

3 August 2023

**Subject:** Inform of resolutions of the Board of Directors' Meeting No. 5/2023 regarding the approval of the change of the WEH share swap method from the normal method to a backdoor listing method according to the recommendation of the SEC and the SET and ratify the connected transactions Types of financial assistance

**Attention:** Directors and Managers  
Stock Exchange of Thailand

**Attachment:** 1. Information Memorandum of Nusasiri Public Company Limited on Connected Transactions Receiving Financial Assistance from Thana Power Holding Co., Ltd.

According to the resolution of the Board of Directors Meeting No. 4/2023 as following:

1. Approved to propose to shareholders' meeting to consider and approve a reduction of the Company's registered capital in amount of 743,246,267 baht from a registered capital of from 16,571,362,332 baht to 15,828,116,065 baht by canceling 743,246,267 unissued ordinary shares with a par value of 1.00 baht per share, which are remaining ordinary shares after the exercise of warrants to purchase ordinary shares of the Company.

(NUSA-W4)

2. Approved to purchase of ordinary shares of Wind Energy Holding Co., Ltd. ("WEH") in amount of not more than 29,008,091 shares or not more than 26.65 percentage of registered and paid-up shares of WEH from Thana Power One Co., Ltd. ("TONE"), a shareholder of WEH ("the Seller of WEH Shares"), at a par value of 10 baht per share, at a price of 405 baht per share, totaling not exceeding 11,748,276,855 baht

3. Approved to propose to shareholders' meeting to consider and approve to increase of the Company's registered capital in amount of 13,053,640,950 baht from existing registered capital. (After the reduction of the registered capital in clause 1. above) in amount of 15,828,116,065 baht to a new registered capital of 28,881,757,015 baht by issuing 13,053,640,950 ordinary shares with a par value of 1.00 baht per share to support an allocation of capital increase shares to Private Placement, the seller of WEH shares in the amount of 13,053,640,950 shares.

4. Approved to propose to the shareholders' meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount not exceeding 13,053,640,950 shares at a par value of

1.00 baht per share for the allocation of newly issued shares to a specific person (Private Placement), which is Thana Power One Co., Ltd. (“TONE”), who sells 13,053,640,950 shares in WEH in The offering price is 0.90 baht per share or total value. 11,748,276,855 baht

5. Approved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the appointment of 2 additional directors, namely Mr. Nattapasin Chetudomlarp and Mr. Noppol Milintangoon.

6. Approved to appointment of Independent Financial Advisor (IFA) Discover Management Co., Ltd. as the Independent Financial Advisor (IFA).

7. The date of the Extraordinary General Meeting of Shareholders No. 1/2023 will be determined after receiving the report from Independent Financial Advisor (IFA).

Due to having a meeting with the Securities and Exchange Commission and the Stock Exchange of Thailand. The transaction size should be included in order to comply with orders and announcements of the Stock Exchange of Thailand. which falls into the size of a Type 4 transaction, must proceed in accordance with criteria for indirect securities listing (Backdoor Listing). The Board of Directors saw that it would be beneficial to the Company and its shareholders. and have an impact on existing shareholders.

The Board of Directors held on the Board of Directors Meeting No. 5/2023 as follows:

1. Approved to proceed with the order of the Office of the Securities and Exchange Commission and the SET above by changing the stock swap with WEH to a type of backdoor listing when the Company has completed all preparations according to the criteria set forth above. related to the Stock Exchange of Thailand and the opinion of the Independent Financial Advisor (IFA)

2. Resolved to cancel a resolution of Board of Directors Meeting No. 4/2023, items 1-5 and 7.

3. Resolved to ratify the connected transaction receiving financial assistance from Thana Power Holding Co., Ltd., a major shareholder of the Company, in total amount of 260.00 million baht.

Please be informed accordingly.

Yours sincerely

(Mr. Visanu Thepcharoen)

Chairman

## Information Memorandum of Nusasiri Public Company Limited on Connected Transactions Receiving Financial Assistance from Thana Power Holding Co., Ltd.

The Board of Directors' meeting of Nusasiri Public Company Limited (“the Company” or “NUSA”) No. 5/2023 held on August 3, 2023 resolved to ratify the connected transaction. Receiving financial assistance from Thana Power Holding Co., Ltd., a major shareholder of the Company, in the total amount of 260.00 million baht by borrowing 2 items as following:

1) On March 21, 2023, made a loan contract in the amount of 60,000,000 baht, with an interest rate of 8.75% per year and a loan period of 3 months, with collateral of 260,000 shares of Wind Energy Holding Co., Ltd. pledged to be used as working capital. Currently, the company has completed the loan payment under this contract for May 19, 2023.

2) On July 3, 2023, made a loan contract in the amount of 200,000,000 baht, with an interest rate of 8.75% per year and a loan period of 6 months, with a pledge of 866,990 shares of Wind Energy Holding Co., Ltd. to be combined with the Company's money to repay the loan of Thana Power Holding Co., Ltd. under the original contract in the amount of 600,000,000 baht due.

