents, as well as considering the appointment of financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);
- (4) Signing application forms, requests for waivers, notices, and any documents related to the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction,

- including contacting and submitting applications or requests for waivers, and submitting any documents to officials or representatives of any relevant agencies, as well as listing the Company's newly issued ordinary shares and NUSA-W6 warrants on the Stock Exchange of Thailand ("SET"); and
- (5) Undertaking any necessary and relevant actions as appropriate to successfully complete the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction.

## **2.2 Event of having Fractional Shares**

- 2.2.1 In the event of having fractional shares resulting from the allocation of newly issued ordinary shares to Eligible Existing Shareholders, such fractional shares will be disregarded entirely.
- 2.2.2 In the event that there is an adjustment of the exercise ratio due to events under the conditions for rights adjustment specified in the Terms and Conditions, resulting in fractional shares to be received under the NUSA-W6 warrants, such fractional shares will be disregarded entirely.

## **3. Schedule for a Shareholders' Meeting to Approve the Capital Increase and Allotment of Capital Increase Shares**

The Company has scheduled the Extraordinary General Meeting of Shareholders No. 2/2024 on December 17, 2024, at 14.00 hrs. via electronic means (e-Meeting) in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including any amendments), the Emergency Decree on Electronic Meetings B.E. 2563 (2020), and other related regulations. The Record Date for determining the shareholders' rights to attend the Extraordinary General Meeting of Shareholders No. 2/2024 (Record Date) is set on December 4, 2024.

## **4. Seeking Approval of the Capital Increase and Share Allotment from Related Government Agencies, and Approval Conditions**

- 4.1 The Company will register the resolutions for the reduction and increase of registered capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days from the date the shareholders' meeting approves them. The Company will also register the change of paid-up capital with the Department of Business Development, Ministry of Commerce, within 14 days from the date of receiving full payment for the shares from the exercise of rights to purchase newly issued ordinary shares.
- 4.2 The Company will seek approval from the SET to list the Company's securities as follows:
- 4.2.1 Newly issued ordinary shares issued and offered under the Offering of the Newly Issued PPO Share Transaction.
- 4.2.2 NUSA-W6 Warrants issued to PPO Shareholders who have subscribed and paid for the Company's PPO shares as listed securities on the SET.
- 4.2.3 The Company's newly issued ordinary shares issued to support the exercise of rights under NUSA-W6 Warrants and to accommodate the exercise of rights under NUSA-W5 Warrants resulting from rights adjustment of NUSA-W5 Warrants.

## **5. Objectives of the Capital Increase and Plans for Utilizing the Increased Capital**

The Company intends to raise funds to be used as working capital for operations and to repay the Company's debts that will soon mature. Additionally, the Company wishes to reward its shareholders who have

subscribed to and paid for the Company's PPO shares. Therefore, the Company is issuing and allocating NUSA-W6 Warrants to its shareholders at no cost. Shareholders who receive the NUSA-W6 Warrants can exercise their rights to purchase the Company's newly issued ordinary shares when the exercise period is due or receive returns from selling the NUSA-W6 Warrants on the SET.

## **6. Benefits that the Company will Receive from the Capital Increase and Share Allotment**

When the Eligible Existing Shareholders exercise their rights to purchase the Company's ordinary shares under the Offering of the Newly Issued PPO Share Transaction, and when they exercise their rights to purchase the Company's ordinary shares as specified in the NUSA-W6 Warrants issued to PPO Shareholders under the NUSA-W6 Warrants Issuance and Allocation Transaction, this will strengthen the Company's financial position and providing increased liquidity for business expansion and additional working capital for operations, which will positively impact the Company's future business activities.

## **7. Benefits that the Shareholders will Receive from the Capital Increase and Share Allotment**

### **7.1 Dividend policy**

The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of net profits after corporate income tax and legal reserves. However, such dividend payments may change depending on operational plans, investments, liquidity, and future necessities of the Company, with the Board of Directors authorized to consider appropriateness for the maximum benefit of shareholders.

### **7.2 Right to Receive Dividends from the Company's Operations**

7.2.1 Shareholders who are allocated newly issued ordinary shares offered to Eligible Existing Shareholders this time will have the right to receive dividends from the Company's operations once they are registered as the Company's shareholders, with their names appearing in the Company's Book of shareholders' registration, and when the Company declares dividend payments, all in accordance with relevant laws and regulations.

7.2.2 Holders of NUSA-W6 Warrants will have the right to receive dividends from the Company's operations once they exercise their rights to convert NUSA-W6 Warrants into the Company's ordinary shares and are registered as the Company's shareholders, with their names appearing in the Company's Book of shareholders' registration, and when the Company declares dividend payments, all in accordance with relevant laws and regulations.

## **8. Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase and Share Allotment**

### **8.1 Control Dilution**

After the issuance and allocation of newly issued ordinary shares offered to Eligible Existing Shareholders under the Offering of the Newly Issued PPO Share Transaction.

- (a) if all Eligible Existing Shareholders fully exercise their rights to subscribe for the newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants, there will be no impact on the Company's shareholders' voting rights (Control Dilution);

- (b) if all Eligible Existing Shareholders fully exercise their rights to subscribe for newly issued ordinary shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, but all holders of exercise their rights to subscribe for newly issued ordinary shares in full and/or oversubscribe until all newly issued ordinary shares are fully subscribed, the Company's shareholders will experience a dilution in their voting rights (Control Dilution). The existing shareholders' voting rights will decrease by approximately 25.48%.

Both of these cases can be calculated and considered in the following scenarios:

**Scenario 1** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, and all warrant holders under NUSA-W6 Warrants are existing shareholders and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants.

**Scenario 2** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, but all warrant holders exercising their rights under NUSA-W5 Warrants and NUSA-W6 Warrants are not existing shareholders and have fully exercised their rights under the aforementioned warrants.

Scenario	Calculation	Control Dilution
1	$1 - \frac{(Qa + Qr + Qw6)}{(Qa + Qr + Qw6)}$	0.000
2	$1 - \frac{(Qa + Qr)}{(Qa + Qr + Qw5 + Qw6)}$	0.2548

**Where:**

- Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares
- Qr = Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)
- Qw5 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W5 Warrants, totaling 136,044,764 shares (assuming full subscription of NUSA-W5 Warrants)
- Qw6 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W6 Warrants, totaling 2,613,244,469 shares (assuming full subscription of NUSA-W6 Warrants)

## 8.2 Price Dilution

$$\text{Price Dilution} = (Pa - Pn) / Pa$$

**Where:**

- Pa = Weighted average trading price of the Company's ordinary shares on the SET for the past 7 consecutive business days prior to the date of the Board of Directors' meeting on November 13, 2024 (from November 4 to November 12, 2024), which is THB 0.261 per share.)
- Pr = The offering price for the PPO offering at the price of THB 0.20 per share
- Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares

$$\begin{aligned}
Q_r &= \text{Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)} \\
P_n &= \text{Weighted average trading price of all shares including newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction} \\
&= [(P_a \times Q_a) + (P_r \times Q_r)] / (Q_a + Q_r) \\
&= [0.261 \times 13,066,222,343 + (0.20 \times 2,613,244,269)] / (13,066,222,343 + 2,613,244,469) \\
&= 0.251 \text{ THB per share}
\end{aligned}$$

Price Dilution = 3.831%

After the issuance and offering of newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction, the Company's share price will decrease by a maximum rate of approximately 3.831%. Please note that the NUSA-W6 Warrants are not included in this calculation as they do not cause a dilution in the market price of the shares.

