

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 3)

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 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. (excluding shareholders whose holding of such share would causethe Company to be under the obligations of any international laws (Preferential Public Offering: PPO) 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) excluding shareholders whose holding of such share would causethe Company to be under the obligations of any international laws (Preferential Public Offering: PPO) 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 amount 7.5 million baht

Agenda 7 Consider and approve the appointment of auditor and determine an auditor's remuneration for the year 2023 from the office of A.M.T. Associate, with audit fees in the amount of 9,288,000 baht, with the list of auditors as follows:

1. Mr. Chaiyut Angsuwithaya Certified auditor No. 3885 or
2. Mrs. Natsarak Sarochanunjeen Certified auditor No. 4563 or
3. Ms. Daranee Somkamnerd Certified auditor No. 5007 or
4. Ms. Jarunnee Nuammae Certified auditor No. 5996 or
5. Mr. Siramate Akkharachotkullanun Certified auditor No. 11821

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 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 excluding shareholders whose holding of such share would cause the Company to be under the obligations of any international laws (Preferential Public Offering: PPO)

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, details of the amendment to the Articles of Association are as follows:

Articles Association of the Company (before editing)	Articles Association of the Company (after editing)
<p><b><u>Section 3 : Director and Authority of Director</u></b></p> <p><b>Article 23.</b> The chairman of the board shall call the meeting of the board of directors. If the position of Chairman is vacant or unable to perform his duty If the vice-president of the board of directors, the vice-chairman of the board shall call the meeting. If the Vice Chairman is absent or unable to perform duties, the Managing Director shall call the meeting on his behalf. If the Managing Director is absent or unable to perform his duties, the senior directors in the order specified by the Board of Directors shall call the meeting of the Board of Directors.</p> <p>In convening a meeting of the Board of Directors, The chairman of the board or a designated person shall send the meeting notice to the directors at least 7 days prior to the meeting date. Unless it is urgent to protect the rights or benefits of the Company. Will notify the meeting by other means and set the date of the meeting earlier than that.</p>	<p><b><u>Section 3 : Director and Authority of Director</u></b></p> <p><b>Article 23.</b> The chairman of the board shall call the meeting of the board of directors. If the position of Chairman is vacant or unable to perform his duty If the vice-president of the board of directors, the vice-chairman of the board shall call the meeting. If the Vice Chairman is absent or unable to perform duties, the Managing Director shall call the meeting on his behalf. If the Managing Director is absent or unable to perform his duties, the senior directors in the order specified by the Board of Directors shall call the meeting of the Board of Directors.</p> <p>In convening a meeting of the Board of Directors, The chairman of the board or a designated person shall send the meeting notice to the directors at least 7 days prior to the meeting date. Except in urgent cases to protect the rights or benefits of the Company The meeting may be <i>notified by electronic means or by any other means</i> and the date of the meeting may be set earlier.</p>
<p><b><u>Section 3: Director and Authority of Director</u></b></p> <p><b>Article 30.</b> The meeting of the Board of Directors of the Company shall be held in the locality where the Company's head office is located or nearby provinces or any other place as determined by the Chairman of the Board.</p>	<p><b><u>Section 3: Director and Authority of Director</u></b></p> <p><b>Article 30.</b> The meeting of the Board of Directors of the Company shall be held in the locality where the Company's head office is located or nearby provinces or any other place as determined by the Chairman of the Board. <i>If it is a meeting via electronic media, The head office of the company shall be deemed the meeting place.</i></p>
<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 32.</b> The general meeting of the company shall be held in the locality where the company's head office is located. Or nearby provinces or at any other places as determined by the Board of Directors</p>	<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 32.</b> The general meeting of the company shall be held in the locality where the company's head office is located. Or nearby provinces or at any other places as determined by the Board of Directors <i>If the meeting is organized via electronic media Assume that the company's head office is the meeting place.</i></p>
<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 34.</b> In notifying the shareholders' meeting, The Board of Directors shall prepare a meeting invitation letter, place, date, time, and agenda. And matters to be presented to the meeting along with appropriate</p>	<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 34.</b> In notifying the shareholders' meeting, The Board of Directors shall prepare a meeting invitation letter, place, date, time, and agenda. And matters to be presented to the meeting along with appropriate details</p>

Articles Association of the Company (before editing)	Articles Association of the Company (after editing)
<p>details It clearly states that it is a matter proposed for acknowledgment, approval or consideration, along the opinion of the Board of Directors on such matter, and sent to the shareholders and the Registrar at least seven (7) days prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting Advertise in a newspaper for 3 consecutive days at least 3 days before the meeting date.</p>	<p>It clearly states that it is a matter proposed for acknowledgment, approval or consideration, along with the opinion of the Board of Directors on such matter, and sent to the shareholders and the Registrar at least seven (7) days prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting Advertise in a newspaper for 3 consecutive days at least 3 days before the meeting date. <u>Notice, notice or advertisement of any message about the meeting about the company or any advertising message via electronic media instead</u></p>
<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 35.</b> Meeting of Shareholders There must be at least 25 shareholders and proxies (if any) attending the meeting or not less than half of the total number of shareholders. And must hold shares in aggregate of not less than one-third of the total number of shares sold Therefore, a quorum was formed.</p> <p>In case it appears that any shareholder meeting One hour after the scheduled time had passed. The number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because of the request of the shareholders, the meeting was suspended. If the meeting of shareholders was not convened at the request of the shareholders to call a new meeting and send a meeting invitation letter to shareholders not less than 7 days before the meeting date. In this general meeting, a quorum is not required.</p>	<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 35.</b> Meeting of Shareholders There must be shareholders and proxies from shareholders (if any) <u>Shareholders who can appoint proxies by electronic means</u> can attend the meeting together at least 25 people or not less than half of the total number of shareholders. And must hold shares in aggregate of not less than one-third of the total number of shares sold Therefore, a quorum was formed.</p> <p>In case it appears that any shareholder meeting One hour after the scheduled time had passed. The number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because of the request of the shareholders, the meeting was suspended. If the meeting of shareholders was not convened at the request of the shareholders to call a new meeting and send a meeting invitation letter to shareholders not less than 7 days before the meeting date. In this general meeting, a quorum is not required.</p>

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. Sompjitt Chaichanajak  
Director/Company Secretary

Preliminary details of the issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited

No. 5 (“NUSA-W5”)

