



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Ref. NUSA. 051/2017

Date: May 29, 2017

Subject: Resolution of the Board of Directors Meeting No. 5/2017
Information Memorandum on the Asset Acquisition of NUSA and Disposal of Assets of a Subsidiary. (Additional)

Attention : Director and Manager
The Stock Exchange of Thailand

Refers to the Board of Directors of Nusasiri Public Company Limited (“the company” or “NUSA”) Meeting No. 5/2017 held on May 29, 2017, the meeting had approved to the transaction, the acquisition and disposition of assets following;

1. The meeting approved the investment in the company Panacee Medical Hong Kong Limited, running a Wellness Business in Hong Kong and China.

The company (“NUSA”) plans to invest and increase its share capital in the Panacee Medical Hong Kong Limited from the original registered capital of 10,000 HKD to the new registered capital of 80,000,000 HKD (About 352,000,000 Baht at the exchange rate of 1 HKD: 4.4 Baht) by invests 61 percent of its share capital, representing 48,800,000 HKD (About 214,720,000 Baht at the exchange rate of 1 HKD: 4.4 Baht)

The investment in the mentioned project is not related party transaction with the value of the transaction calculated in accordance with required rules is not higher than 1.75 Percent of the company’s total assets stated in the consolidated financial statement, dated March 31, 2017. which is considered as Asset-generated income in accordance with the Notification of the Capital Market Subsidiary Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, dated 31 August 2551 and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) as well as the amendment (all to be called “Basis of Acquisition and disposal”)

However, the investment mentioned above is in line for the case of a joint venture or aborted joint venture at 10 percent of the fully paid up registered capital of the target company or more according to the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets. The transaction details of the investment in affiliated company are provided.

The Company would like to inform the details the investment on the acquisition of the assets of the parent company as follows;

(1) Date, month, year to enter into the transaction

After the meeting of company director (“NUSA”). The company will have a process on July, 2017 to invest in the ordinary stock and On September 2017 will have a plan for increase its share capital from the original registered capital of HKD 10,000 to the new registered capital of 80,000,000 HKD. Par value is 1 HKD per share in the company Panacee Medical Hong Kong Limited

(2) Parties Transactions and Relationships with the Company

Nusasiri Public Company Limited holds the shares in Panacee Medical Hong Kong Limited of 61%

(3) Transaction Type and Transaction Value

Panacee Medical Hong Kong Limited write established at February 22, 2017 with registered capital of 10,000 HKD. Divided into ordinary stock 10,000 share. Par value is 1 HKD per share for Wellness

The Company ("NUSA") will invest 61% of original registered capital and plans to increase capital from a value of 10,000 HKD to 80,000,000 HKD, It is divided into ordinary stock 80,000 share. Par value is 1 HKD per share as the same price of buy and sale stock.

(4) Calculation of the Transaction Size

Considering the size of the acquisition of the assets of Nusasiri Public Company Limited calculated the size of the transaction in reference to the company's consolidated financial statement as of March 31, 2017 as the following details:

Calculation Method

Calculation Method	Size of the transaction	
1. Net Tangible Assets (NTA)	Cannot be calculated because there is no company financial statement.	
2. Net profit	Cannot be calculated because there is no operation.	
3. Total value of Consideration	214.74 million baht*100	1.75%
	12,273.28 million baht	
4. Value of Capital Shares	Cannot be calculated because there is no offering share for buying asset.	

Remark: Panacee Medical Hong Kong Limited just listed on February 22, 2017, There is no the company's financial statements because it is not start the operation.

The company does not had any entries of transactions in the past 6 months, and the highest total value of transaction is 1.75% of total assets following the basis according to criteria Net Tangible Assets, the size of the transaction is less than 15% of the asset acquisition or disposition criteria.

(5) Details of the asset to be acquired

Company Name	Panacee Medical Hong Kong Limited
Date of investment	July 2017
Assets to be acquired	The Company's ("NUSA") holds 61% of its share
Registered Capital	10,000 HKD, increase capital to be 80,000,000 HKD
Company Location	Hong Kong
Type of business	Running a Wellness Business
Board of Directors	The company's ("NUSA") will appoint directors or appropriate persons to directors after increase the registration capital for 2 people and It will come other shareholder for 2 people.

