

Ref. NUSA.003/2022

January 20, 2022

Re: Notification of Resolutions of Board of Directors' Meeting No. 1/2022 Re: Acquisition of Shares in Wind Energy Holding Company Limited, Reduction of Registered Capital, Increase of Registered Capital, the allocation of newly issued shares by the way of Private Placement, the adjustment of right of warrants, and the Schedule of Extraordinary General Meeting of Shareholders No. 1/2022 (revised 4)

Attn: President  
The Stock of Exchange of Thailand

- Enclosures
1. Information Memorandum of Nusasiri Public Company Limited Re: an Acquisition of Assets regarding the Acquisition of Shares in Wind Energy Holding Company Limited
  2. Information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement
  3. Capital Increase Report Form (F53-4)

Nusasiri Public Company Limited (the "Company") hereby gives notice to the Stock Exchange of Thailand (the "SET") that Board of Directors' Meeting No. 1/2022, which was held on January 20, 2022 at 3.00 P.M., passed the following significant resolutions:

1. It was resolved to propose that the Shareholders' Meeting consider and approve the reduction of the Company's registered capital by THB 1,600,000,000 from the existing registered capital of THB 12,051,353,263 to THB 10,451,353,263 by cancelling 1,600,000,00 unsold ordinary shares with a par value of THB 1.00 per share, remaining from the allocation of the newly issued shares by the way of Private Placement according to the resolution of the 2021 Annual General Meeting of the shareholders and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, as follows:

"Clause 4.	Registered capital	THB 10,451,353,263	(Ten Billion Four Hundred Fifty-One Million Three Hundred Fifty-Three Thousand Two Hundred Sixty-Three Baht)
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divided into	10,451,353,263 shares	(Ten Billion Four Hundred Fifty-One Million Three Hundred Fifty-Three Thousand Two Hundred Sixty-Three shares)
Par value per share	THB 1.00	(One Baht)
Classified into		
Ordinary shares	10,451,353,263 shares	(Ten Billion Four Hundred Fifty-One Million Three Hundred Fifty-Three Thousand Two Hundred Sixty-Three shares)
Preferred shares	-None-	-"

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider approving to authorize the Board of Directors or the Chief Executive Officer or the Company's authorized directors or the person authorized by the Board of Directors or the Chief Executive Officer or the Company's authorized directors to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

2. It was resolved to approve an acquisition of ordinary shares of Wind Energy Holding Company Limited ("WEH") in the amount of not exceeding 8,755,000 shares or representing not exceeding 8.04 percent of the total registered capital and paid-up shares in WEH from each existing minority shareholders of WEH (the "Seller of WEH Shares") with a par value of THB 10 per share at the offering price of THB 405 or totaling of not exceeding THB 3,545,775,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares in WEH (the "Share Purchase Transaction of WEH").

As of the dated on which the Board of Directors' meeting has approved the Share Purchase Transaction of WEH, WEH's registered capital is THB 1,088,373,000 divided into 108,837,300 ordinary shares at a par value of THB 10 per share which totally paid-up.

The Company is in the process of negotiating to enter into a purchase agreement with the seller of shares in WEH. Therefore, the company would like to disclose the name list, and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH (*Enclosures1*)

Upon comparison between the fair value of WEH, the purchased shares of WEH from the Seller of WEH Shares shall totally at the value of THB 3,545,775,000 by reference to the valuation of the ordinary share of WEH by Jay Capital Advisory Limited who is financial advisor approved by the Office of the Securities and Exchange Commission (the "SEC Office") referenced to the method of combining the value of each business (Sum of The Parts), which is the most suitable method and reflects the most profitable and generating future cash flows from WEH's business operations.