Type of Warrants:	Warrants to purchase ordinary shares of Nusasiri Public Company Limited No. 5 (“NUSA-W5”)
Type of Warrants:	Name-holders and transferable warrants.
Date of issuance of warrants:	Assign the Board of Directors and / or the Executive Committee and / or the Chief Executive Officer and / or the person designated by the Board of Directors or the authorized director to determine after the Approved by the shareholders' meeting
Term of the warrants:	2 years from the date of issue and offering of warrants. However, after the issuance of warrants to exercise the rights The company will not extend the term of the warrants.
Number of warrants offered for sale:	2,761,893,722 units (Two billion seven hundred and sixty-one million eight hundred ninety-three thousand seven hundred and twenty-two units)
Offering price per unit:	0 baht per unit (zero baht)
Offering method:	<ul style="list-style-type: none"> <li>It is an allocation of warrants to existing shareholders of the Company in proportion to their shareholding. Free of charge in the ratio of 5 existing ordinary shares. Per 1 unit of warrants in the amount not exceeding 2,761,893,722 units. To cut off such scraps in whole amount</li> <li>The Company reserves the right not to allocate Warrants to the existing shareholders proportionate to their respective shareholdings if the allocation of Warrants to such shareholders causes or may cause the Company to have duty under foreign law. In this regards, the Company considers not to allocate Warrants to the shareholders in the United States, People's Republic of Bangladesh, People's Republic of China, India, United Kingdom, India, Hong Kong, Federal Republic of Germany, Federal Republic of Malaysia, Republic of Singapore, Israel, Pakistan, Kingdom of Denmark, United Kingdom, Switzerland Switzerland, France and any other countries that the Company may deem appropriate. In case there are more additional countries, the Company shall further notify via the system of the Stock Exchange of Thailand.</li> </ul>
Number of shares issued to support:	Not more than 2,761,893,722 shares (par value of 1.00 baht per share)
Exercise ratio:	1 unit of warrant per 1 ordinary share (the exercise ratio may be changed later according to the rights adjustment conditions)
Exercise price:	The exercise price of the warrants is equal to 1.00 baht per share (the exercise price may change later according to the rights adjustment conditions).
Exercise period:	Warrant holders can exercise their rights to purchase ordinary shares of the Company on the last business day of June, September, December and March of each year between 9:00 a.m. and 3:30 p.m. The last exercise date falls on the date the warrants expire 2 years from the date of issuance of the warrants. In the event that the exercise date is not the same as the Company's business day Each exercise date shall be postponed to the last working day prior to such exercise date.

Secondary Market for Warrants:	Offering to be completed within 1 year from the date on which the shareholders' meeting resolves to approve the issuance and offering of such warrants. by the Board of Directors and/or authorized committee and/or persons assigned by the Board of Directors or authorized directors be the person who determines the conditions and details further
Secondary market of warrants	Offering to be completed within 1 year from the date on which the shareholders' meeting resolves to approve the issuance and offering of such warrants. by the Board of Directors and/or authorized committee and/or persons assigned by the Board of Directors or authorized directors be the person who determines the conditions and details further
Secondary market for ordinary shares arising from the exercise of warrants	Offering to be completed within 1 year from the date on which the shareholders' meeting resolves to approve the issuance and offering of such warrants. by the Board of Directors and/or authorized committee and/or persons assigned by the Board of Directors or authorized directors be the person who determines the conditions and details further
Warrant Registrar	Listed on the Stock Exchange of Thailand Thailand Securities Depository Co., Ltd. (“Securities Depository”)
Effect on shareholders	<p>Since the Company has approved the issuance and allocation of newly issued ordinary shares for warrants allocated to existing shareholders, therefore, in considering the impact on the Company's shareholders. The cases will be considered by dividing into 2 cases as follows:</p> <p>Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the company NUSA-W4 does not exercise the rights under the warrants at all.</p> <p>Case 2) Issuance and allocation of newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants</p> <p><b>1. Impact on the control dilution</b></p> <p>Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the company NUSA-W4 does not exercise the rights under the warrants at all</p> $\begin{aligned} \text{Control Dilution} &= \text{Supported shares NUSA-W5} / (\text{Paid-up shares} + \\ &\quad \text{warrants NUSA-W4} + \text{shares support NUSA-W5}) \\ &= 2,761,893,722 / (11,645,713,863 + 2,761,893,722) \\ &= 19.17\% \end{aligned}$

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise their rights under the warrants Right now Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 19.17%

Case 2) Issuance and allocation of newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants

$$\begin{aligned} \text{Control Dilution} &= \text{Supported shares NUSA-W5} / \text{Paid-up shares} + \\ &\quad \text{warrants NUSA-W5)} \\ &= 2,761,893,722 / (11,645,713,863 + 1,905,463,686 + \\ &\quad 2,761,893,722) \\ &= 16.93 \% \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according to the warrants whole amount Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 16.93%.

## 2. Impact on Price Dilution

Price Dilution = (Market price before offering - Market price after offering) / Market price before offering

Therefore

Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) of the Company NUSA-W4 does not exercise the rights under the warrants

Pre-Offering Market Price

= The weighted average market price of shares for the past 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 2/2023 held on March 8, 2023, which resolved to consider and approve the issuance of and allocation of newly issued ordinary shares to support the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) (between February 14 - March 7, 2023) equal to 1.039 baht per share (calculated from the par value of 1 baht per share)

Market price after offering

= (market price x number of paid-up shares) + (Exercise price for converting NUSA-W5 x



$$\begin{aligned} & \text{Number of Shares Supported for NUSA-W5} \\ & \text{Conversion) / (Paid-up shares + NUSA-W5} \\ & \text{convertible shares)} \\ & = (1.039 \times 11,645,713,863) + (1.00 \times 2,761,893,722) \\ & / (11,645,713,863 + 2,761,893,722) \\ & = 1.032 \text{ baht per share} \end{aligned}$$

Therefore

$$\begin{aligned} \text{Price Dilution} & = (1.039 - 1.032) / 1.039 \\ & = 0.73\% \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise their rights under the warrants Right now Existing shareholders will receive price dilution equal to 0.73 %

Case 2) Issuance and allocation of newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants

Market price after offering

$$\begin{aligned} & = (\text{market price} \times \text{number of paid-up shares}) + \\ & (\text{executing price NUSA-W4 conversion rights} \times \\ & \text{number of warrants Exercise price NUSA-W4}) + \\ & (\text{Exercise price Condition NUSA-W5} \times \text{number of} \\ & \text{shares supported for conversion Condition NUSA-} \\ & \text{W5}) / \text{number of paid-up shares} + \text{number of shares} \\ & \text{NUSA-W4} + \text{number of shares issued NUSA-W5 this} \\ & \text{time)} \\ & = (1.039 \times 11,645,713,863) + (0.88 \times 1,905,463,686) \\ & + (1.00 \times 2,761,893,722) / (11,645,713,863 + \\ & 1,905,463,686 + 2,761,893,722) \\ & = 1.014 \text{ baht per share} \end{aligned}$$