The shareholding structure of Panacee Medical Hong Kong Limited, before and after transaction.

No.	Names of Shareholders	Before transaction		After transaction	
		Number of shares	Shareholding (%)	Number of shares	Shareholding (%)
1	Mr. Dongyi Hua	10,000.00	100.00%	2,400.00	24.00%
2	Nusasiri Public Company Limited	-	-	6,100.00	61.00%
3	Mr. Lihong Ma	-	-	1,500.00	15.00%
	รวม	10,000.00	100.00%	10,000.00	100.00%

The shareholding structure of Panacee Medical Hong Kong Limited, after the capital increase.

No.	Names of Shareholders	Before transaction		After transaction	
		Number of shares	Shareholding (%)	Number of shares	Shareholding (%)
1	Mr. Dongyi Hua	2,400.00	24.00%	19,200,000.00	24.00%
2	Nusasiri Public Company Limited	6,100.00	61.00%	48,800,000.00	61.00%
3	Mr. Lihong Ma	1,500.00	15.00%	12,000,000.00	15.00%
	รวม	10,000.00	100.00%	80,000,000.00	100.00%

Remark: - At present, Panacee Medical Hong Kong Company Limited has registered capital 10,000 HKD divided into 10,000 ordinary stock at a par value of 1 HKD per share.

- It plans to increase its registered capital from 10,000 HKD to 80,000,000 HKD, divided into 80,000,000 ordinary stock at a par value of 1 HKD per share.

Management and preparation of financial statements for Panacee Medical Hong Kong Limited.

The company ("NUSA") will manage and prepare financial statements for Panacee Medical Hong Kong Limited by appoint directors who has an experience and professional of wellness. The director will be placed permanently at Panacee Medical Hong Kong Limited for facile to coordinate and manage business moreover shareholders are business's famous, potential of financial and has known as customer target of China. The company will have professional auditor audit the financial statement and send to parent company ("NUSA")

The company ("NUSA") invests in ordinary stock in Panacee Medical Hong Kong Limited because Panacee Medical Hong Kong Limited is the new company which have no any transaction. It's reduce the expenses and also Consistent with plan of investment expansion which is wellness and stem cell that therapy of cell and protect for deteriorate of cell.

(6) Sources of Funds

The Company uses internal cash flow from the operation of the Company.

(7) Potential benefit to the Company

The Company (“NUSA”) will invests in ordinary stock 61% of register capital which is offer to buy ordinary stock 6,100 share as a par value of 1 HKD totally 6,100 HKD of the old shareholder and plan for increase its shareholder in the future. The original registered capital of 10,000 HKD to the new registered capital of 80,000,000 HKD. It is divided into ordinary stock 80,000 share. Par value is 1 HKD per share as the same price of buy and sale stock.

After Panacee Medical Hong Kong Limited have a new register capital, The Company (“NUSA”) will invest in ordinary stock 61% of new register capital. It will be 48,800,000 HKD divided to 48,800,000 share and Par value is 1 HKD.

(8) Conditions of defining return

The company (“NUSA”) Feasibility assumption of Defining return is

Primary assumption	Detail	
Investment Budget	Total of investment budget	350,000,000 Baht
	Divided to	
	Decoration Cost	200,000,000 Baht
	Medical Equipment Cost	70,000,000 Baht
	Marketing Cost	40,000,000 Baht
	Others Cost	40,000,000 Baht
Number of customer	1 st Year	1,800 People
	2 nd Year onward	1,800 People
Occupancy rate		80% of Estimably number of customers
Service fees		1,000,000 Baht/person/year
Building rental fees	Year 1 st - Year 2 nd	No charge
	Year 3 rd - Year 5 th	2,500,000 Baht / Month
	Year 6 th - Year 8 th	3,500,000 Baht / Month
	Year 9 th Onward	3,500,000 Baht / Month
Cost of Service		40% of Service fees
Number of Employee	Manager & Employee	35 People
	Medical People	54 People
Employee Expense		1,850,000 Baht/ Month
Marketing and Sales Expense		10% of Total revenue
Utility Expense		700,000 Baht/ Month
Operation Expense		1,050,000 Baht/ Month
Loan	245,000,000 Baht/ Month	It's 70% of investment budget
Interest rate		7.50% / Year
Corporate Tax		10.80%

Source or reference for projection:

Number of Visitors: Estimated from existing customer database.