### 8.3 Earning Per Share Dilution (EPS Dilution)

The Company is unable to calculate the EPS Dilution because it incurred an operating loss in 2023.

### 8.4 Value Consideration for Shareholders Compared to the Impact on Earnings per Share or Voting Rights

When comparing the benefits that shareholders will receive from Offering of the Newly Issued PPO Share Transaction with the impact on earnings per share or voting rights, the Company believes that the offering will provide greater benefits to shareholders. This is because the Company will have increased liquidity from the capital increase, which will be used as working capital. This influx will strengthen the financial position, provide funding for operations, and enable the repayment of the Company's debts that will soon mature.

## 9. Opinions of the Board of Directors

### 1) Reasons and Necessity for the Capital Increase

The Board of Directors is of the opinion that to provide the Company with financial flexibility for operations, to repay debts that will soon mature, and to use as working capital in the future, issuing and allocating newly issued ordinary shares to Eligible Existing Shareholders is an effective fundraising method. This approach helps reduce the Company's financial burden compared to raising funds or obtaining financing through other methods such as issuing bonds or borrowing from financial institutions.

### 2) Feasibility of Utilizing the Increased Capital

The Company expects to issue and allocate the newly issued ordinary shares to Eligible Existing Shareholders and receive funds from the offering within [2] months from the date the shareholders' meeting approves the capital increase and the issuance of newly issued ordinary shares. The Company plans to use the funds received from the capital increase for the purposes stated in item 5 of the Capital Increase Report Form (F 53-4).

### 3) Reasonableness of the Capital Increase and Utilization Plan

The Board of Directors believes that the capital increase offering shares to Eligible Existing Shareholders in proportion to their shareholding is reasonable and appropriate because it increases the Company's working capital and reduces the financial burden from borrowing or raising funds by other means for use in the Company's operations, as well as improving the Company's financial position and liquidity.

4) Impact on Business Operations, Financial Status, and Operating Results

The Board of Directors believes that this capital increase will enhance the Company's cash flow and liquidity, providing funds that can be used for business expansion and/or investments, as well as increased working capital for future operations, which will positively affect both the financial position and operating results. Additionally, it helps reduce the financial burden from borrowing and will help create added value for the Company's securities in the long term.

**10. Affirmation of the Company's Directors**

In the event that the Company's directors do not perform their duties in compliance with the laws, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to preserve the interests of the Company regarding the capital increase, by acting or omitting to act in a way that fails to perform such duties and causes damage to the Company, the Company may claim compensation from such directors. If the Company does not make such a claim, shareholders holding not less than 5% of the total sold shares may notify the Company to make the claim. If the Company fails to act as notified, such shareholders may initiate legal proceedings to claim compensation from the directors on behalf of the Company according to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments). Additionally, if the directors' actions or omissions that fail to perform their duties in compliance with the laws, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to preserve the interests of the Company regarding the capital increase, result in the directors being responsible for returning such benefits to the Company, shareholders holding not less than 5% of the total voting rights may notify the Company to take such action. If the Company fails to act within one month from the date of notification, such shareholders may exercise the right to claim the benefits from the directors on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments).

**11. Time Schedule of Action in Case the Board of Directors Passes a Resolution with the Approval of the Capital Increase or Allotment of New Shares**

No.	Procedures of the capital increase	Date/Month/Year
1.	Board of Directors Meeting No. 9/2567	November 13, 2024
2.	Board of Directors Meeting No. 10/2567	November 19, 2024
3.	Record Date for determining the shareholders' rights to attend the Extraordinary General Meeting of Shareholders No. 2/2567 (Record Date)	December 4, 2024
4.	Date of the Extraordinary General Meeting of Shareholders No. 2/2567	December 17, 2024
5.	Date of registration of the resolutions for the increase of registered capital and amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date the shareholders' meeting resolves to increase the registered capital
6.	Record Date for determining the shareholders entitled to subscribe newly issued ordinary shares in proportion to their shareholdings	December 25, 2024



No.	Procedures of the capital increase	Date/Month/Year
7.	Subscription period for newly issued ordinary shares offered to existing shareholders.	January 17-23, 2025
8.	Date of registration of the change of paid-up capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of receiving full payment for the newly issued ordinary shares

We hereby certify that the information contained in this report form is correct and complete in all respects.

Please be informed accordingly.

Sincerely Yours  
Nusasiri Public Company Limited

*-signature-*

*-signature-*

\_\_\_\_\_  
(Mr. Nuttpasint Chet-udomlap)  
Director

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(Mr.Puwassitt Chet-udomlap)  
Director

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**Information Memorandum on the Issuance and Allocation of Newly Issued Ordinary Shares  
of Nusasiri Public Company Limited**

**1. Details of the Issuance and Allocation of Newly Issued Ordinary Shares**

The Board of Directors' meeting of Nusasiri Public Company Limited ("Company") No. 9/2024 held on November 13, 2024, has resolved to propose to the shareholders' meeting to approve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO)) ("**Eligible Existing Shareholders**") and the Board of Directors' meeting of the Company No. 10/2024 held on November 19, 2024, has resolved to approve the change of the record date for determining the shareholders entitled to subscribe newly issued ordinary shares in proportion to their shareholdings and the subscription period for the newly issued ordinary shares. Details are as follows:

- (1) The Company's registered capital decrease of THB 894,292,087.00 from the former registered capital of THB 16,571,362,332.00 to THB 15,677,070,245.00, by cancelling the remaining unsold shares totaling 894,292,087 shares with a par value of THB 1.00 per share;
- (2) The Company's registered capital increase of THB 5,362,533,702.00 from the former registered capital of THB 15,677,070,245.00 to THB 21,039,603,947.00, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of THB 1.00 per share; and
- (3) The allocation of the Company's newly issued ordinary shares not exceeding 5,362,533,702 shares with a par value of THB 1.00 per share with the following details:

(a) Allocate the Company's newly issued ordinary shares not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share, to offer to the Eligible Existing Shareholders. The allocation ratio is 5 existing ordinary shares to 1 newly issued ordinary share, with any fractional shares to be disregarded. The offering price is THB 0.20 per share, totaling not more than THB 522,648,894.00. The Eligible Existing Shareholders who subscribe and have been allocated such newly issued ordinary shares will be entitled to purchase the Company's newly issued ordinary shares No. 6 ("**NUSA-W6 Warrants**") at no cost (Sweetener) in the ratio of one newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant (details are in item (b) below) (collectively "**Offering of the Newly Issued PPO Share Transaction**").