Therefore, the Company will pay the consideration of the Share Purchase Transaction of WEH to the Seller of WEH Shares in the amount of THB 3,545,775,000 by the way of the offering of the newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares or representing 32.88 percent of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of WEH), at a par value of THB 1.00 per share at the offering price of THB 0.90 per share or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of shares instead of cash with the share swap ratio of 1 ordinary share of WEH per 450 newly issued ordinary shares of the Company (the "**Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH**"). However, for the sale of the Company's ordinary shares to Seller of WEH Shares, the Company is obliged to withhold the withholding tax under relevant laws. The Company will calculate the amount of withholding tax and will make a share payment in cash which equal to the amount of such tax. The Company will deem such cash as the withholding tax, which will be submitted to the Revenue Department according to the conditions prescribed by law. In this event, the seller will receive the consideration as the Company's shares at the amount calculated after deducting the cash in respect of such withholding tax.

However, if the Seller of WEH Shares confirms to the Company that they intend to acquire the Company's newly issued ordinary shares in full amount prior to the registration of the paid up increase capital

to the Sellers of WEH Shares, the Seller of WEH' Shares is obliged to deliver cash in the amount equal to withholding tax to the Company in order to the Company to submitted to the Revenue Department according to the conditions prescribed by law. The Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH constitutes a private placement of newly issued ordinary shares, whereby the Shareholders' Meeting has resolved clearly determine the offering price at THB 0.90 per share, which is lower than 90 percent of the market price of the Company's shares as required by the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "**Notification No. TorJor. 72/2558**"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date on which the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of newly issued shares, whereby the weighted average price of the Company's shares calculated for the past 15 consecutive business days during the period from December 28, 2021 to January 19, 2022 is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition of WEH's shares from the Seller of WEH shares.

In addition, the Share Purchase Transaction of WEH is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended), and the 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) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition and Disposition of Assets**"). Upon the reviewing of the transaction size by various approaches under the Notifications on Acquisition and Disposition of Assets, the maximum value of the transaction is equal to 49.00 percent according to value of securities issued for the payment of asset method calculated from the reviewed quarterly consolidated financial statements of the Company ended September 30, 2021. The Company has not entered into the acquisition of asset transaction in the past 6 months, which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a "Class 2 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and a circular notice must be sent to shareholders within 21 days from the date of disclosure of the

transaction to the SET, whereby the notice must comprising at least as many details as required in List (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition and Disposition of Assets.

However, the entry of the Share Purchase Transaction of WEH does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including its amendment), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19,2003 (including its amendment) (the “**Notifications on Connected Transactions**”).

Please refer to the details of the Share Purchase Transaction of WEH in the Information Memorandum of Nusasiri Public Company Limited Re: an Acquisition of Assets regarding the Acquisition of Shares in Wind Energy Holding Company Limited (**Enclosure 1**), and the details of the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH appeared in the Information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement (**Enclosure 2**).

However, the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH shall proceed only after the conditions precedent as specified in the Shares Purchase Agreement between the Company and the Seller of WEH Shares (the “**Shares Purchase Agreement**”), including other arrangements, contracts and documents relating to such transactions, have been fulfilled. The significant conditions precedent is summarized below.

- (1) The Company is satisfied with the legal due diligence with respect to the Seller of WEH Shares’ ownership of the WEH shares.
- (2) The Shareholders’ Meeting of the Company shall have resolved to approve the allocation of shares as payment in kind for the acquisition of WEH’s shares, including approval on various matters necessary for and/or in connection with such transactions;
- (3) There is no third party objection to the Share Purchase Transaction of WEH within 2 weeks from the date on which the Seller of WEH Shares publishes in the local newspaper where WEH is located and/or other channels as specified by the Company in order to notify the transaction and give the right to object to the transfer of their shares to the Company.

- (4) as of the date of acquisition of WEH's shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on WEH or jeopardize the execution of the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH or no event which may effect to the ownership of WEH's shares of the Seller of WEH Shares; and
- (5) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of WEH shares by way of private placement.

In this regard, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider approving to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, including to negotiate, enter into, sign and amend the Shares Purchase Agreement, and other arrangements, contracts and documents relating to the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, as necessary and appropriate under the applicable laws.