Number of customer: Due to the first year of service use customer database and Trend of health care in China, it ensures that it can be managed at an estimate ratio.

Service Rate: The estimated price come from each services with prepare to get it suitable of each customer by each program. The service fee is fully pay in the member type. It's all include full service.

Cost of service: Estimates of data by headquarter of Panacee Company.

Expenses: These are estimates in line with the Company's business plan such as Employee expenses divided into medical personnel management which includes Executive Level, Manager, Officer, Doctor, Pharmacist, Asst. Pharmacist, Nurse, Asst. Nurse, C.S (Customer Service) and other expenses Primary assumption.

Based on the above assumptions feasibility study by setting the duration of the project for 10-year. The project has net income 3,921 million Baht and Net cash flow 4,478 million Baht. Over a 10-year period with a return internal rate of return (IRR) will be 218 percent per year, net present value (NPV) will be 2,405 million Baht by using 12% discount on cash (DCF), return on investment (ROI) will be 112% per year and return on equity will be 373% per year.

(9) Expected benefits for the company

Based on the feasibility study of the investment, expects of the Company will be a good return on investment which is bring profit and cash flow to the company for a short time.

For the health business also helps main business which is the real estate business of the parent company (NUSA) and its subsidiaries company including the company's projects such as Nusasiri My Ozone, Nusasiri Rama II, Nusasiri Chivani Pattaya and others. It is consistent with the plan of the company which is health village and it is also the first of Thailand that bring Thailand to Medical Hub. It's also have the expansion of the health lover because of the health business that The Company has invested in China, has been interested in the healthy Chinese population. As the business grows, the company has becomes famed to foreign investors and expand opportunities for the company's projects in Thailand because Thai people are focuses on health. The company will bring the resort to become a resort for health and investors.

According to the Company's operating plan ("NUSA") in the year 2017, and in the future, it plans to operate the property development business along with the wellness business with the business model. It is a holistic health care inhibition from the cause of disease by examining the health of the physician covering all the system of the body and know the results quickly. To expand the business and promote the main of the business which has already been done. It attracts customers including tourists. At present the number of health continues to increase in domestically and internationally, the company expand its business to overseas customer base. Started in China and the Company has a concept and plan to invest in China with Panacee Medical Hong Kong Ltd., which will run a health business. This makes it possible to build a network of health-loving people in China. Investment also promotes the image of the company. To be lead in real estate development and It can expand base of Target.

The investment also enhances the image of the parent company (NUSA), which is a way to add value and profit to the company in the business of Wellness and also reducing the risk and adding value to our core business.

(10) Conditions of entering into the transaction

The Company has not made any transaction during the past 6 months. The maximum transaction size is 1.75% of total assets. Based on the total value of consideration criteria. The transaction size is less than 15% of the criteria for the acquisition or disposition of assets.

When comparing the price of shares acquired and the share value of stock throughout the project with a 10-year life-time are calculated using a DCF. The stock value has value to 32.11 Baht which is the company buy at 4.47 Baht

(11) The Board of Directors opinions

The Board of Directors has expressed the opinions that the aforesaid transaction is reasonable and to expand the business to overseas including the target audience and for the benefit of the company and this will enhance the Company's future potential.

(12) Opinion of the Audit Committee and/or Directors of the Company which are different from those of the Board of Directors

- None -

2. The Meeting resolved to approve the transactions and disposition of assets of the subsidiary “Nusa Sriracha Condotel Company Limited” the sale of investment in subsidiaries 50% of the share capital, a value of 175 million Baht for the Sangfah Construction & Engineering Company Limited the large construction companies in the country experience in the construction of large buildings, the intention to participate in the project invested assets Sriracha Phase 1.