The Company already considered not to allocated to the shareholders in the United States, the People's Republic of Bangladesh, the People's Republic of China, the Republic of India, the United Kingdom, the Hong Kong Special Administrative Region, Germany, Malaysia, the Republic of Singapore, the State of Israel, the Islamic Republic of Pakistan, the Kingdom of Denmark, the Swiss Confederation, the Republic of France and any other jurisdictions that would cause the Company to have obligations under foreign laws as a result of the offering of the PPO share as deemed appropriate by the Company. In case there are more additional countries, the Company shall further notify via the system of the Stock Exchange of Thailand.

The Company will allocate the newly issued ordinary shares to the Eligible Existing Shareholders in proportion to their shareholdings only one round. In the case that there are remaining newly issued ordinary shares from the allocation to the Eligible Existing Shareholders in proportion to their shareholdings in the first round, the Company will propose to the next shareholders' meeting to consider and approve the decrease of

registered capital by eliminating the remaining shares from the aforementioned allocation which have not yet been issued accordingly.

The Company has set the record date for determining the shareholders entitled to subscribe for the newly issued ordinary shares (Record Date) on December 25, 2024, and the subscription period for the newly issued ordinary shares offered to Eligible Existing Shareholders is scheduled between January 17 – 23, 2025 (a total of 5 business days).

(b) Allocate the Company's newly issued ordinary shares, not exceeding 2,613,244,469 shares with a par value of THB 1.00 per share, to support the exercise of NUSA-W6 Warrants, which are issued and allocated to Eligible Existing Shareholders who subscribe and are allocated such newly issued ordinary shares ("**PPO Shareholders**"). This is considered an offering of warrants to existing shareholders in proportion to their shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws as a PPO Warrant Sweetener at no cost ("**PPO Warrant Sweetener**"), in the ratio of one newly issued ordinary share subscribed to one unit of NUSA-W6 Warrant, as the consideration to shareholders who have subscribed and paid for the Company's PPO shares ("**NUSA-W6 Warrant Issuance and Allocation Transaction**").

In this case, the Company grants each one of NUSA-W6 Warrants the right to purchase one newly issued ordinary share. Each NUSA-W6 Warrant has a term of 2 years and 6 months from the issuance date, and each warrant unit entitles its holder to purchase one ordinary share (par value of THB 1.00 per share) at an exercise price of THB 0.50 per share.

(c) Allocate the Company's newly issued ordinary shares, not exceeding 136,044,764 shares with a par value of THB 1.00 per share, to support the adjustment of rights according to the Company's newly issued ordinary shares No. 5 ("**NUSA-W5 Warrants**"). Furthermore, it is possible that the offering price of the Company's newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction will be lower than 90% of the market price of the Company's ordinary shares. The "market price of the Company's ordinary shares" as specified in Clause 4(khor) of the Terms and Conditions on the Rights and Obligations of the Issuer and Holders of the NUSA-W5 Warrants means the weighted average trading price of the Company's ordinary shares on the Stock Exchange of Thailand ("**SET**") over the past 7 consecutive business days prior to the first date on which purchasers of the Company's ordinary shares are not entitled to subscribe for the newly issued ordinary shares (XR) which, which will correspond to December 24, 2024. Therefore, it is necessary to propose to the shareholders' meeting to approve the issuance of newly issued ordinary shares to support the adjustment of rights according to the Terms and Conditions on the Rights and Obligations of the Issuer and Holders of the NUSA-W5 Warrants ("**NUSA-W5 Terms and Conditions**"). In this regard, the amount of issues shares to support the adjustment of rights will be calculated on an estimate based on the weighted average of the Company's ordinary shares on the SET over the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda item regarding the Offering of the Newly Issued PPO Share Transaction to the shareholders' meeting for approval, which is during November 4 – 12, 2024.

Additionally, the Board of Directors approved proposing to the shareholders' meeting to consider authorizing the Executive Committee or the Acting Chief Executive Officer the power to consider and determine any necessary and relevant details regarding the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction, including but not limited to:

(aa) Determining or amending any necessary and relevant details of the Offering of the Newly Issued PPO Share Transaction, setting the offering date, subscription period, and payment for shares under the scope approved by the shareholders;

(bb) Allocating the NUSA-W6 Warrants and determining conditions and other necessary and appropriate details related to the NUSA-W6 Warrant Issuance and Allocation Transaction, such as the warrant issuance date, allocation details, allocation methods, exercise period, and expiration date under the scope approved by the shareholders;

(cc) Negotiating, approving, entering into and/or signing any necessary contracts and/or documents related to the NUSA-W6 Warrant Issuance and Allocation Transaction, including amending such contracts and documents, as well as considering the appointment of financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);

(dd) Signing application forms, requests for waivers, notices, and any documents related to the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction, including contacting and submitting applications or requests for waivers, and submitting any documents to officials or representatives of any relevant agencies, as well as listing the Company's newly issued ordinary shares and NUSA-W6 warrants on the SET; and

(ee) Undertaking any necessary and relevant actions as appropriate to successfully complete the Offering of the Newly Issued PPO Share Transaction and the NUSA-W6 Warrant Issuance and Allocation Transaction.

## **2. Objectives of the Capital Increase and Plans for Utilizing the Increased Capital**

The Company intends to raise funds to be used as working capital for operations and to repay the Company's debts that will soon mature. Additionally, the Company wishes to reward its shareholders who have subscribed to and paid for the Company's PPO shares. Therefore, the Company is issuing and allocating NUSA-W6 Warrants to its shareholders at no cost. Shareholders who receive the NUSA-W6 Warrants can exercise their rights to purchase the Company's newly issued ordinary shares when the exercise period is due or receive returns from selling the NUSA-W6 Warrants on the SET.

## **3. Benefits that the Company will Receive from the Capital Increase and Share Allotment**

When the Eligible Existing Shareholders exercise their rights to purchase the Company's ordinary shares under the Offering of the Newly Issued PPO Share Transaction, and when they exercise their rights to purchase the Company's ordinary shares as specified in the NUSA-W6 Warrants issued to PPO Shareholders under the NUSA-W6 Warrants Issuance and Allocation Transaction, this will strengthen the Company's financial position and providing increased liquidity for business expansion and additional working capital for operations, which will positively impact the Company's future business activities.

## **4. Benefits that the Shareholders will Receive from the Capital Increase and Share Allotment**

### **4.1 Dividend policy**

The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of net profits after corporate income tax and legal reserves. However, such dividend payments may change depending on operational

plans, investments, liquidity, and future necessities of the Company, with the Board of Directors authorized to consider appropriateness for the maximum benefit of shareholders.

#### 4.2 Right to Receive Dividends from the Company's Operations

- (1) Shareholders who are allocated newly issued ordinary shares offered to Eligible Existing Shareholders this time will have the right to receive dividends from the Company's operations once they are registered as the Company's shareholders, with their names appearing in the Company's Book of shareholders' registration, and when the Company declares dividend payments, all in accordance with relevant laws and regulations.
- (2) Holders of NUSA-W6 Warrants will have the right to receive dividends from the Company's operations once they exercise their rights to convert NUSA-W6 Warrants into the Company's ordinary shares and are registered as the Company's shareholders, with their names appearing in the Company's Book of shareholders' registration, and when the Company declares dividend payments, all in accordance with relevant laws and regulations.

