

Ref. NUSA. 009/2023

March 1, 2023

Subject: Information memorandum for disclosure of connected transactions

Attention: Managing Director  
The Stock Exchange of Thailand

According to the Board of Director's meeting of Nusasiri Public Company Limited ("the Company") No.1/2023 held on February 28, 2023, the meeting passed the resolutions to propose the 1 connected transactions that was received financial support from Nusasiri Grand Public Company Limited in the form of term loan at amount of Baht 250 million which the period of 1 year at the interest rate at MLR + 1% per annum of Krung Thai Bank Public Company Limited without collateral. The company will consider to drawdown for the necessary case and be suitable for the current financial situations by controlling interest payment is not more than Bath 20 million or the total size of the transactions not exceeding than 3% of the total net tangible assets.

In addition, Mr.Visanu Thepcharoen and Mrs.Siriya Thepcharoen, they are the shareholders of Nusasiri Grand Public Company Limited, having of 40.69 % and 36.53% as respectively, the directors and executives of the Company, they have shareholding of 1.328 % and 1.806% as respectively (as of December 31, 2022). Therefore, this is defined as connected transactions complying with notification of Capital Supervisory board, Tor. Chor. 21/2008 Re: Rules on Connected transactions dated August 31, 2008, and its amendments, and notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosures of Information and the Acts of Listed Companies concerning connected transaction B.E. 2546 (2003) dated November 19, 2003 and its amendments.

The total size of connected transactions with the same related party is of Baht 18.375 million or 0.20% of net tangible assets as of December 31, 2021 (total net tangible assets as of December 31, 2022, 4,363.78 million baht), more than 1 million baht, not exceeding Baht 20 million and more than 0.03% but not exceeding than 3% of the total net tangible assets. Thus, the company was required to obtain the approval of the Board of Directors meeting before entering the transaction.

**Information memorandum for disclosure of connected transactions**

Categories	<u>Transaction Obtaining financial support from the Nusasiri Grand Public Company Limited</u>
Transaction Period	Will sign a memorandum of agreement of financial assistance within March 18, 2023 after the same memorandum of agreement maturity.
The parties involved	Receiver: Nusasiri Plc. (“NUSA”) Provider: Nusasiri Grand Plc.
The relationship	<ul style="list-style-type: none"> <li>▪ Mr. Visanu Thepcharoen (Director and major shareholder of NUSA) shares holding 40.69% of Nusasiri Grand Plc. (As of December 31, 2022)</li> <li>▪ Mrs. Siriya Thepcharoen (Director and major shareholder of NUSA) shares holding 36.53% of Nusasiri Grand Plc. (As of December 31, 2022)</li> </ul>
Nature of the transaction	<p>On February 28, 2023, the Board of Directors Meeting No. 1/2023 resolved to approve the extension of receiving short-term financial assistance from Nusasiri Grand Plc. for another one year from the date of March 18, 2023 to March 17, 2024 in the amount of 250 million baht by issuing promissory notes for a period not exceeding 1 year without collateral</p> <p>Because in 2023, the company still needs to use capital for working capital and expanding various projects. The management considers that such short-term credit line should be extended for another 1 year from March 18, 2023 to March 17, 2024 in order to accommodate the aforementioned necessity, therefore contacted Nusasiri Grand Plc. for renewal, which Nusasiri Grand Plc. is willing to extend the credit line as requested in the form of promissory notes Ticket Period Each issue does not exceed 1 year without collateral. The interest rate is MLR + 1% per annum of Krung Thai Bank Public Company Limited without any collateral. and can be returned early</p>
Total value of the transaction and the condition of payment	Interest payable to Nusasiri Grand Plc., amount not exceeding 250 million baht, term of 1 year, interest payable 18.375 million baht (MRL of KTB as of February 1, 2023 is 6.35) The transaction size is 0.20% of the net tangible assets as of September, 30 2022 (net tangible assets as of September, 30 2022, equal to 9,195.27 million baht), which is more than 1 million baht but

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	not more than 20 million baht and more than 0.03% but not more than 3.00% of the net tangible asset value.
Reasons and necessities	because the company There is an urgent need for money. for working capital and expanding various real estate projects of the Company It is necessary to seek funding sources that are not very costly. An alternative to obtaining a loan, it is convenient, fast, and has low financial costs. It also does not affect the shareholders broadly. Therefore, having a reserve loan from Nusasiri Grand Plc. will help the Company. able to manage investments more efficiently
Opinions of Board of Director	It is beneficial for business in the projects at present without assets collateral required. Besides, the interest rate payment can compare with the rate the Company borrowed from financial institutions for developing other property projects.
Opinions of the company's Audit Committees and/or Directors which are different from the opinions of the Board of Directors	None
Participation in the meeting and the vote of the director who is the stakeholder/ related party	Mr.Visanu Thepcharoen and Mrs Siriya Thepcharoen did not attend the meeting and vote for this agenda.
Size of connected transaction (the percentage of NTA as of December 31, 2022)	0.20% (Providing or receiving financial support transaction)

Please be informed accordingly.

Yours sincerely

(Mr.Sompijit Chaichanajarak)  
Director/Company Secretary

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