The investment in the mentioned project is not connected transaction with the value of the transaction calculated in accordance with required rules is not higher than 2.02% from the company’s total assets stated in the consolidated financial statement, dated March 31, 2017. Which is considered as a disposal of assets pursuant to the Notification of the Capital Market Subsidiary Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, dated 31 August 2551 and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) as well as the amendment (all to be called “Basis of Acquisition and disposal”)

However, the investment mentioned above is in line for the case of a joint venture or aborted joint venture at 10 percent of the fully paid up registered capital of the target company or more according to the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor/Por. 11-00 Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company.

The Company would like to inform the details on the disposition of assets of subsidiaries “Nusa Sriracha Condotel Company Limited” as the following;

(1) Date, month, year to enter into the transaction

The Company will operate within 3 months after approval by the Board of Directors.

(2) Parties Transactions and Relationships with the Company

Buyer: Sangfah Construction & Engineering Company Limited

Seller: Nusa Sriracha Condotel Company Limited (Subsidiary of “NUSA”)

Buyer and Seller are not related persons and not considered as a connected transaction.

Company Background Sangfah Construction & Engineering Company Limited

Sangfah Construction & Engineering Company Limited (known as " Sangfah Engineering Company Limited"). It was established in 1967 with a registered capital of 1,000,000 baht and in 1969It has changed to Sangfah Construction & Engineering Company Limited. At the beginning of the contractor only steel which has been entrusted to carry out construction projects for a very long time. Especially high-tech projects such as silos, cement factories, cement plants. And hangar work etc.

In the years 1977-2538, Saeng Fah Construction Co., Ltd. has grown with the Thailand economic growth. It has expanded into high-rise projects such as Head Office Building, Thai Cement Public Company Limited, Evergreen Tower View Tower and SNC Tower

Currently, the registered and paid-up capital is 500,000,000 baht (five hundred million baht).

Shareholding Structure of the Company Saeng Fah Construction Co., Ltd. Information as of May 29, 2560

No.	Name of shareholder	Number of share	% of Shareholding
1	Mr. Sukit Amporn Suksakul	2,330,534.00	46.61%
2	Mrs. Sunearat Amporn Suksakul	1,336,384.00	26.73%
3	Mr. Cherdsak Amporn Suksakul	447,640.00	8.95%
4	Mr. Anusak Amporn Suksakul	427,912.00	8.56%
5	Mrs. King Tiranapanya	223,624.00	4.47%
6	Mrs. Nusara Asana	103,594.00	2.07%
7	Mr. Seree Thai Prasert	62,160.00	1.24%
8	Minor shareholders	68,152.00	1.36%
	Total	5,000,000.00	100.00%

(3) Transaction Type and Transaction Value

Nusa Sriracha Condotel Company Limited, the 100 % subsidiary company of "NUSA", registered capital Bath 315,000,000, separate into 3,150,000 ordinary shares at par value of Baht 100 per share.

By subsidiary to carry out the divestment 50% of registered capital separate into 1,575,000 ordinary shares. Sales price is 111.11 Baht per share to the Sangfah Construction & Engineering Company Limited the total turnover 175,000,000 Baht.

(4) Calculation of the Transaction Size

Considering the size of the acquisition of the assets of Nusasiri Public Company Limited calculated the size of the transaction in reference to the company's consolidated financial statement as of March 31, 2017 and the financial statement of Nusa Sriracha Condotel Company Limited as of December 31, 2016 as the following details:

Calculation Method

Calculation Method	Size of the transaction	
1. Net Tangible Assets (NTA)	$(290.23 * 50\%) * 100$ 7,196.91	2.02%
2. Net profit	Cannot be calculate as because the subsidiary loss.	
3. Total value of Consideration	$175.00 * 100$ 12,273.28	1.43%
4. Value of Capital Shares	Cannot be calculated as there is no issuance of shares.	

Remark: Information in the calculation of the transaction size in the consolidated financial statements of the Company ("NUSA") as of March 31, 2017 and the information in the financial statements of subsidiaries. "Nusa Sriracha Condotel Company Limited" as of December 31, 2016.

The company has not had any entries of transactions in the past 6 months, and the total value of transaction equals 2.02% of its total assets following the basis according to criteria Net Tangible Assets, the size of the transaction is less than 15% of the asset disposition criteria.