### 5. Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase and Share Allotment

#### 5.1 Control Dilution

After the issuance and allocation of newly issued ordinary shares offered to Eligible Existing Shareholders under the Offering of the Newly Issued PPO Share Transaction.

- (1) if all Eligible Existing Shareholders fully exercise their rights to subscribe for the newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants, there will be no impact on the Company's shareholders' voting rights (Control Dilution);
- (2) if all Eligible Existing Shareholders fully exercise their rights to subscribe for newly issued ordinary shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction, but all holders of exercise their rights to subscribe for newly issued ordinary shares in full and/or oversubscribe until all newly issued ordinary shares are fully subscribed, the Company's shareholders will experience a dilution in their voting rights (Control Dilution). The existing shareholders' voting rights will decrease by approximately 25.48%.

Both of these cases can be calculated and considered in the following scenarios:

- Scenario 1** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, and all warrant holders under NUSA-W6 Warrants are existing shareholders and all holders who exercise their rights under the NUSA-W6 Warrants are existing shareholders of the Company and have fully exercised their rights under the aforementioned warrants, with no one exercising their rights under the NUSA-W5 Warrants.

**Scenario 2** All Eligible Existing Shareholders exercise their rights to subscribe for newly issued shares according to their entitlements under the Offering of the Newly Issued PPO Share Transaction in full proportion, but all warrant holders exercising their rights under NUSA-W5 Warrants and NUSA-W6 Warrants are not existing shareholders and have fully exercised their rights under the aforementioned warrants.

Scenario	Calculation	Control Dilution
1	$1 - \frac{(Qa + Qr + Qw6)}{(Qa + Qr + Qw6)}$	0.000
2	$1 - \frac{(Qa + Qr)}{(Qa + Qr + Qw5 + Qw6)}$	0.2548

Where:

- Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares
- Qr = Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)
- Qw5 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W5 Warrants, totaling 136,044,764 shares (assuming full subscription of NUSA-W5 Warrants)
- Qw6 = Newly issued ordinary shares to be increased upon full exercise of rights under the NUSA-W6 Warrants, totaling 2,613,244,469 shares (assuming full subscription of NUSA-W6 Warrants)

## 5.2 Price Dilution

$$\text{Price Dilution} = (Pa - Pn) / Pa$$

Where:

- Pa = Weighted average trading price of the Company's ordinary shares on the SET for the past 7 consecutive business days prior to the date of the Board of Directors' meeting on November 13, 2024 (from November 4 to November 12, 2024), which is THB 0.261 per share.)
- Pr = The offering price for the PPO offering at the price of THB 0.20 per share
- Qa = Total existing paid-up ordinary shares of 13,066,222,343 shares
- Qr = Newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction upon completion of the PPO offering, totaling 2,613,244,469 shares (assuming full subscription of the Company's PPO shares)
- Pn = Weighted average trading price of all shares including newly issued ordinary shares to be increased under the Offering of the Newly Issued PPO Share Transaction
- $$= \frac{[ (Pa \times Qa) + (Pr \times Qr) ]}{(Qa + Qr)}$$
- $$= \frac{[ 0.261 \times 13,066,222,343 + (0.20 \times 2,613,244,469) ]}{(13,066,222,343 + 2,613,244,469)}$$
- $$= 0.251 \text{ THB per share}$$

$$\text{Price Dilution} = 3.831\%$$

After the issuance and offering of newly issued ordinary shares under the Offering of the Newly Issued PPO Share Transaction, the Company's share price will decrease by a maximum rate of approximately 3.831%.

Please note that the NUSA-W6 Warrants are not included in this calculation as they do not cause a dilution in the market price of the shares.

### 5.3 Earning Per Share Dilution (EPS Dilution)

The Company is unable to calculate the EPS Dilution because it incurred an operating loss in 2023.

### 5.4 Value Consideration for Shareholders Compared to the Impact on Earnings per Share or Voting Rights

When comparing the benefits that shareholders will receive from Offering of the Newly Issued PPO Share Transaction with the impact on earnings per share or voting rights, the Company believes that the offering will provide greater benefits to shareholders. This is because the Company will have increased liquidity from the capital increase, which will be used as working capital. This influx will strengthen the financial position, provide funding for operations, and enable the repayment of the Company's debts that will soon mature.

## 6. Opinions of the Board of Directors

### 1) Reasons and Necessity for the Capital Increase

The Board of Directors is of the opinion that to provide the Company with financial flexibility for operations, to repay debts that will soon mature, and to use as working capital in the future, issuing and allocating newly issued ordinary shares to Eligible Existing Shareholders is an effective fundraising method. This approach helps reduce the Company's financial burden compared to raising funds or obtaining financing through other methods such as issuing bonds or borrowing from financial institutions.

### 2) Feasibility of Utilizing the Increased Capital

The Company expects to issue and allocate the newly issued ordinary shares to Eligible Existing Shareholders and receive funds from the offering within [2] months from the date the shareholders' meeting approves the capital increase and the issuance of newly issued ordinary shares. The Company plans to use the funds received from the capital increase for the purposes stated in item 5 of the Capital Increase Report Form (F 53-4).

### 3) Reasonableness of the Capital Increase

The Board of Directors believes that the capital increase offering shares to Eligible Existing Shareholders in proportion to their shareholding is reasonable and appropriate because it increases the Company's working capital and reduces the financial burden from borrowing or raising funds by other means for use in the Company's operations, as well as improving the Company's financial position and liquidity.

### 4) Impact on Business Operations, Financial Status, and Operating Results

The Board of Directors believes that this capital increase will enhance the Company's cash flow and liquidity, providing funds that can be used for business expansion and/or investments, as well as increased working capital for future operations, which will positively affect both the financial position and operating results. Additionally, it helps reduce the financial burden from borrowing and will help create added value for the Company's securities in the long term.

## 7. Affirmation of the Company's Directors

In the event that the Company's directors do not perform their duties in compliance with the laws, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to preserve the interests of the Company regarding the capital increase, by acting or omitting to act in a way that fails to perform such duties and causes damage to the Company, the Company may claim compensation from such directors. If the Company does not make such a claim, shareholders holding not less than 5% of the total sold shares may notify the Company to make the claim. If the Company fails to act as notified, such shareholders may initiate legal proceedings to claim compensation from the directors on behalf of the Company according to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments). Additionally, if the directors' actions or omissions that fail to perform their duties in compliance with the laws, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to preserve the interests of the Company regarding the capital increase, result in the directors being responsible for returning such benefits to the Company, shareholders holding not less than 5% of the total voting rights may notify the Company to take such action. If the Company fails to act within one month from the date of notification, such shareholders may exercise the right to claim the benefits from the directors on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments).

We hereby certify that the information contained in this information memorandum is correct and complete in all respects.

Please be informed accordingly.

Sincerely Yours  
Nusasiri Public Company Limited

*-signature-*

*-signature-*

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(Mr. Nuttpasint Chet-udomlap)

Director

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(Mr. Puwassitt Chet-udomlap)

Director



*-Translation-*

**Articles of Association of the Company relating to the Shareholders' Meeting**

Article 33. There shall be at least 1 annual general shareholders' meeting per year, called the "**Annual General Meeting**", which must be held within 4 months after the end of the Company's fiscal year.