Therefore

$$\begin{aligned} \text{Price Dilution} & = (1.039 - 1.014) / 1.039 \\ & = 2.43\% \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according

	<p>to the warrants whole amount Existing shareholders will receive price dilution equal to 2.43 %</p> <p>3. Impact on Earnings Dilution</p> <p>The Company has no operating profit. Therefore still unable to calculate</p>
<p>Adjusting exercise ratio and exercise price</p>	<p>The company will adjust the exercise price and exercise ratio. When any of the following events occurs, the objective is to protect the interests of the warrant holders not to be inferior.</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's shares because of stock consolidation or a share split</li> <li>2. When the company offers any newly issued shares at a price lower than 90 percent of the share price calculated in accordance with the method used to market price at the time of the offering of shares or the market price prior to the offering of shares and is the calculation method as specified in the rights terms</li> <li>3. When the company offers for sale of the convertible debentures or the newly issued warrants by fixing the price or calculating the price of the newly issued shares to accommodate the said convertible debentures or warrants. Below 90% of the share price calculated by the market price method at the time of offering of convertible debentures or warrants. Or the market price prior to 12</li> <li>4. When the company pays all or part of the dividends as new shares to shareholders.</li> <li>5. When the company pays dividends in money which exceeds the rate stipulated in the terms and conditions</li> <li>6. When there is any other case of the same nature as 1 to 5 that makes any benefit. That the warrant holder will receive when the exercise of the warrants is inferior</li> </ol> <p>In this regard, the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to take any action including determining the conditions and other details</p> <p>Relating to the adjustment or change of the exercise ratio and exercise price</p>

Requirements for the remaining warrants:	The Company will cancel the remaining warrants in full.
Other conditions:	To assign the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Board of Directors or authorized directors has the authority to take any action Including considering pricing, conditions and other details. Of warrants including the allocation of warrants Determining the names of shareholders who are entitled to receive warrants, negotiating, agreeing to sign documents and various contracts including taking any actions necessary and appropriate in connection with the warrants and the issuance and offering of warrants at this time This includes the introduction of warrants and ordinary shares arising from the exercise of warrants. Listed on the Stock Exchange of Thailand as well as applying for permission from relevant authorities. The Company will not extend the term of the warrants Do not change the price and exercise ratio. Unless it is an adjustment according to the conditions for adjusting rights.

**Capital Increase Report Form**  
**Nusasiri Public Company Limited**  
**March 8, 2023**

Nusasiri Public Company Limited, hereby report on the resolutions of the Board of Directors No. 2/2023 held on March 8, 2023 from 2:00 p.m. to 4:00 p.m. regarding the capital increase and share allocation on the following:

**1. Capital Decrease and Increase**

**1.1 Capital Decrease**

The meeting resolved to approve the reduction of the existing registered capital of 14,716,485,397 baht, leaving the registered capital at 13,809,468,610 baht by canceling registered shares that have not been issued in the amount of 907,016,787 shares at a par value of 1 baht per share, totaling 907,016,787 shares. Decrease the Company's registered capital

**1.2 Capital Increase**

The meeting resolved to approve the increase of the Company's registered capital. from registered capital after capital reduction 2,761,893,722 baht is a new registered capital of 16,571,362,332 baht. by issuing new ordinary shares in the amount of 2,761,893,722 shares with a par value of 1.00 baht per share in the following ways:

Capital Increase	Type of Shares	Number of Shares	Face Value (Baht per Shares)	Total (Baht)
<input checked="" type="checkbox"/> Form specifying the purpose of using funds	Ordinary Shares	2,761,893,722	1.00	2,761,893,722
	Preferred Stock	-	-	-
<input type="checkbox"/> General power of attorney (General Mandate)	Ordinary Shares	-	-	-
	Preferred Stock	-	-	-

**2. Allocation of capital increase shares**

The meeting resolved to approve the allocation of newly issued ordinary shares of the Company in the amount of 2,761,893,722 shares with a par value of 1 baht per share, totaling 2,761,893,722 The details of the allocation are as follows:

**2.1 Allocation details**

Allocate	Number of shares	Ratio	Selling price per share (Baht)	Date Time Subscription and Payment of Shares	Remark
To support the exercise of the warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) issued to existing shareholders. ,excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international	no more than 2,761,893,722	5 existing ordinary shares Per 1 unit of warrant	-	-	Remark 1)

laws (Preferential Public Offering : PPO)					
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**Remark:**

Is the allocation of newly issued ordinary shares in the amount of not more than 2,761,893,722 shares at the par value of 1 baht per share to accommodate the exercise of the warrants to purchase ordinary shares of Rung 5 (NUSA-W5) that will be issued to shareholders. The Company's existing shares in the ratio of 5 existing ordinary shares per 1 unit of warrant at the exercise price of 1.00 baht per share., excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international laws(Preferential Public Offering : PPO)

The authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Board of Directors or the Executive Committee to have the power to take the following actions: (1) determine or revise the details Other methods and conditions relevant to the issuance and offering of warrants as appropriate This includes but is not limited to the terms and conditions of the Warrants. Warrant issuance date Determining the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants period of exercise or the determination of events that the Company must issue new shares to accommodate the exercise of warrants; and (2 ) negotiate, agree, sign and amend contracts, documents, sales reports, information disclosures. requests for exemptions from duty, reports, requests for various permissions and other necessary evidence related to the issuance and offering of warrants which includes contact submission of documents such request for permission, including other relevant documents, actions, contacts and/or any other actions to the Office of the Securities and Exchange Commission. stock market of Thailand government agencies and/or agencies involved in the issuance and offering of warrants and the listing of warrants on the stock exchange Listing of newly issued ordinary shares from the exercise of convertible right on the SET and to have the power to take any other necessary actions. and is appropriate to carry out the actions outlined above.

**2.2 Company Operation in event that there are fractions of shares**

In the event that there are fractions of shares remaining from the allocation the fraction of that share shall be discarded

**2.3 The number of shares remaining that have not been allocated**

- None -

**3. Schedule for the Annual General Meeting of Shareholders/Extraordinary General Meeting of Shareholders to approve the capital increase and share allocation**

The date of the Annual General Meeting of Shareholders No. 1/2023 is scheduled for April 28, 2023 at 2:00 p.m., which is held via electronic media. According to the Royal Decree on Electronic Conferencing B.E. The date for determining the names of shareholders who are entitled to attend the shareholders' meeting and vote is scheduled on March 22, 2023.

