

NUSA. 012/2566

March 8, 2023

Subject: Notification of the resolution of the Board of Directors Meeting No. 2/2023 for calling the Annual General Meeting of Shareholders Year 2023 (Revised 1)

Attention: Managing Director
The Stock Exchange of Thailand

Attachment 1 Preliminary details of the Issuance of Warrants to Purchase Ordinary Shares of Nusasiri Public Company Limited No. 5 (“NUSA-W5”)

- 2 Capital Increase Report Form (F53-4)
- 3 Information Memorandum on the Issuance and Offering of Ordinary Shares to Support the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 5 (“NUSA-W5”) to existing shareholders
- 4 Information Memorandum of the Connected Transaction of Nusasiri Public Company Limited

Nusasiri Public Company Limited (“the Company” or “NUSA”) would like to inform a resolutions of the Board of Directors’ Meeting No. 2/2023 The meeting held on March 8, 2023 to the Stock Exchange of Thailand (“SET”) as follows.

1. Consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company (NUSA-W5) Free of charge (zero baht) to existing shareholders (Right Offering) at the ratio of 5 existing ordinary shares per warrant. Exercise 1 unit at the exercise price of 1 baht per share, not more than 2,761,893,722 units. The record date for determining the names of shareholders who are entitled to receive the allocation of warrants to purchase ordinary shares of the Company (NUSA-W5) on June 15, 2023, subject to approval from the meeting shareholder.

2. Consider approving a reduction of the Company’s registered capital in amount of 907,016,787 baht from registered capital of 14,716,485,397 baht to 13,809,468,610 baht by canceling the unissued ordinary shares 907,016,787 at a par value of 1 baht per share and consider approving the amendment to Clause 4 of the Company’s Memorandum of Association to be according with reduction of the Company’s registered capital.

3. Consider approving an increase of the Company’s registered capital in amount of 2,761,893,722 baht from registered capital after reduction in amount of 13,809,468,610 baht to a new registered capital of 16,571,362,332 baht by issuing new ordinary shares in amount of 2,761,893,722 shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, for support the exercise of warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) and approved the amendment of Clause 4. of the Company’s Memorandum of Association to be according with increase of the Company’s registered capital.

4. Approved to hold the Annual General Meeting of Shareholders for the year 2023 on Friday, April 28, 2023 at 2:00 p.m., held via electronic media. According to the Royal Decree on Electronic Conferencing B.E. which was broadcast live at the Company’s office, No. 2922/209, Charn Issara Tower 2, Floor 12A, New Petchburi Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok. to consider various matters according to the agenda as follows:

Agenda 1 Consider and certify minutes of Annual General Meeting of Shareholders 2023 held on April 29, 2022.

Agenda 2 Consider and acknowledge the Company’s operating results report and 56-1 One report 2022.

Agenda 3 Consider and approve the financial statements for the year 2022 for the fiscal year ended December 31, 2022 which have been audited by a certified public accountant.

Agenda 4 Consider and approve the omission of profit allocation for legal reserve and omission of dividend payment for the Company's performance for a fiscal year ended 31 December 2022

Agenda 5 Consider the election of directors to replace those who retired by rotation

Agenda 6 Consider the directors' remuneration for the year 2023

Agenda 7 Consider and approve the appointment of auditor and determine an auditor's remuneration for the year 2023

Agenda 8 Consider and approve the ratification of connected transaction for a purchase of DEMCO shares

Agenda 9 Consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company (NUSA-W5) Free of charge (zero baht) to existing shareholders (Right Offering) at the ratio of 5 existing ordinary shares per warrant. Exercise 1 unit at the exercise price of 1 baht per share, not more than 2,761,893,722 units.

Agenda 10 Consider approving a reduction of the Company's registered capital in amount of 907,016,787 baht from registered capital of 14,716,485,397 baht to 13,809,468,610 baht by canceling the unissued ordinary shares 907,016,787 at a par value of 1 baht per share and consider approving the amendment to Clause 4 of the Company's Memorandum of Association to be according with reduction of the Company's registered capital.

Agenda 11 Consider approving an increase of the Company's registered capital in amount of 2,761,893,722 baht from registered capital after reduction in amount of 13,809,468,610 baht to a new registered capital of 16,571,362,332 baht by issuing new ordinary shares in amount of 2,761,893,722 shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, for support the exercise of warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) and approved the amendment of Clause 4. of the Company's Memorandum of Association to be according with increase of the Company's registered capital.

Agenda 12 Consider and approve the amendment of the Company's Articles of Association

Agenda 13 Other (if any)

5. Approved the record date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders on March 22, 2023

Please be informed accordingly.

Sincerely Yours

Mr. Sompjit Chaichanajak
Director/Company Secretary



Company Secretary Office

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