Other shareholders' meetings are referred to as "**Extraordinary General Meeting**".

The Board of Directors may call an Extraordinary General Meeting at any time they see fit or when shareholders collectively holding not less than one-fifth (1/5) of the total number of shares sold or at least 25 shareholders holding not less than one-tenth (1/10) of the total number of shares sold submit a written request asking the Board of Directors to call an Extraordinary General Meeting. The written request must specify the agenda for the meeting. The Board of Directors must call the requested meeting within 1 month from the date of receiving the shareholders' request.

Article 34. When calling for a shareholders' meeting. The Board of Directors shall prepare a meeting invitation notice specifying the location, date, time, agenda items and matters to be presented to the meeting along with appropriate details indicating whether each matter is proposed for information, approval, or consideration, along with the opinions of the Board of Directors on the matters and sent to shareholders and the registrar not less than 7 days before the meeting date.

In addition, the notice calling for a shareholders' meeting must be published in a newspaper for 3 consecutive days, not less than 3 days before the meeting date.

If a meeting is to be conducted via electronic means. The Company may send the meeting invitation notice, notices, reminders, or any advertisements concerning the Company's meetings or other such messages through electronic means instead.

Article 35. A shareholders' meeting must be attended by shareholders and shareholders' proxies (if any), totaling not less than 25 persons or not less than half of the total number of shareholders, and must collectively hold no less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the case where it appears that at any shareholders' meeting 1 hour has passed since the scheduled time and the number of shareholders attending the meeting does not constitute a quorum as required, if the shareholders' meeting was requested by the shareholders, the meeting shall be canceled. If the meeting was not requested by shareholders, a new meeting must be scheduled, and a notice must be sent to shareholders at least 7 days in advance. At the subsequent meeting, no quorum is required.

Article 36. In the shareholders' meeting, shareholders may authorize proxies to attend the meeting and vote on their behalf. The proxy must be made in writing, signed by the grantor, and made in the form specified by the Public Company Registrar and must include at least the following items:

- a. The number of shares that the proxy holds;
- b. Name of the proxy grantor;
- c. The number of the meeting where a proxy to attend the meeting and vote is granted;

and given to the Chairman or a person designated by the Chairman before the proxy attends the meeting.

Article 37. In the event that the meeting is unable to complete the consideration of matters according to the agenda items specified in the meeting notice, or the consideration of matters proposed by shareholders holding shares not less than one-third (1/3) of the total number of shares sold remains incomplete, and it is necessary to postpone the consideration, the meeting shall determine the place, date, time, and agenda items for the next meeting, and the Board of Directors shall send meeting notices to shareholders at least 7 days before the meeting. The notice must also be published in a newspaper not less than 3 days before the meeting date.

Article 38. The Chairman of the Board of Directors acts as the chairman of the shareholders' meeting. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform their duties. If there is a vice-chairman of the Board of Directors, the vice-chairman of the Board of Directors will act as the chairman of the shareholders' meeting. If there is no vice-chairman or they are unable to perform their duties, shareholders attending the meeting shall elect one shareholder to be the chairman of the shareholders' meeting.

Article 39. At a shareholders' meeting, every shareholder has one vote per share.

In the case that a shareholder has a special interest in any matter, such shareholder shall not vote on that matter, except for voting to elect directors.

Voting on any resolution or approval of any business, the general meeting must obtain approval by a majority of the shareholders who attend the meeting and have the right to vote. Except in the following cases, a vote of not less than 3/4 of the total number of shareholders who attend the meeting and have the right to vote is required.

- a. Selling or transferring all or important parts of the Company's business to another person.
- b. Buying or accepting transfer of business of another public company or private company to the Company.
- c. Entering, amending or terminating a contract regarding the rental of all or important parts of the Company's business. Assigning another person to manage the Company's business or merging with another person with the objective of sharing profits and losses.

Article 41. The company may increase its capital by issuing new shares upon resolution of the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

Article 42. The company may offer the newly issued shares, either wholly or partially, to existing shareholders in proportion to their shareholding, or to the public or other persons, either wholly or partially, as determined by the resolution of the shareholders' meeting.

Article 43. The company may reduce its registered capital by decreasing the par value of each share or by reducing the number of shares, upon resolution of the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

However, the company may not reduce its capital to less than one-fourth of the total capital, except in cases where the company has accumulated losses and has compensated for those losses by transferring share premium reserves, legal reserves, or other reserves to offset the losses. If there are still remaining accumulated losses, the company may reduce its capital to below one-fourth of the total capital.


The transfer of share premium reserves, legal reserves, or other reserves to offset accumulated losses, as mentioned in the preceding paragraph, must be approved by the shareholders' meeting. The offset shall first be made from other reserves, followed by the legal reserves, and finally, the share premium reserves in order.

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**Guidelines for Registration of the Shareholders' Meeting via Electronic Means (e-Meeting),  
Appointment of Proxy and Voting Casting of the Shareholders' Meeting  
via Electronic Means (e-Voting)**

**1. Registration of the Shareholders' Meeting and Documents Required for Attending the Shareholders' Meeting via Electronic Means (e-Meeting)**

The shareholder(s) who wish to participate in the shareholders' meeting via electronic means (e-Meeting) are requested to submit an application to request a username, password, and a link for joining the meeting through the electronic media system (e-Request) in advance. This process can be carried out starting from December 11, 2024, at 8.30 hrs. until the conclusion of the meeting. Once the Company has verified and approved your application, you will receive an email containing the username, password, and link for joining via registered Email. On the meeting day, the Company will open access for shareholder(s) and proxy(ies) to enter the shareholders' meeting via electronic means (e-Meeting) system from 12.00 hrs. on December 17, 2024. Shareholder(s) and proxy(ies) can find additional instructions on how to participate in the shareholders' meeting via electronic means (e-Meeting) in **Enclosure 9**.

<p>Shareholders can access the electronic media system (e-Request) at <a href="https://app.inventech.co.th/NUSA171224R/#/homepage">https://app.inventech.co.th/NUSA171224R/#/homepage</a></p>	 or scan QR Code
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**1.1 For individual shareholders**

**1.1.1 In the event that shareholders attend the e-Meeting on their behalf**

The shareholders shall submit a copy of a valid photographic identification document issued by the governmental authorities, e.g. identification card, driver's license, or passport, that has been signed to certify a true copy. In case of name or surname change, documentary evidence to such effect must also be presented.

**1.1.2 In the event that shareholders appoint a proxy to attend an e-Meeting, the following documents are required.**

- (a) A proxy form in Form A, Form B, or Form C as applicable (Proxy Form B as detailed in **Enclosure 8**, or shareholders may download Proxy Forms A, B, and C from [www.nusasiri.com](http://www.nusasiri.com)) which can be downloaded from QR Code) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon the appointment of the proxy.
- (b) A copy of an identification document of the grantor issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify a true and correct copy by the grantor.
- (c) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify a true and correct copy by the proxy.