#### 4. Application for approval of capital increase/share allocation to relevant government agencies and conditions for applying for permission (if any)

4.1 The company will proceed to register the capital increase. Register to amend the Memorandum of Association and registration of changes in paid-up capital to business development karna Ministry of Commerce

4.2 The company will apply for permission from the Stock Exchange of Thailand. to receive newly issued ordinary shares as listed securities and to enter into trading transactions in the Stock Exchange of Thailand

#### 5. Objectives of the capital increase and the use of the additional capital

The amount received from this capital increase The capital increase by exercising the rights under the warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) in the amount of 2,761,893,722 baht (in the case of the exercise of the rights under the warrants to purchase ordinary shares of the Company both amount) The company will use it as working capital in business operations. and expanding the company's business and to reduce high-cost debt as a priority.

Time	Detail	Amount (Baht)
Within Year 2023-2025	As working capital for operations	500,000,000
	Business expansion investment	1,000,000,000
	Reduce high-cost debt burden	1,261,893,722
	<b>Total Using of capital increase</b>	<b>2,761,893,722</b>

#### 6. Benefits that the Company will be received from the capital increase/allotment of newly issued shares

6.1 This made the company have more working capital. As a result, there is more financial liquidity.

6.2 To expand investment in new projects that can generate continuous income for the company and increase the competitiveness of the Company in the long run

6.3 It is an expansion of the company's capital base.

6.4 It is an opportunity for business partners to be able to promote business operations with each other.

6.5 To reduce the risk of current business operations caused by the epidemic of the Coronavirus 2019 (COVID-19).

#### 7. Benefits that the shareholders will receive from the capital increase/share allotment

7.1 The company will have more working capital. in order to be used in operations This will improve the Company's performance.

7.2 Help reduce debt burden with high costs. Including helping to adjust the capital and debt structure of the company to be appropriate.

#### 8. Any other details necessary for shareholders to make a decision to approve the capital increase/allotment of newly issued shares

##### Impact on shareholders

Since the Company has approved the issuance and allocation of newly issued ordinary shares for warrants allocated to existing shareholders, therefore, in considering the impact on the Company's shareholders. The cases will be considered by dividing into 2 cases as follows:

Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the company NUSA-W4 does not exercise the rights under the warrants at all

Case 2 ) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants

#### 8.1 Impact on the decrease in shareholding proportion (Control Dilution)

**Case 1 )** Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the company NUSA-W4 does not exercise the rights under the warrants at all

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Supported shares NUSA-W5}}{(\text{number of paid-up shares} + \text{number of warrants NUSA-W4} + \text{Supported shares NUSA-W5})} \\
 &= \frac{2,761,893,722}{(11,645,713,863 + 2,761,893,722)} \\
 &= 19.17\%
 \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise their rights under the warrants Right Now Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 19.17%

**Case 2 ) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants**

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Supported shares NUSA-W5}}{(\text{number of paid-up shares} + \text{number of paid-up shares NUSA-W5})} \\
 &= \frac{2,761,893,722}{(11,645,713,863 + 1,905,463,686 + 2,761,893,722)} \\
 &= 16.93\%
 \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according to the warrants the whole amount Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 16.93%.

#### 8.2 Price drop impact (Price Dilution)

$$\text{Price Dilution} = \frac{\text{market price before offering} - \text{market price after offering}}{\text{market price before offering}}$$

So

**Case 1 )** Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the company NUSA-W4 does not exercise the rights under the warrants at all

Market price after sale

= The weighted average market price of shares for the past 15 consecutive business days prior to the meeting date. The Board of Directors No. 2/2023 on March 8, 2023 resolved to consider and approve the issuance of and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) (between February 14 - March 7, 2023) equal to 1.039 baht per share (calculated from the par value of 1 baht per share)

Market price after offering

$$= \frac{(\text{Market price} \times \text{number of paid-up shares}) + (\text{Conversion price NUSA-W5} \times \text{Number of Shares Supported for Conversion NUSA-W5})}{\text{Number of Shares Supported for Conversion NUSA-W5}}$$

$$= \frac{(\text{number of paid-up shares} + \text{Number of Shares Supported for Conversion NUSA-W5}) \times (1.039 \times 11,645,713,863) + (1.00 \times 2,761,893,722)}{(11,645,713,863 + 2,761,893,722)}$$

= 1.032 Baht per share

So

$$\text{Price Dilution} = (1.039 - 1.032) / 1.039$$

$$= 0.73\%$$

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise their rights under the warrants Right Now Existing shareholders will receive price dilution equal to 0.73 percent.

**Case 2 )** Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants

market price after offering

$$= \frac{(\text{Market Price} \times \text{Number of paid-up shares}) + (\text{Conversion Price NUSA-W4} \times \text{number of warrants NUSA-W4}) + (\text{Conversion Price NUSA-W5} \times \text{Number of Shares Supported for Conversion NUSA-W5})}{\text{Number of Shares Supported for Conversion NUSA-W5}}$$



$$\begin{aligned}
 & \frac{\text{Number of paid-up shares + Supported shares NUSA-W4 + Number of Supported shares NUSA-W5}}{\text{issued this time)}} \\
 = & \frac{(1.039 \times 11,645,713,863) + (0.88 \times 1,905,463,686) + (1.00 \times 2,761,893,722)}{(11,645,713,863 + 1,905,463,686 + 2,761,893,722)} \\
 = & 1.014 \text{ Baht per Share}
 \end{aligned}$$

So

$$\begin{aligned}
 \text{Price Dilution} & = (1.039 - 1.014) / 1.039 \\
 & = 2.43\%
 \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according to the warrants the whole amount Existing shareholders will receive price dilution equal to 2.43

### 8.3 The decline in profit sharing (Earnings Dilution)

The company has no profit from operations. therefore, cannot be calculated.