Since the aforementioned transaction is a transaction with a connected person, Thana Power Holding Co., Ltd., holding 24.98% of the Company's paid-up capital (as of July 17, 2023), therefore entering into The network is a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 and its amendments, and the Notification 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. 2003 dated 19 November 2003 and the amendments.

entering into the transaction with such a connected person The size of the transaction is as follows:

1) Loan amount 60.00 million baht, period 3 months, interest payment of 1.312 million baht (interest rate 8.75% per year), representing transaction size 0.02% of net tangible asset value as of March 31, 2023 (the value of net tangible assets as of March 31, 2023 is 8,718.09 million baht).

2) Loan amount 200.00 million baht, period 6 months, interest payable is 8.750 million baht (interest rate 8.75% per year), representing transaction size 0.10% of net tangible asset value as of March 31, 2023 (the value of net tangible assets as of March 31, 2023 is 8,718.09 million baht).

Including the two items, the transaction size is 10.062 million baht, or 0.12% of the net tangible asset value, which is more than 1 million baht but not more than 20 million baht and more than 0.03% but not more than 3.00% of the available assets. net identity It is within the scope of having to be approved by the Board of Directors' meeting before entering into the transaction. But since it did not seek approval from the Board of Directors' meeting this time, the resolution of the Board of Directors' meeting was requested to be ratified.

**Information about connected transactions**

list type	List of requests for financial assistance from Thana Power Holding Co., Ltd.
Day/month/year of transaction	March 21, 2023 and July 3, 2023
Involved parties	Help recipient : Nusasiri Public Company Limited Helper : Thana Power Holding Co., Ltd.
Relationship	Thana Power Holding Company Limited is a major shareholder of the Company. by holding 24.98% of the company's paid-up capital (as of July 17, 2023).
General characteristics of the transaction	<p>The Board of Directors' Meeting No. 5/2023 resolved to ratify the receipt of financial assistance by loan from Thana Power Holding Co., Ltd., in the total amount of 260 million baht, to be used as working capital and to repay debts that are due to the Company as follows:</p> <p>1) On March 21, 2023, made a loan contract in the amount of 60,000,000 baht, with an interest rate of 8.75% per year and a loan period of 3 months, with collateral of 260,000 shares of Wind Energy Holding Co., Ltd. pledged to be used as working capital. Currently, the company has completed the loan payment under this contract for May 19, 2023.</p> <p>2) On July 3, 2023, made a loan contract in the amount of 200,000,000 baht, with an interest rate of 8.75% per year and a loan period of 6 months, with collateral The number of shares of Wind Energy Holding Co., Ltd. in the amount of 866,990 shares to be combined with the company's money to repay the loan from Thana Power Holding Co., Ltd. according to the original contract in the amount of 600,000,000 baht due.</p>
total value of the item	<p>Interest expenses payable to Thana Power Holding Co., Ltd. are as follows:</p> <p>1) Loan amount 60.00 million baht, period 3 months, interest payment of 1.312 million baht (interest rate 8.75% per year), representing transaction size 0.02%</p>

list type	List of requests for financial assistance from Thana Power Holding Co., Ltd.
	<p>of net tangible asset value as of March 31, 2023 (the value of net tangible assets as of March 31, 2023 is 8,718.09 million baht).</p> <p>2) Loan amount 200.00 million baht, period 6 months, interest payable is 8.750 million baht (interest rate 8.75% per year), representing transaction size 0.10% of net tangible asset value as of March 31, 2023 (the value of net tangible assets as of March 31, 2023 is 8,718.09 million baht).</p> <p>Including the two items, the transaction size is 10.062 million baht, or 0.12% of the net tangible asset value, which is more than 1 million baht but not more than 20 million baht and more than 0.03% but not more than 3.00% of the available assets. net identity</p>
Reason and necessity	<p>because the company There is an urgent need for money. To be working capital and debt repayment due to the company. It is necessary to seek funding sources that are not costly. Alternatives for obtaining loans that are convenient, fast, and have low financial costs In addition, it does not affect shareholders in general. Therefore, the loan from Thana Power Holding Co., Ltd. will help the company manage funds more efficiently.</p>
Opinion of the Board of Directors	<p>It is to increase liquidity for the benefit of the Company's business operations in the short term. The interest rate to be paid is close to the average cost of finance for the Company. It is also convenient, fast, and flexible, so taking a loan with Thana Power Holding Company Limited is reasonable.</p>
Opinions of the Audit Committee and/or Company Directors that are different from the opinions of the Board of Directors	-None-
Meeting attendance and voting of interested directors or a related person	-None-
Size of the connected transaction	<p>0.12%</p> <p>(Type of transaction, giving or receiving financial assistance)</p>

list type	List of requests for financial assistance from Thana Power Holding Co., Ltd.
(percentage of net tangible assets as of 31 March 2023)	

Please be informed accordingly

Yours sincerely,

(Mr. Visanu Thepcharoen)  
Chairman of the Board