**1.2 For shareholders who are juristic persons**

**1.2.1 In the event that shareholders who are juristic persons attend the e-Meeting by their authorized representative**, the following documents are required.

- (a) A copy of a valid photographic identification document of the authorized representative(s) issued by the governmental authorities as described in Item 1.1.1 above, which has been signed to certify a true copy by the authorized representative(s).
- (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).

**1.2.2 In the event that shareholders who are juristic persons appoint a proxy to attend an e-Meeting**, the following documents are required.

- (a) A proxy form in Form A, Form B, or Form C as applicable (Proxy Form B as detailed in **Enclosure 8**, or shareholders can download Proxy Forms A, B, and C from [www.nusasiri.com](http://www.nusasiri.com)) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon the appointment of the proxy.
- (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).
- (c) A copy of an identification document of the authorized representative(s) issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify true and correct by the authorized representative(s).
- (d) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

**1.3 Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository**

- (a) A Proxy Form C (shareholders may download Proxy Form C from [www.nusasiri.com](http://www.nusasiri.com)), duly completed and signed by both the grantor and the proxy, affixed with THB 20 duty stamp, which must be crossed out and dated upon appointment of the proxy.
- (b) A copy of the custodian's affidavit, which must be issued no later than 1 year prior to the meeting date, which has been signed to certify as true and correct copy by the custodian's authorized representative(s), together with affixing the custodian's seal (if any).
- (c) A copy of an identification document of the custodian's authorized representative(s), who signs the Proxy Form, issued by the government authorities as referred in Item 1.1.1, which has been signed to certify as true and correct by such custodian's authorized representative(s).
- (d) A copy of a power of attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.

- (e) A copy of a document confirming the license to engage in the custodian business.
- (f) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

Should any document as presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

## 2. Appointment of Proxy

### 2.1 Proxy Granting

Shareholders can appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf according to the following procedures:

- (a) A proxy form in Form A, Form B, or Form C as applicable (Proxy Form B as detailed in **Enclosure 8**, or shareholders can download Proxy Forms A, B, and C from [www.nusasiri.com](http://www.nusasiri.com)). Except the shareholders who are foreign investors and have appointed a custodian in Thailand as the depository and trustee must use Proxy Form C (Shareholders may download Proxy Forms C from [www.nusasiri.com](http://www.nusasiri.com)).
- (b) The proxy may be any individual or one of the independent directors of the Company, as detailed in **Enclosure 7**. Shareholders must clearly specify the name and details of the appointed proxy.
- (c) A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository and use Proxy Form C.
- (d) In cases where a shareholder wishes to appoint another person or an independent director to participate and vote on their behalf at the meeting, the shareholder is required to submit an application to join the meeting along with the shareholder's proxy document through the electronic media system (e-Request). Kindly cooperate by delivering the original copy of proxy documents and supporting materials to the address provided below, so that the Company can receive them by **December 17<sup>th</sup>, 2024**.

**Nusasiri Public Company Limited**

Company Secretary Office

No. 2922/209 Cham Issara Tower 2 Building,

13 Floor (12A), New Petchaburi Road,

Bangkapi, Huai Khwang, Bangkok 10310

Through the electronic media system (e-Request), the submission of requests will be open from December 11, 2024 starting at 8:30 hrs., until the conclusion of the meeting. In the event that a shareholder wishes to delegate proxy authority to another person other than the independent directors of the Company to attend the meeting on their behalf. The company will send the username, password, and link for joining to the registered email of the proxy(ies).

- (e) In cases where a shareholder has not affixed the stamp duty on the proxy form, the Company will affix THB20 duty stamp on the Proxy Forms to facilitate the shareholder, cross out and date in order for the form to be valid and legally binding according to the laws.

- (f) In the event that a shareholder wishes to revoke the proxy, the shareholder is required to submit a written notice to the Company before the commencement of the shareholders' meeting.

## 2.2 Proxy Form

We have prepared Proxy Forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of Proxy Forms to be applied for the meeting of shareholders:

- (a) Form A is a general form that is simple and uncomplicated;
- (b) Form B is an explicit form that sets out specific details of authorization; and
- (c) Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

The Company has enclosed Proxy Form B for shareholders, as detailed in **Enclosure 8**. Shareholders may also download Proxy Forms A, B, and C from [www.nusasiri.com](http://www.nusasiri.com).

## 3. E-Vote Casting

- 3.1 One share shall have one vote. Shareholders or proxies attending the meeting must cast their votes in one of the following manners, i.e., approve, disapprove, or abstain. Votes cannot be partially divided, except for foreign investors who appoint a custodian in Thailand to deposit and manage their shares. In such cases, they are allowed to vote with divided preferences.

### 3.2 Vote casting by the proxy

- (a) In the event that the grantor has specified the voting instruction in the Proxy Form, the Company will record such votes, together with the registration to attend the meeting of the proxy. The proxy is not required to cast a vote during the meeting.
- (b) The appointed proxy must be present during the voting for each agenda item and should not click "Register for exit the quorum" before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda. If the appointed proxy clicks "Register for exit the quorum" out before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda. The votes of the shareholder who appointed the proxy will not be counted for that specific agenda. However, clicking "Register for exit the quorum" at any point during a particular agenda does not forfeit the proxy's right to rejoin the meeting or vote in subsequent agendas.
- (c) In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

- 3.3 Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration. However, shareholders must remain present during the voting period for each agenda item and not click "Register for exit the quorum" before the announcement of the closure of voting for that agenda. If a shareholder clicks "Register for exit the quorum" before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for


that agenda even though they have voted in advance. Nevertheless, clicking “Register for exit the quorum” during any agenda does not forfeit the shareholder's right to rejoin the meeting or vote in subsequent agendas.


#### 4. **Vote counting and announcement**

- 4.1 Before voting on each agenda, the Chairman of the meeting or any person designated by the Chairman will provide an opportunity for shareholders or proxy to ask questions or express comments related to that specific agenda, as appropriate. Shareholders or proxies are requested to state their name and surname before posing questions or sharing comments each time. It is important to note that questions and/or comments from shareholders or proxies must be relevant to the agenda of the meeting. If there are suggestions or questions unrelated to the meeting agenda, they should be presented towards the end of the meeting. The Company reserves the right to respond specifically to questions related to the meeting agenda during the Q&A session.
- 4.2 Chairman of the meeting or any person designated by the Chairman will propose for shareholders to consider voting on each agenda, and will allow shareholders or proxy to cast their votes through the e-Voting system for a period of 1 minute for each agenda. It is important to note that voting can be changed until the closure of voting for that specific agenda.
- 4.3 Resolutions of the shareholders’ meeting require the following votes:
- (a) In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.
  - (b) In other cases, as specified otherwise by laws or the Company’s Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company’s Articles of Association. The Company has remarked the required resolution for each agenda at the end of such agenda.
  - (c) In the case of a tie, the Chairman of the meeting shall have an additional vote as the deciding vote.
  - (d) A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter, except the agenda relating to the vote on the election of the board of directors.
- 4.4 Once the Chairman of the meeting or any person designated by the Chairman declares the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of the voting result will be done at the end of such agenda.
- The number of shareholders participating in each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.
- 4.5 Since this shareholders’ meeting is conducted by means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.