However, when comparing the benefits that the shareholders will receive from the offering of newly issued ordinary shares to accommodate the warrants this time with the reduction of the shareholding proportion (Control Dilution) as detailed above. Board of Directors Opined that the offering of newly issued ordinary shares to accommodate such warrants would benefit the shareholders more than the impact on the reduction of the voting rights of the shareholders. Since the offering of newly issued ordinary shares will be beneficial to the Company. and shareholders of the Company as follows:

- 1) causing the company to create opportunities to expand the scope of business

Using the money from the capital increase to invest in real estate, health, energy businesses and other related businesses In order to increase the opportunity to generate income and profit for the company in the future and also reduce the risk of relying on the main income from the real estate business alone which the Board of Directors considers Investment in such business will be successful and able to generate income and profit for the Company. sustainably

- 2) Reducing financial structure risks and liquidity impacts on the Company's business operations take money from this transaction to reduce high-cost debt And used as working capital in operations, causing the company to reduce the cost of interest from borrowing. This will affect the liquidity and performance of the company. from lower financial costs at the same time, capital increase increases shareholder equity. thus reducing financial structure risks. and increase the flexibility to obtain additional financing for future projects.

### 9. Schedule of actions in case the Board of Directors passes a resolution approving the capital increase/share allotment

No.	action steps	day month year
1	Board of Directors Meeting No. 2/2023	March 8, 2023
2	Date for determining the names of shareholders who are entitled to attend the	March 22, 2023

	Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)	
3	Date of the Annual General Meeting of Shareholders No. 1/2023	April 28, 2023
4	The date for determining the list of shareholders who are entitled to receive the allocation of warrants to purchase ordinary shares of the Company No. 5 (“NUSA-W5”) (Record Date)	June 15, 2023
5	Date of issuance and offering of warrants to purchase ordinary shares of the Company (“NUSA-W5”)	It will be notified in later

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature..... Authorized Director

(Mr. Visanu Thepcharoen)

Chairman

Signature..... Authorized Director

(Mr. Sompichit Chaichanajarak)

Director

**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**

According to the resolution of the Board of Directors' meeting of Nusasiri Public Company Limited No. 2/2023, held on March 8, 2023, has resolved to approve to propose to the 2023 Annual General Meeting of Shareholders. to consider and approve the increase of the Company's registered capital from registered capital after capital reduction 2,761,893,722 baht is a new registered capital of 16,571,362,332 baht by issuing new ordinary shares in the amount of 2,761,893,722 shares at a par value of 1.00 baht per share to accommodate the allocation of newly issued ordinary shares for the exercise of warrants to purchase ordinary shares of the Company No. 5 (“NUSA-W5”) in the amount of not more than 2,761,893,722 shares that the Company will issue to the existing shareholders in proportion to their shareholding, excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international laws (Preferential Public Offering : PPO)

However Details related to the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding in the Capital Increase Report Form (F53-4) appear in Attachment 2 and preliminary details of the Warrants. to purchase ordinary shares of the Company No. 5 (“NUSA-W5”) to existing shareholders According to Attachment 1, the details are as follows:

**1. Details of the offering of newly issued ordinary shares**

Allocation of new issued ordinary shares in the amount of not more than 2,761,893,722 shares at the par value of 1 baht per share.

By authorizing the Board of Directors and/or the Board of Directors to assign to have the power to take the following actions: (1) determine or revise the details Other methods and conditions relevant to the issuance and offering of warrants as appropriate This includes but is not limited to the terms and conditions of the Warrants. Warrant issuance date Determining the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants period of exercise or the determination of events that the Company must issue new shares to support the exercise of warrants; and (2) Negotiating, agreeing, signing and amending contracts, documents, sales reports, information disclosure requests for exemptions from duty, reports, requests for various permissions and other necessary evidence related to the issuance and offering of warrants which includes contact submission of documents such request for permission, including other relevant documents, actions, contacts and/or any other actions to the Office of the Securities and Exchange Commission. Stock market of Thailand government agencies and/or agencies involved in the issuance and offering of warrants and the listing of warrants in the stock exchange Listing of newly issued ordinary shares from the exercise of convertible right on the SET and have the power to take any other necessary actions. And is appropriate to carry out the actions outlined above.

**2. Objectives of the share issuance and proceeds utilization plan**

Due to the current trend of the Company's business expansion, expanding the scope of real estate business, health business, energy business. and other related businesses therefore it's necessary provide funding The Company therefore issued shares to support the exercise of such warrants. To increase the liquidity and working capital of the company's business operations. and its subsidiaries as well as helping to enhance the company have a stronger capital base to create readiness for future investment and to reduce the cost of debt The amount received from this capital increase is the capital increase from the exercise of the warrants to purchase ordinary shares of the Company No. 5 (“NUSA-W5”) that the Company will issue to the shareholders. holding the existing shares in proportion to their shareholding in the amount of 2,761,893,722 baht. The company plans to use the capital increase as follows:

**Details of the capital increase utilization plan** (In case of exercise of warrants to purchase ordinary shares of the Company in whole amount)

Period	Details	Amount (MB)
2023-2025	As to working capital for operations	500,000,000
2023-2025	Investments for business expansion	1,000,000,000
2023-2025	Reduce debt burden with high costs	1,261,893,722
	Total use of the capital increase	2,761,893,722

### 3. Effects on existing shareholders from the issuance and offering of newly issued ordinary shares to private placement coupled with warrants to existing shareholders and private placement

Since the Company has approved the issuance and allocation of newly issued ordinary shares for warrants allocated to existing shareholders, therefore, in considering the impact on the Company's shareholders. The cases will be considered by dividing into 2 cases as follows:

Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 does not exercise the rights under the warrants

Case 2) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company, NUSA-W4 exercised all warrants.

#### 3.1 Impact on the control dilution

Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 does not exercise the rights under the warrants.

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of Shares Supported NUSA-W5}}{(\text{Number of paid-up shares} + \text{NUSA-W4 warrants} + \text{NUSA-W5 supporting shares})} \\
 &= \frac{2,761,893,722}{(11,645,713,863 + 2,761,893,722)} \\
 &= 19.17\%
 \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise the warrants. Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 19.17%

Case 2) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) of the Company NUSA-W4 exercised all warrants

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Supported shares NUSA-W5}}{(\text{Paid-up Shares} + \text{Supported shares NUSA-W5})} \\
 &= \frac{2,761,893,722}{(11,645,713,863 + 1,905,463,686 + 2,761,893,722)} \\
 &= 16.93\%
 \end{aligned}$$

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according to the warrants the whole amount Existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equals to 16.93%

### 3.2 Impact on Price Dilution

Price Dilution =  $\text{Market price before offering} - \text{Market price after offering} / \text{Market price before offering}$

Therefore

Case 1) Issuance and allocation of newly issued ordinary shares to support the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) of the Company NUSA-W4 does not exercise the rights under the warrants