3. The issuance and offering the newly issued ordinary shares to the Seller of WEH Shares have the offering price of lower than 90 percent of the market price of the Company's ordinary shares as aforementioned, therefore, it regards as the conditions of right adjustment as specified in Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Share of (1) the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage, and (2) the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC), (collectively refer as the “Warrants of the Company”).

Therefore, the Company obliged to increase the registered capital in the amount of THB 325,382,134 to allocate such newly issued shares in the amount of 325,382,134 shares at a par value of THB 1.00 per share to accommodate the right adjustment of the Warrants of the Company.

4. It was resolved to propose that the Shareholders' Meeting consider and approve an increase of the Company's registered capital by THB 4,265,132,134 from the existing registered capital (after the reduction of the registered capital as in item 1 above) of THB 10,451,353,263 to be THB 4,265,132,134 by issuing 4,265,132,134 newly issued ordinary shares at a par value of THB 1.00 per share to accommodate as follows:

- 4.1 the allocation of newly issued ordinary shares by the way of private placement which is the Seller of WEH Shares in the amount of 3,939,750,000 shares;
- 4.2 the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage in the amount of 257,883,047 shares; and
- 4.3 the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares.

In addition, the Board of Directors' Meeting approved to propose to the Shareholders' Meeting to consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, as follows:

“Clause 4. Registered capital	:	THB 14,716,485,397	(Fourteen Billion Seven Hundred Sixteen Million Four Hundred Eighty-Five Thousand Three Hundred Ninety-Seven Baht)
divided into	:	14,716,485,397 shares	(Fourteen Billion Seven Hundred Sixteen Million Four Hundred Eighty-Five Thousand Three Hundred Ninety-Seven shares)
Par value per share	:	THB 1.00	(One Baht)

Classified into

Ordinary shares : 14,716,485,397 shares (Fourteen Billion Seven Hundred Sixteen Million Four Hundred Eighty-Five Thousand Three Hundred Ninety-Seven shares)

Preferred shares : -None- -"

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider approving to authorize the Board of Directors or the Chief Executive Officer or the Company's authorized directors or the person authorized by the Board of Directors or the Chief Executive Officer or the Company's authorized directors to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

5. It was resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of newly issued ordinary shares of the Company in the amount of not exceeding 4,265,132,134 at a par value of THB 1.00 per share as follows:

5.1 **the allocation of the allocation of newly issued shares by the way of Private Placement to the Seller of WEH shares in the amount of 3,939,750,000 shares at the offering price of 0.90 per share or totaling THB 3,545,775,000** as payment in kind for the purchase of the ordinary shares of WEH to the Seller of WEH Shares. In this regard, the Seller of WEH Shares shall pay the purchase price with 8,755,000 shares of WEH at a par value of THB 10 per share which fully paid-up, or representing 8.04 percent of all issued and paid-up shares of WEH (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of WEH) instead of cash payment.

However, the entering into the Share Purchase Transaction of WEH does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including its amendment), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies



Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (including its amendment) (the “Notifications on Connected Transactions”).

The company would like to disclose the name list and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (this time) (share)	Proportion of WEH shares sold <sup>(1)</sup> (this time) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2)(%)
1	THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.88
2	Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.05
3	DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	4.03
4	Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.40
5	Ms. Khongkwan Fujitnirand	154,783	1.77	69,652,350	0.62
6	Mr. Baworn Rungruengnaowarat	154,751	1.77	69,637,950	0.62
7	Mr. Phuwasit Chetudomlarp	119,500	1.36	53,775,000	0.48
8	Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.44
9	Mr. Narong Jennarongsak	110,000	1.26	49,500,000	0.44
10	Mr. Suksan Tosong	110,000	1.26	49,500,000	0.44
11	Mr. Phichit Phichaikamol	70,813	0.81	31,865,850	0.28
12	Miss Khunying Inon	54,510	0.62	24,529,500	0.22
13	Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
14	Mr. Somsak Kitipraphom	40,000	0.46	18,000,000	0.16
15	Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
16	Ms. Pranisa Atcharyasriphong	25,000	0.29	11,250,000	0.10
17	Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07



No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (this time) (share)	Proportion of WEH shares sold <sup>(1)</sup> (this time) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2)(%)
18	Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
19	Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
20	Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
21	Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02
22	Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
23	Mr. Worakarn Chuweera	2,000	0.02	900,000	0.01
	<b>Total</b>	<b>7,195,776</b>	<b>82.19</b>	<b>3,238,099,200</b>	<b>28.71</b>

**Note:** (1) The proportion of WEH shares sold this time It is calculated from the total number of WEH ordinary shares that the Company will purchase.