(5) Details of disposed assets

Company Name	Nusa Sriracha Condotel Company Limited
Date of Registration	April 20, 2015
Disposed assets	1,575,000 ordinary shares
Registered Capital	Baht 315,000,000 separate into 3,150,000 ordinary shares at Par value of Baht 100 per share.
Headquarters of disposed assets	2922/213 Charn Issara Tower 2, 13 th floor (12 A) New Petchburi Road, Bangkapi, Huay Kwang, Bangkok.
Type of business	Conducts condominium development business for sale.
Board of Directors at 25 May 2017.	Mr. Visanu Thepcharoen, Mr.Sompijit Chaichanajarak and Mrs.Siriya Thepcharoen

Nusasiri Sriracha Condotel consist of 4,388.40 square wah of land size definite to 422.60 sq.wah (Land, Office Building road servitude) , 1,896.10 sq.wah is the area of Nusasri Sriracha Phase 1 (C + D Building) , 2,069.70 square wah is the area of Nusasiri Sriracha Phase 2 (Building A + B).

Currently, Building D is approved for Environmental Impact Assessment. (Environmental Impact Assessment (EIA)). Building C is in the process of considering the EIA and the land is being prepared for further construction.

In the future, the land will be transferred to the parent company ("NUSA") for the second phase of 2,069.70 square wah. Or maybe there will be further investment in the Phase 2 project.

The business model of Nusa SriRacha Condotel Co., Ltd.

Nusasiri Sriracha Condotel Co., Ltd. is a business model for the development of high-rise buildings for sale. The construction and development for the condominium and sale to the public It is also provides services for buyers who propose to purchase maintenance suites. As well as providing resale or rental services. To buyers who want to sell or rent.

The shareholding structure of Nusa Sriracha Condotel Company Limited, after the transaction.

Names of Shareholders	Number of shares	Shareholding (%)
1. Nusasiri Public Company Limited	1,575,000	50.00%
2. Sangfah Construction & Engineering Company Limited	1,575,000	50.00%

**STATEMENTS OF FINANCIAL POSITION AND STATEMENTS OF INCOME FOR NUSA SRIRACHA CONDOTEL CO., LTD.
FOR THE YEAR ENDED DECEMBER 31, 2015, 2016 AND THE THREE-MONTH PERIOD ENDED MARCH 31, 2017**

STATEMENTS OF FINANCIAL POSITION	FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2017	THE YEAR ENDED DECEMBER 31, 2016 (AUDITED)	THE YEAR ENDED DECEMBER 31, 2015 (AUDITED)
CURRENT ASSETS			
Current assets	791,510,191.07	782,334,572.30	757,792,985.96
Other current assets	5,675.11	5,675.11	96.44
TOTAL CURRENT ASSETS	791,515,866.18	782,340,247.41	757,793,082.40
NON - CURRENT ASSETS			
Non - current assets	8,795,755.87	9,212,251.26	1,120,075.13
Other non - current assets	20,000.00	20,000.00	20,000.00
Total Non - Current Assets	8,815,755.87	9,232,251.26	1,140,075.13
TOTAL ASSETS	800,331,622.05	791,572,498.67	758,933,157.53
CURRENT LIABILITIES			
Current Liabilities	512,482,287.34	500,599,205.39	461,318,036.26
Other current liabilities	535,213.08	735,704.40	481,950.20
Total Current Liabilities	513,017,500.42	501,334,909.79	461,799,986.46
TOTAL LIABILITIES	513,017,500.42	501,334,909.79	461,799,986.46
TOTAL SHAREHOLDERS' EQUITY	287,314,121.63	290,237,588.88	297,133,171.07