Pre-Offering Market Price

= The weighted average market price of shares for the past 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 2/2023 held on March 8, 2023, which resolved to consider and approve the issuance of and allocation of newly issued ordinary shares to support the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5) (between February 14 - March 7, 2023) equal to 1.039 baht per share (calculated from the par value of 1 baht per share)

Market price after offering

=  $(\text{market price} \times \text{number of paid-up shares}) + (\text{Exercise price for converting NUSA-W5} \times \text{Number of Shares Supported for NUSA-W5 Conversion}) / (\text{Paid-up shares} + \text{NUSA-W5 convertible shares})$   
 =  $(1.039 \times 11,645,713,863) + (1.00 \times 2,761,893,722) / (11,645,713,863 + 2,761,893,722)$   
 = 1.032 baht per share

Therefore

Price Dilution =  $(1.039 - 1.032) / 1.039$   
 = 0.73%

After the exercise of the warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 do not exercise their rights under the warrants Right now Existing shareholders will receive price dilution equal to 0.73%

Case 2) Issuance and allocation of newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company to existing shareholders (NUSA-W5). of the Company NUSA-W4 exercised all warrants

Market price after offering

=  $(\text{market price} \times \text{number of paid-up shares}) + (\text{executing price NUSA-W4 conversion rights} \times \text{number of warrants Exercise price NUSA-W4}) + (\text{Exercise price Condition NUSA-W5} \times \text{number of shares supported for conversion Condition NUSA-W5}) / \text{number of paid-up shares} + \text{number of shares NUSA-W4} + \text{number of shares issued NUSA-W5 this time}$   
 =  $(1.039 \times 11,645,713,863) + (0.88 \times 1,905,463,686) + (1.00 \times 2,761,893,722) / (11,645,713,863 + 1,905,463,686 + 2,761,893,722)$   
 = 1.014 baht per share

Therefore

Price Dilution =  $(1.039 - 1.014) / 1.039$   
 = 2.43%

After the exercise of the warrants to purchase ordinary shares of the Company to the existing shareholders (NUSA-W5), where the holders of the warrants to purchase ordinary shares of the Company NUSA-W4 exercise their rights according to the warrants whole amount Existing shareholders will receive price dilution equal to 2.43%

### 3. Impact on Earnings Dilution

The Company has no operating profit. Therefore still unable to calculate

## 4. Opinion of the Board of Directors

### 4.1 Rationale and necessity for capital increase

Board of Directors has an opinion, The allocation of the newly issued ordinary shares of the Company to support the warrants to purchase ordinary shares of the Company is for the purpose of raising funds. To strengthen its long-term financial position Including increasing liquidity working capital and reduce costly debt Which, due to the current epidemic of the Coronavirus 2019 (COVID-19), caused the company to have problems with liquidity and working capital. The Board therefore sees the necessity of this capital increase and the issuance and offering of warrants to purchase the Company's ordinary shares to the existing shareholders in return for the shareholders in the Company's obligations. Losses and no dividends paid over the past several years

### 4.2 Feasibility of the plan for utilizing capital increase proceeds from the offering of shares

The Company expects to issue and allocate warrants to purchase ordinary shares of the Company. To be completed within 6 months from the date on which the shareholders' meeting resolved to approve the issuance and allocation of warrants. Including receiving money from exercising the rights under the warrants within 2 years from the date of issuance and allocation of the warrants. The Company will use the proceeds received from the capital increase by exercising the rights under the warrants according to the money utilization plan. Set out in section 2. above

### 4.3 Reasonableness of Capital Increase plans for the use of the proceeds from the IPO and the projects to be implemented including the sufficiency of funding sources

The Board of Directors is of the opinion that Issuance and allocation of warrants to purchase ordinary shares of the Company It is part of the company's capital restructuring. This will bring the funds that have paid off the cost debt. And used as working capital for operations Including the expansion of various businesses of the company. Which requires capital in a relatively high value which if the company received money from the exercise of the warrants this time will make the company There is sufficient capital for the Company's investment expansion plan in the future. The company will be able to use the money according to its objectives. Which made the company Decreased in debt burden As a result, the debt-to-equity ratio decreased and the Company's liquidity and working capital increased. Including the financial position of the company. Become stronger which will result in the benefit of the Company and long-term shareholders.

### 4.4 Expected impacts on the Company's business operations as well as the financial status and operating results of the Company. Due to the capital increase and the implementation of the utilization plan or project

Board of Directors has an opinion money that the company received from the capital increase will strengthen the Company's financial strength and capital structure. And help reduce costly debts Including interest paid to the company in the future after the capital increase is completed. By reducing the debt-to-equity ratio (D/E Ratio) from 0.65:1 to 0.50:1 (in the event that the warrants are exercised to purchase the entire ordinary shares of the Company), thereby helping Reduce the risk of the company's financial structure.

### 5. Certification of the Board of Directors regarding the capital increase

In the event that the Company's directors Failing to perform duties in accordance with the law, the objectives and the Company's Articles of Association, as well as the resolutions of the shareholders' meeting with honesty and caution to protect the Company's interests In regards to the capital increase by doing or omitting any action which is not in compliance with such duties and causes damage to the Company, Can claim compensation from that director But if the company do not claim such compensation Shareholders holding shares in aggregate of not less than 5 percent of the total shares sold will notify the company able to claim and if the company Failure to proceed as notified by the shareholders that shareholder can file a claim for damages from such director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments). Which is a failure to perform duties in accordance with the law, objectives and regulations of the Company As well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the company, In matters relating to the capital increase, it causes directors, executives or related persons gain undue benefits. The Company may file a lawsuit against a director to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights in aggregate of not less than 5 percent of the voting rights. All votes of the company will notify the company can do so which if the company Failure to take action as notified by the shareholder within 1 month from the date of receiving the notification Such shareholders can exercise the right to file a lawsuit to reclaim benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

Please be informed accordingly.

Signature..... Authorized Director

(Mr. Visanu Thepcharoen)

Position Chairman of the Board

Signature..... Authorized Director

(Mr. Sompjitt Chaichanajarak)

Position Director

### Information Memorandum of the Connected Transaction of Nusasiri Public Company Limited

The Board of Directors' Meeting of Nusasiri Public Company Limited (“the Company” or “NUSA”) No. 1/2023 held on February 28, 2023 resolved to propose an agenda to the shareholders' meeting to consider approving the ratification for the purchase of ordinary shares of DEMCO Public Company Limited (“DEMCO”) totaling 90,730,000 shares at a price of 5.00 baht per share (five baht only), totaling 453.65 million baht from Thana Power Holding Company Limited (“THANA”), a connected person of the Company, THANA is a major shareholder of the Company by holding a company shares in proportion of 18.26 percent of total shares and distributors of the company.