(2) the proportion of the Company's newly issued shares allocated to the sellers of WEH shares, calculated from the total issued and paid-up shares of the Company After entering into the transaction to purchase ordinary shares of WEH

The Board of Directors has considered and reviewed the information and found that the seller of shares in WEH can really benefit the company. Most WEH sellers have good financial potential. Be an investor and own a business If the seller of shares in WEH becomes a shareholder of the Company The company expects this potential to support its capital in the future, for example, in the event that the company issues and offers additional shares, etc. Most of the sellers of WEH shares are those who have a wide business network. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. And have partners who can support the Company's business operations in various fields and can be helpful in introducing partners that are beneficial to the Company's business. stable growth that is beneficial to the business of the Company and its shareholders and to promote the company's business plans in the real estate business and other businesses of the Group In addition, if the Company becomes a shareholder of WEH by purchasing shares from sellers of shares in WEH, the Company will receive

dividends from WEH's operating profits. Considering that WEH is a company with good growth prospects, the investment in WEH is beneficial to the company and its shareholders.

The Seller of WEH Shares does not classify as a connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including its amendment), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including its amendment) (the "Notifications on Connected Transactions").

In addition, from the fact that the major shareholders of the Company, according to the information from the closing of the share register book as of February 4, 2022, the highest ranking accounted for only 9.94% of the total number of shares sold of the Company. The offering and allocation of the newly issued ordinary shares to the private placement to the seller of WEH shares at this time may result in a change of the largest shareholder of the Company. Received the allocation of newly issued ordinary shares in this time did not nominate any person to be a director and/or executive of the company. and does not participate in the management of the company in any way

In addition, from the Company discloses the name of the seller of WEH shares, which is a private placement who will be allocated 7,195,776 shares of the Company's newly-issued ordinary shares, which is not yet up to the number of newly-issued ordinary shares for the purchase of WEH shares. 8,755,000 shares, the list and the number of shares are a list that the company expects to negotiate a successful share purchase. The Company therefore reserves the right to negotiate the purchase and sale of additional shares in order to complete the amount requested for the allocation of the newly issued ordinary shares. And the seller of shares must be a minority shareholder holding no more than 500,000 WEH shares, provided that the seller of the WEH shares is not a connected person of the Company. According to the announcement of the connected transaction and the Company shall receive confirmation from each seller of WEH shares, which are such minority shareholders, that each seller of WEH shares does not have any relationship with each other in the form of persons acting together (Concert party) or having any relationship with each other that qualify as a person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). in a limited place

that will be allocated the newly issued ordinary shares of the Company (if any) within the date of the Extraordinary General Meeting of Shareholders for approval.

Nonetheless, the Company has accumulated losses shown in the audited separate financial statements for the year ended December 31, 2020 and the reviewed separate quarterly financial statements of the Company ended September 30, 2021. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares lower than the Company's par value. In this connection, the Company must comply with Section 52 of the of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and receive the approval from the Shareholders' meeting.

The issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in WEH to the Seller of WEH Shares above constitute a private placement of newly issued ordinary shares whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.90 per share totaling THB 3,545,775,000, which is lower than 90 percent of the market price of the Company's shares pursuant to Notification No. TorJor. 72/2558. In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of the past 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Extraordinary General Meeting of the Shareholder No. 1/2022 to approve the capital increase and the allocation of new shares to the investor which the company takes 15 working days between December 28, 2021 to January 19, 2022, is equal to THB 1.41 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The detail of the calculation is as follow:

No.	Date	Total volume (Million Shares)	Total value (THB Million)
1	19/01/2565	165.35	270.44
2	18/01/2565	136.71	219.72
3	17/01/2565	360.03	593.23
4	14/01/2565	1,055.94	1,727.00
5	13/01/2565	173.93	252.32
6	12/01/2565	318.82	451.60
7	11/01/2565	200.36	270.15

No.	Date	Total volume (Million Shares)	Total value (THB Million)
8	10/01/2565	536.49	696.27
9	7/01/2565	357.90	412.21
10	6/01/2565	96.92	106.19
11	5/01/2565	163.87	179.22
12	4/01/2565	238.21	249.62
13	30/12/2564	53.56	51.28
14	29/12/2564	194.77	187.70
15	28/12/2564	268.47	242.04
<b>Total</b>		<b>4,321.33</b>	<b>5,908.98</b>
<b>Volume-Weighted Average Price of 15 Business Day (THB/Share)</b>			<b>1.41</b>
<b>90 percent of 15 Business Day VWAP (THB/Share)</b>			<b>1.26</b>

The allocation of the shares as above must not result in each of the Seller of WEH Shares to hold shares of the Company in the number that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company, and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of WEH Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of WEH Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent

Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of WEH Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company expects that the entire sale and purchase process will be complete within June 2022 (subject to the completion of the conditions precedent under the Share Purchase Agreement) and after the Shareholders' Meeting has approved the the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority

to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date on which the shareholders' meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offering the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

- 5.2 the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage in the amount of 257,883,047 shares; and
- 5.3 the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares.

Please refer to the details of the issuance, offering, and allocation of the Company's newly issued ordinary shares in the Information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement (Enclosure 2), and the Capital Increase Report Form (F53-4) (Enclosure 3)

6. It was resolved to approve the Extraordinary General Meeting of Shareholders to consider and approve the appointment of 2 additional directors, Mr. Manop Thanomkitti and Mr. Pairote Sirirat, who are qualified as directors of the Company according to regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

7. It was resolved to approve the scheduled date of Extraordinary General Meeting of Shareholders No. 1/2022 on March 4, 2022 at 1.00 P.M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which

broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 13 (12A), New Petchburi Road, Bangkapi, Huai Khwang, Bangkok 10310 and the date to determine list of shareholders entitled to attend the shareholders' meeting on February 4, 2022, with the agenda of the Meeting as follows:

- Agenda Item 1 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders
- Agenda Item 2 To consider and approve the reduction of the Company's registered capital by THB 1,600,000,000 from the existing registered capital of THB 12,051,353,263 to be THB 10,451,353,263 by cancelling 1,600,000,000 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital;
- Agenda Item 3 To consider and approve the increase of the Company's registered capital by 4,265,132,134 from the existing registered capital of THB 10,451,353,263 to be THB 14,716,485,397 by issuing of not exceeding 4,265,132,134 newly issued ordinary shares at a par value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital;
- Agenda Item 4 To consider and approve the allocation of not exceeding 4,265,132,134 newly issued ordinary shares by the way of Private Placement, and to accommodate (i) the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage; and (ii) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC).
- Agenda Item 5 Consider appointing 2 additional directors
- Agenda Item 6 To consider other matters (if any)



8. It was resolved to approve authorizing the Chief Executive Officer to have the authority to consider approving any amendment and/or addition to the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022, and any amendment or change of the date, time and place for the Extraordinary General Meeting of Shareholders No. 1/2022 as appropriate, in case that the Company encounters problems in preparing document and information resulting in the delay in preparation of such documents and information to be sent to the shareholders within the period required by the applicable laws and regulations, or there are events that are necessary to amend or change the scheduled date and time of the meeting as deemed appropriate.

Please be informed accordingly.

Sincerely yours,

(Mr. Sompjit Chaichanajarak)  
Director/ Company Secretary

Company Secretary Office  
Tel. 0 2030 1399 ext. 114