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	800,331,622.05	791,572,498.67	758,933,157.53
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STATEMENTS OF INCOME	AS OF MARCH 31, 2017	AS OF DECEMBER 31,2016 (AUDITED)	AS OF DECEMBER 31,2015 (AUDITED)
<u>REVENUES</u>			
Interest income	-	69,416.79	539,178.12
Others	28,890.01	31.66	1,681.00
Total Revenues	28,890.01	69,448.45	540,859.12
<u>EXPENSES</u>			
Selling expenses	1,834,257.67	4,427,532.41	16,260,508.53
Administrative expenses	1,118,099.59	2,537,498.23	1,856,725.55
Other expenses	2,952,357.26	6,965,030.64	18,117,234.08
PROFIT (LOSS) BEFORE FINANCE COST	-2,923,467.25	-6,895,582.19	-17,576,374.96
Finance cost	-	-	290,453.97
NET PROFIT (LOSS)	-2,923,467.25	-6,895,582.19	-17,866,828.93
BASIC EARNINGS (LOSS) PER SHARE	-0.93	-2.19	-5.67
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (SHARES)	3,150,000.00	3,150,000.00	3,150,000.00

Note: *Nusa Sriracha Condotel Co., Ltd. Established in April 20, 2015*

The financial statements of Nusasiri Sriracha Condotel Co., Ltd. At currently revenue is come from interest income because revenue from the sale of resident are still waiting for the transfer of customers.

(6) Criteria to determine the price

Nusasiri Public Company Limited (“NUSA”) to sell the shares of its subsidiaries “Nusa Sriracha Condotel Company Limited 1,575,000 ordinary shares at Par value of Baht 100 per share the proportion of holding 50% distributed to the Sangfah Construction & Engineering Company Limited, total turnover of 175,000,000 Baht the price is 111.11 Baht per share.

It uses the criteria for calculation and pricing of two methods of trading with the following details:

1) Financial Cost For Calculation (Investment)

Issued and paid - up share capital 3,150,000 ordinary shares (Share Capital - Baht 100 each)		
Total	315,000,000.00	Baht
Financial Cost of Investment capital 7.5% for 1.5 years	35,437,500.00	Baht
(Calculated from Financial Cost of Nusa Sriracha Condotel Co.,Ltd)		
Total	350,437,000.00	Baht
Sales proportion 50%	175,218,500.00	Baht
Price	175,000,000.00	Baht

2) Booked Value For Calculation**Book value for Calculation at 31 December 2016**

Equity (Book Value)	290,237,588.88	Baht
Book Value 50%	145,118,794.44	Baht
Price for sale	175,000,000.00	Baht
Per share	111.11	Baht

(7) Potential benefit to the Company

Currently, financial institutions are not lending to this has a direct impact on the Company.

Sangfah Construction & Engineering Company Limited is a large construction company Experienced in building construction and large buildings. It is also have a good performance. As a result of joint venture "Nusa Sriracha Condotel Company Limited" have a high investment capital and construction. It is strategic partner of The Company's which help in manage the construction and manged cost of construction.

The disposal of assets of the subsidiary "Nusasiri Sriracha Condotel Co., Ltd." It's reduce the risk of expanding business with high capital investment and the company is necessary to invest a lot of money for the development of a business plan. The disposal of assets will increase liquidity and reduce investment in the construction of the project.

(8) Plans to use proceeds from the disposition.

The sale of shares in Nusasiri Sriracha Condotel Co., Ltd. of 50%, resulting in cash received from a subsidiary of 175,000,000 Baht. The Company will use the proceeds from the disposal of investment in the Company. Subsidiary "Nusa Sriracha Condotel Co., Ltd." to use as working capital for the operation. It is also part of Nusasiri Legend Siam, Nusasiri State Tower, Nusasiri City Rama II and Colmar Condo Khao Yai.

(9) Opinion of the Board of Directors on the entering into of the transaction

The Board of Directors has expressed the opinions even though the project will have good sales results, but because of the performance of the company ("NUSA") last year not good, the company there are also plans to expand the business and develop a lot more projects. Therefore, the transaction is considered are appropriate in the transaction.

(10) Opinion of the Audit Committee and/or Directors of the Company which are different from those of the Board of Directors

- None -

The Company hereby certifies that the information contained in this information memorandum is correct and true in all respect and it is written with due diligence and acted in the best interests of the shareholder.

Please be informed accordingly

Yours sincerely,

(Mr. Sompjit Chaichanajarak)

Director/ Company Secretary

Office of Company Secretary

Tel. 0 2030 1399 Ext 117.