In this regard, the purchase of DEMCO's ordinary shares is combined with the purchase of shares from an unrelated person, Ms. Nuntida. Kittitsaranon Ms. Janejira Kittitsaranon and Mr. Kamthorn Kittitsaranon, a total of 170 million shares, totaling 850.00 million baht. The source of money is a loan from THANA, a major shareholder of the company, in amount of 600.00 million baht, and accounts Margin of 250.00 million baht from Yuanta Securities (Thailand) Co., Ltd. to purchase the whole amount of such ordinary shares. By such purchase, the Company made a transaction through the Stock Exchange of Thailand. through the company Yuanta Securities (Thailand) Co., Ltd. on November 25, 2022, For loans from THANA, interest is charged at a rate of 8.75 percent per year, a loan period of 6 months, secured by number of shares of Wind Energy Holding Company. Limited to 2.60 million shares.

The acquisition of DEMCO's ordinary shares from THANA, borrowing from THANA is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Criteria for connecting transactions (and its amendments) and Announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E.2546 (And the amendment) (collectively referred to as “Connected Transaction Announcement”) because it is the purchase of DEMCO's ordinary shares from the seller of DEMCO's ordinary shares, which is a major shareholder of the Company and borrowing from a major shareholder of the Company. The value of the connected transaction is 5.22 percent of the net tangible assets (NTA) of the Company, referring to the audited consolidated financial statements of the Company. ended September 30, 2022 (the



net tangible assets of the Company as of September 30, 2022 equal to 9,195.27 million baht), the total transaction size was 479.90 million baht, representing 5.22% of NTA, which is more than 3% of NTA. Therefore, it is considered a transaction that must be disclosed according to criteria. Since the aforementioned transaction has already been made on November 25, 2022, therefore, it must be ratified and must be approved by the shareholders' meeting of the Company to consider and approve the connected transaction and must have an independent financial advisor (IFA) to comment on transaction.

In this regard, the company would like to present the information revealed to the Stock Exchange of Thailand, prepared to present the details of information about the connected transactions as follows;

#### **1. Day, Month, Year of transaction**

The Company entered into the transaction of purchasing ordinary shares of DEMCO from THANA and borrowing from THANA on November 25, 2022.

#### **2. Related Persons and Relationship with the Company**

<b>Purchaser of ordinary shares / Borrower</b>	:	Nusasiri Public Company Limited
<b>Seller of Common Stock / Money Lender</b>	:	Thana Power Holding Company Limited
<b>Relationship with the Company</b>	:	is a major shareholder of the Company holding 18.26% of the total issued and paid-up shares of the Company

### 3. General Characteristics, type and size of transaction

#### General Characteristics

1. The Company entered into a transaction to purchase ordinary shares of DEMCO from THANA, totaling 90,730,000 ordinary shares, at the offering price of 5.00 baht per share (five baht only), which is the price agreed between the Company and THANA.
2. The Company borrowed money from THANA with an interest rate of 8.75% per annum, a loan period of 6 months, and secured by a number of shares of Wind Energy Holding Co., Ltd. amount of 2.60 million shares.

#### Type and size calculation of the connected transaction

The Entering into a transaction of purchasing ordinary shares of DEMCO and borrowing money from THANA is considered a connected transaction. The size of the transaction is 5.22% of Net Tangible Assets (NTA) of the Company as of September 30, 2022, which is higher than 3.00% of NTA of the Company according to the Connected Transaction Announcements. Therefore, the Company has a duty to disclose information on the connected transactions of the Company to the Stock Exchange of Thailand according to the connected transaction announcement request approval to enter into a connected transaction of the Company from the shareholders' meeting of the Company with not less than 3 in 4 votes all of number of votes of shareholders attending the meeting and having the right to vote without counting votes on the part of the shareholders who have an interest and appointed an independent financial advisor to provide opinions on the transaction connected persons of the Company and submit such opinions to the office of the Securities and Exchange Commission, the Stock Exchange of Thailand and shareholders of the Company.

#### 4. Asset Details

##### 4.1 General information of DEMCO as of the transaction date

Company name	DEMCO Public Company Limited
Nature of business	It operates 5 main businesses, divided into 1) providing complete design, procurement, construction and installation services for electrical distribution system, high voltage transmission line system Construction of high voltage power stations - substations Renewable Energy Power Plants 2) Electrical and Mechanical Systems 3) Energy Conservation 4 ) Telecommunication Tower Construction communication network construction Signalling system 5) Production and sale of steel poles for high voltage transmission line system telecommunication tower system and bill board
Office Location	59 Moo 1, Suan Phrik Tai District, Mueang District, Pathum Thani Province 12000
Telephone Number	0-2959-5811
Fax Number	0-2959-5816
Registered Capital	822,683,573.00 Baht
Paid-up registered Capital	730,344,251.00 Baht
Committee	<ol style="list-style-type: none"> <li>1. Mrs. Prapee Puipantawong Chairman</li> <li>2. Mr. Pongsak Siricupt Chairman of Executive Committee, Chief Officer Executive and Managing Director, Director</li> <li>3. Mr. Naris Srinuan Independent Director, Audit Committee</li> <li>4. Mr. Sermsak Jarumanas Independent Director, Audit Committee</li> <li>5. Mr. Sanguan Tangdechahiran Director</li> <li>6. Mr. Pramote Insawang Independent Director, Audit Committee</li> <li>7. Mr. Prin Bholnivas Independent Director, Audit Committee</li> <li>8. Mr. Pan Kasemsub Independent Director, Audit Committee</li> <li>9. Mr. Chaiwat Lertwanarin Independent Director, Audit Committee</li> <li>10. Mr. Oran Puipantawong Director</li> <li>11. Mr. Paitoon Kamchai Director</li> </ol>

