

NUSA. 045/2566

August 3, 2023

Subject: Inform of Resolution of the Board of Directors' Meeting No. 5/2023 regarding the cancellation of the purchase of ordinary shares of Wind Energy Holding Co.,Ltd. ("WEH") according to the resolution of the Board of Directors No. 4/2023 and agreed to proceed Swap shares with WEH, type of backdoor listing, and ratification of connected transactions. (Revised 1)

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 Nusasiri Public Company Limited ("the Company"), which received a letter and held a meeting with the SEC and the SET, it was deemed appropriate to include the transaction size in order to comply with the regulations and notifications of the Stock Exchange of Thailand. The size of the transaction is classified as a type 4 transaction that must be processed in accordance with the criteria for backdoor listing. The Board of Directors is of the opinion that It will also be beneficial to the company and shareholders. But the company must take time to prepare completely according to the relevant criteria of the Stock Exchange of Thailand. and considering the opinions of the Independent Financial Advisor (IFA) on various matters completely before The Board of Directors No. 5/2023 held on August 3, 2023, resolved to approve the transaction as follows:

1. Resolved to approve the cancellation of the resolution of the Board of Directors No. 4/2023 regarding the approval of the purchase of ordinary shares of Wind Energy Holding Company Limited ("WEH") and the issuance and allocation of newly issued ordinary shares for capital increase shares for private placement (Private Placement), reduction and increase of the company's registered capital, and the appointment of two additional directors, with the resolution remaining only for the appointment of an independent financial advisor (IFA).

2. Resolved to approve the implementation of the order of the SEC Office and the SET above. The stock swap with WEH is a type of backdoor listing when the Company has prepared in accordance with the relevant criteria of the SET and has considered the opinions of the Independent Financial Advisor (IFA) on all matters already to be presented to the Board of Directors for further consideration.

3. 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.

Please be informed accordingly.

Yours sincerely

(Mr. Visanu Thepcharoen)
Chairman of the Board

Office of Company Secretary

Tel. 0 2030 1399 ext. 117

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	<p>-None-</p>
Meeting attendance and voting of interested directors or a related person	<p>-None-</p>
Size of the connected transaction	<p>0.12% (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