Information of Independent Directors for Proxy Appointment

	<b>Name</b>	Mr. Noppol Milinthangoon
	<b>Type of Director</b>	Independent Director
	<b>Age</b>	70 years
	<b>Address</b>	No. 2922/209 Charn Issara Tower 2 Building, 13 Floor (12A), New Petchaburi Road, Bangkokpi, Huai Khwang, Bangkok 10310
	<b>Interest in the Agendas of the Meeting</b>	None

	<b>Name</b>	Mr. Manop Thanomkitti
	<b>Type of Director</b>	Independent Director
	<b>Age</b>	72 years
	<b>Address</b>	No. 2922/209 Charn Issara Tower 2 Building, 13 Floor (12A), New Petchaburi Road, Bangkokpi, Huai Khwang, Bangkok 10310
	<b>Interest in the Agendas of the Meeting</b>	None

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_ years, residing/located at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท นูศาสิริ จำกัด (มหาชน)  
Being a shareholder of Nusasiri Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes as follows:  
of  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Ordinary share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes  
หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

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

หรือ / OR

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

กรณีเลือกมอบอำนาจให้กรรมการอิสระ  
ให้ทำเครื่องหมาย  ที่ข้อ 2.  
If choosing the independent  
director, please mark  on No. 2.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The following independent directors of the Company:  
 นายมานพ ถานอมกิตติ / Mr. Manop Thanomkitti หรือ / OR  
 นายนพพล มลิินทางกูร / Mr. Noppol Milinthangsoon

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของ  
กรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 7)

In the case the independent director who is appointed as the proxy is unable to attend the meeting, one of the  
other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors  
are set out in Enclosure 7.)

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ของบริษัท นูศาสิริ จำกัด (มหาชน) ในวันอังคารที่ 17 ธันวาคม 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of them is my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2024 of Nusasiri Public Company Limited on Tuesday, December 17, 2024 at 14.00 hrs. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้  
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567
- Agenda Item 1** To consider and certify the minutes of the Annual General Meeting of Shareholders for 2024
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 2** พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ (NUSA-W6) ให้แก่ผู้ถือหุ้นเดิมที่มีสิทธิได้รับจัดสรรซึ่งจองซื้อและได้รับจัดสรรหุ้นสามัญเพิ่มทุนโดยไม่คิดมูลค่า (PPO Warrant Sweetener)
- Agenda Item 2** To consider and approve the issuance and allocation of Warrants to Purchase the Company's Ordinary Shares No.6 (NUSA-W6) to the existing shareholders who are eligible to subscribe and are allocated the newly issued ordinary shares at no cost (PPO Warrant Sweetener)
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 3** พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 894,292,087.00 บาท จากทุนจดทะเบียนเดิม จำนวน 16,571,362,332.00 บาท เป็นจำนวน 15,677,070,245.00 บาท โดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้ออกจำหน่ายของบริษัทฯ จำนวน 894,292,087 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ
- Agenda Item 3** To consider and approve the decrease of the Company's registered capital in the amount of 894,292,087.00 Baht, from the former registered capital of 16,571,362,332.00 Baht to 15,677,070,245.00 Baht, by cancelling the remaining unsold shares totaling 894,292,087 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 4** พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 5,362,533,702.00 บาท จากทุนจดทะเบียนเดิมจำนวน 15,677,070,245.00 บาท เป็นทุนจดทะเบียนจำนวน 21,039,603,947.00 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 5,362,533,702 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ
- Agenda Item 4** To consider and approve the increase of the Company's registered capital in the amount of 5,362,533,702.00 Baht, from the former registered capital of 15,677,070,245.00 Baht to 21,039,603,947.00 Baht, by issuing the newly issued ordinary shares totaling 5,362,533,702 shares with a par value of 1.00 Baht per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ

Agenda Item 5 To consider and approve the allocation of the Company's newly issued ordinary shares

วาระที่ 5.1 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯจำนวนไม่เกิน 2,613,244,469 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 1.00 บาท เพื่อเสนอขายต่อผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น โดยไม่จัดสรรให้แก่ผู้ถือหุ้นที่จะทำให้บริษัทฯ มีหน้าที่ตามกฎหมายต่างประเทศ (Preferential Public Offering (PPO))

Agenda Item 5.1 To consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to be offered to existing shareholders in proportion to their shareholdings, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering (PPO))

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5.2 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวนไม่เกิน 2,613,244,469 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 1.00 บาท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 6 (NUSA-W6)

Agenda Item 5.2 To consider and approve the allocation of up to 2,613,244,469 newly issued ordinary shares with a par value of 1.00 Baht per share to support the exercise of rights under the Warrants to Purchase the Ordinary Shares of the Company No. 6 (NUSA-W6)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5.3 อนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 136,044,764 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อรองรับการปรับสิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 5 (NUSA-W5)

Agenda Item 5.3 To consider and approve the allocation of up to 136,044,764 newly issued ordinary shares with a par value of 1.00 Baht per share to support the adjustment of rights under the Warrants to Purchase the Ordinary Shares of the Company No. 5 (NUSA-W5)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัท ตราประทับ และหนังสือบริคณห์สนธิของ บริษัทฯ ข้อ 1. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อบริษัท

Agenda Item 6 To consider and approve the amendment of the Company's name, seal, and Clause 1 of the Company's Memorandum of Association to reflect the amendment of Company's name

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 7 พิจารณานุมัติการแก้ไขข้อบังคับข้อ 1, ข้อ 2, ข้อ 25 และข้อ 61 ของบริษัทฯ  
Agenda Item 7 To consider and approve the amendment of Articles 1, 2, 25, and 61 of the Company's Articles of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda Item 8 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or such intention is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voted as I/we specified in the Proxy Form shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ :

Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

In case there are additional agenda apart from those specified above brought into consideration in this meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **นุสาศิริ จำกัด (มหาชน)** ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ของบริษัท นุสาศิริ จำกัด (มหาชน) ในวันอังคารที่ 17 ธันวาคม 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Nusasiri Public Company Limited** for the Extraordinary General Meeting of Shareholders No. 2/2024 of Nusasiri Public Company Limited on Tuesday, 17 December 2024, at 14.00 via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้


To grant my/our proxy to vote at my/our desire as follows:

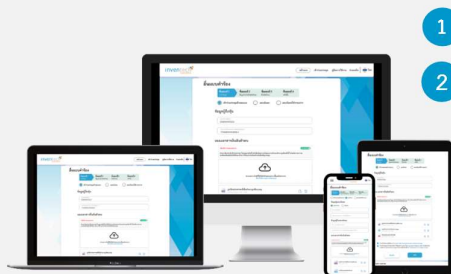
เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

## Guidelines for Attending of Electronic Meeting by Inventech Connect

Shareholders wishing to attend the meeting via electronic means on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting via electronic means and cast the votes on their behalf, can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/NUSA171224R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the notice of the Shareholders'
- 2 Choose type request for request form to 4 steps  
 Step 1 Fill in the information shown on the registration page  
 Step 2 Fill in the information for verify  
 Step 3 Verify via OTP  
 Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and

2. For Shareholders who would like to attend the Meeting either on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf via electronic means, please note that the electronic registration will be available from December 11, 2024, at 8.30 hrs., until the end of the meeting.