Source: SET's website

4.2 Summary of financial information of DEMCO

Statement of Financial Position  Unit: million baht	For the End		
	Year 2020	Year 2021	3 quarter of year 2022
Budget type	Total financial statements	Total financial statements	Total financial statements
Cash and equivalent cash	90.14	86.84	98.02
Trade debtors and other circulating debtors	866.05	600.71	620.73
Assets caused by circulating contracts	442.01	614.96	543.64
Short -term loans	3.08	4.86	5.46
Inventories	220.11	282.74	345.28
Other current assets	56.98	66.17	49.92
Restricted deposits at financial institutions	47.70	52.69	27.69
Other non-current financial assets	2,882.01	2,405.83	2,427.71
Investments in Associated Companies	1,397.34	1,494.48	1,500.23
Investments in subsidiaries	-	-	-
Investments in joint ventures	100.57	106.03	112.10
Trade accounts receivable and other non-current receivables	56.35	51.69	40.20
Long-term loans	-	-	-
Investment property	7.60	7.84	7.84
Land, building and equipment	274.88	281.42	317.66
Right-of-use assets	36.52	34.94	34.64
Estimated assets	745.66	742.15	739.31
Deferred Tax Assets	6.53	7.08	7.46
Other non-current assets	141.04	108.27	90.14
<b>Total Assets</b>	<b>7,374.57</b>	<b>6,948.70</b>	<b>6,968.05</b>
Overdrawn and short -term loans from financial institutions	998.90	1,202.81	1,423.94
Trade creditor and other circulated creditors	703.93	624.25	581.09
Debt caused by a circulating contract	259.75	167.92	255.17

Statement of Financial Position  Unit: million baht	For the End		
	Year 2020	Year 2021	3 quarter of year 2022
Budget type	Total financial statements	Total financial statements	Total financial statements
As for the long -term loans that are scheduled within one year	151.67	185.23	68.25
As for the liabilities, according to the rental contract within one year	6.31	5.32	4.73
Estimated debt	5.97	7.58	11.71
Other mini debt	38.33	28.42	23.83
Long -term loan	203.36	54.46	47.16
Debt according to the rental contract	6.40	3.98	4.87
Income tax debt is waiting to be cut.	289.92	221.03	243.54
Estimated non -circulated debt for employee benefits	89.70	101.84	111.27
Other non -circulation debt	0.84	0.59	0.40
<b>Total Liabilities</b>	<b>2,755.07</b>	<b>2,603.43</b>	<b>2,775.96</b>
The capital issued and paid	730.34	730.34	730.34
Excess value of ordinary shares	1,916.04	1,916.04	1,916.04
Excess capital from selling capital shares	151.95	151.95	151.95
The capital from the payment is expired.	16.36	16.36	16.36
The lower part of the capital has been stated in the subsidiary.	(4.00)	(4.00)	(4.00)
Legal reserves	82.27	82.27	82.27
Accumulated profit that has not been allocated	319.51	420.37	246.28
Other components of shareholders	1,407.03	1,031.41	1,052.33
Places that do not have control power	-	0.53	0.52
Including shareholders	4,619.50	4,345.27	4,192.09
Including liabilities and shareholders	7,374.57	6,948.70	6,968.05

## 5. Total Value of Consideration payment of value and criteria used to determine a value of consideration

The total value of all consideration in the purchase of ordinary shares of DEMCO from THANA in amount of 90,730,000 shares at price of 5.00 baht per share is a total value of 453,650,000 baht. The Company will pay the value of consideration to the sellers of the Company's ordinary shares. in cash.

The price determination in a purchase of ordinary shares of DEMCO at 5.00 baht per share is a price determination based on negotiations and agreements between the Company and DEMCO ordinary shares trader, which is lower than the weighted average closing price of DEMCO's shares calculated retroactively for 7 consecutive business days between November 15, 2022 to November 23, 2022, equal to 5.30 baht per share (information from SETSMART via [www.setsmart.com](http://www.setsmart.com))

## 6. Total value of acquired assets

In entering into the transaction to purchase ordinary shares of DEMCO, the Company will be a ordinary shareholder of DEMCO, which is listed on the SET by calculating a value, According to the account value to net tangible assets (NTA) And the weighted average market price of the Company for the past 7 consecutive business days. Between November 15, 2022 and November 23, 2022, before the date the Board of Directors resolved to purchase as follows:

Asset Value	Acquired Assets	
	Price per share (Baht per share)	Total Value of Assets Acquired from Acquisition of DEMCO's Ordinary Shares Transaction from THANA (Million Baht)
1. Account value	5.74	520.79
2. Value according to net tangible assets (NTA)	4.67	423.71
3. Weighted average market capitalization	5.30	480.87

## **7. Sources of Funds and Payment Methods**

The Company will use source of funds for entering into transaction to purchase ordinary shares of DEMCO from a loan from THANA in amount of 600.00 million baht and a margin account in the amount of 250.00 million baht from Yuanta Securities (Thailand) Co., Ltd., In order to bring money to buy that ordinary shares by that purchase, the company conducted transactions through the Stock Exchange of Thailand. Through the company Yuan Ta Securities (Thailand) Co., Ltd.

## **8. Connected persons and scope of interest**

Thana Power Holding Company Limited (“THANA”), a connected person of the company according to the Connected Transaction Announcement, THANA is a major shareholder of the Company, holding 18.26 percent of total issued and paid-up shares of the Company, THANA is thus a stakeholder in acquisition of DEMCO's ordinary shares and lending to the Company.

## **9. Objectives and benefits expected from the transaction**

The Company has an objective to invest in acquisition of DEMCO's ordinary shares transaction for investing in the business of opinion that DEMCO Public Company Limited (“DEMCO”), a company that invests in Wind Energy's shares Yi Holding Co., Ltd. (“WEH”) and operates business of construction and installation of engineering works for WEH. WEH operates the business of generating electricity from wind power. The Company entering into holds 7.12% of WEH's paid-up capital. Therefore, DEMCO is an interesting investment for the Company because it will allow the businesses of both companies to work together through the holding of the Company's shares, resulting in synergy, creating maximum benefits and creating sustainability for the Company as a shareholder.

## **10. Opinions of the Board of Directors about agreeing to enter into the transaction**

The Board of Directors' Meeting No. 1/2023 held on February 28, 2023 resolved to approve a ratification of the transaction to purchase ordinary shares of DEMCO, borrowing money from THANA, since considering that entering into such transaction. It is a diversification of the company's investment to the construction and engineering businesses which are related businesses to the

businesses in which the Company has invested in energy. It can create added value for the company from the integrated energy business. In addition, the revenue potential is expected to grow after entering into the transaction due to Business Synergy. Therefore, entering into such transaction is for the benefit of the Company and shareholders and is reasonable and consistent with the Company's strategic plan.

**11. Opinions of the Company's Audit Committee and/or Directors different from the opinion of Board of Directors**

-None-

The Company hereby certifies that information contained in this information memorandum is true and accurate in all respects and has been prepared with prudence and caution by adhering to the interests of shareholders as a priority.