3. The electronic conference system will be available on December 17, 2024, at 12.00 hrs. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of proxy to another person or the Company's independent director


In cases where a shareholder wishes to appoint another person or an independent director of the Company for participation and voting on their behalf at the meeting, kindly cooperate by delivering the original copy of proxy documents and supporting materials to Nusasiri Public Company Limited by post at the address provided below, so that Nusasiri Public Company Limited can receive them **by December 17, 2024.**

**Nusasiri Public Company Limited**  
 Company Secretary Office  
 No. 2922/209 Charn Issara Tower 2 Building,  
 13 Floor (12A), New Petchaburi Road, Bangkapi,  
 Huai Khwang, Bangkok 10310

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9130

 @inventechconnect

 The system available during December 11, 2024 – December 17, 2024 at 08.30 – 17.30 hrs.

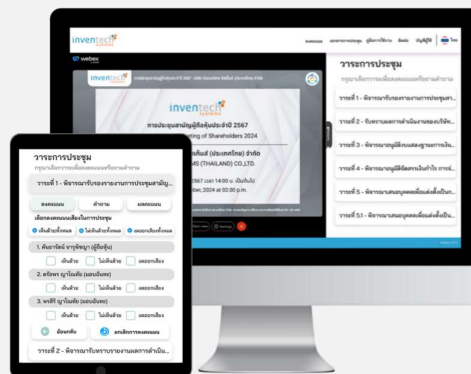
**(only business days, specifically excludes holidays and public holidays)**



Report a problem  
 @inventechconnect

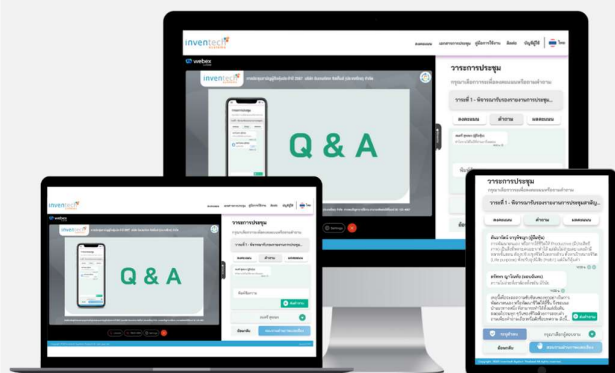
## Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to abstaining, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you, then you can open the microphone and camera

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



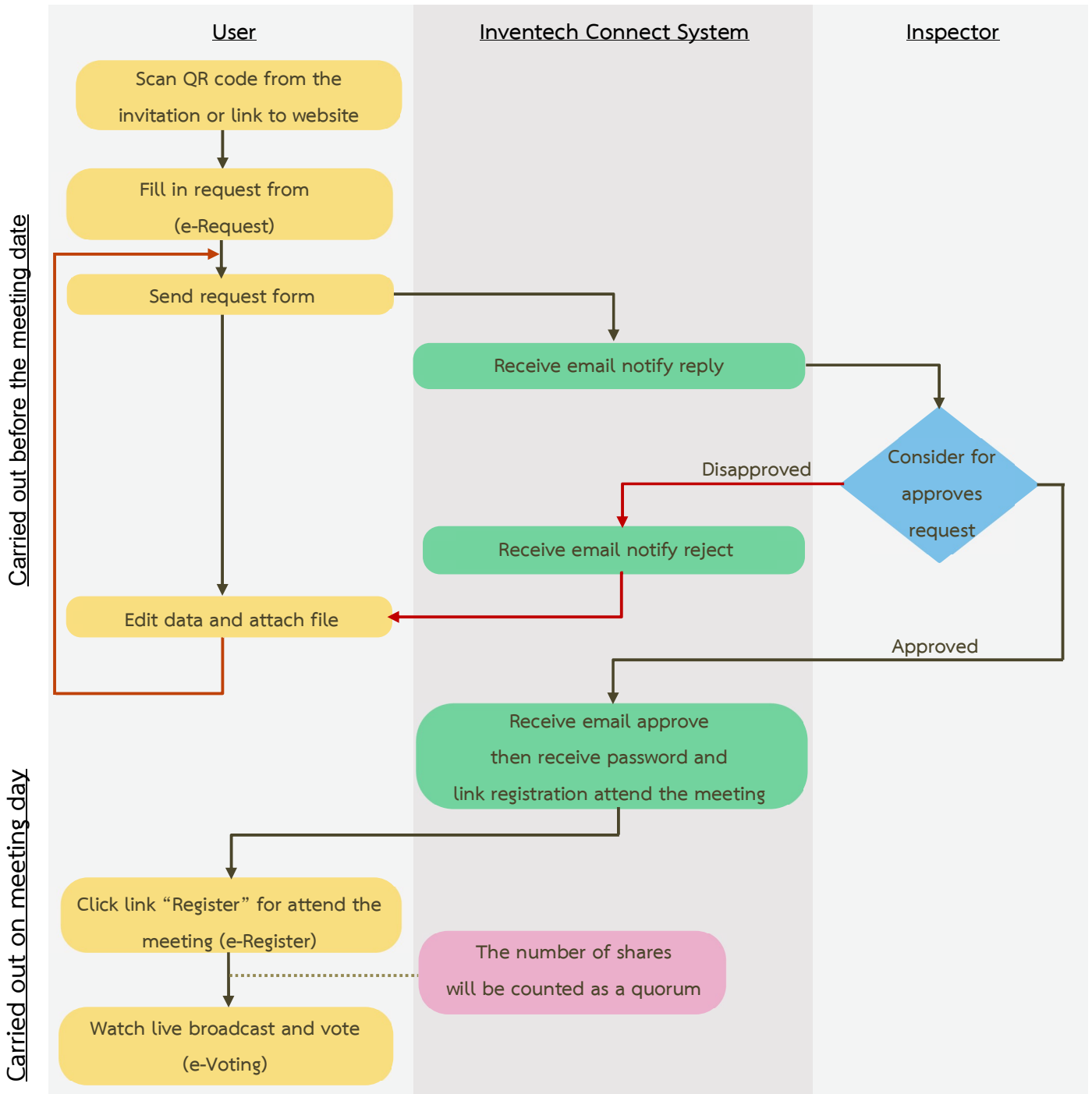
Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems depends on internet system of shareholders or proxy. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support internet explorer.**



## Guidelines for attending of Electronic Meeting



### Condition of Use

#### In case Merge account/change account

In case there are multiple filing requests using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count as the calculation base in the meeting.

#### In case Exit the meeting

If the attendees click on "Register for exit the quorum" before the closure of voting in between voting period for any agenda, such shareholder (whether attending on their behalf or by proxy) will not be considered present for that agenda and votes of the shareholder (whether attending on their behalf or by proxy) will not be counted as the calculation base for that specific agenda.