Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

Nusasiri Public Company Limited

Thursday, February 29, 2024 at 10.00 hrs. via electronic means (e-Meeting)

Privacy Policy for Shareholders' Meeting

This Privacy Policy ("**Privacy Policy**") describes how we, Thana Power Holding Company Limited ("**TNH**"), as the shareholder of Nusasiri Public Company Limited (the "**Company**"), collects, uses and/or discloses your personal data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the shareholders on this occasion.

1. WHAT PERSONAL DATA WE COLLECT

We may collect your following personal data from you directly:

1) **Personal details:** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares holding (such as securities issuing company, number of share held, share number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company's independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount.

2) **Contact details:** such as address, phone number, mobile phone number and/or e-mail

2. PURPOSES AND LEGAL GROUND ON WHICH WE RELIES FOR THE COLLECTION, USE AND/OR DISCLOSURE OF YOUR PERSONAL DATA

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your personal data for the following purposes, we may rely on or hold to (1) contractual basis, for our initiation or fulfilment of a contract with you; (2) legal obligation, for the fulfilment of our and/or the Company's legal obligations; (3) legitimate interest, for the purpose of our legitimate interests and/or (4) public interest, for the performance of a task carried out in the public interest or for the exercising of official authorities or other legal grounds as permissible under the law concerning personal data protection (as the case may be):

1) identity check and verification and proceeding as you requested;

2) holding the meeting of shareholders and proceeding regarding voting and vote counting at the meeting of shareholders;

3) security and maintaining security for our business;

4) compliance with rules, regulations and articles of association of our, including laws and/or legitimate orders of the courts, competent authorities, government agencies, and/or state organizations;

5) exercising of rights or protecting the legitimate interest of our as necessary, such as auditing and protecting fraud, crime or non-compliance with laws.

If you cannot provide the personal data as requested by us, we may not authorize your participation in the shareholder meeting held by us.

3. DISCLOSURE OR TRANSFER OF YOUR PERSONAL DATA TO THIRD PARTIES

We may disclose your personal data to securities depository, service providers (such as a company providing services on registration and vote counting system), consultants, law enforcing agencies, courts, state officials, state agencies, and competent authorities.

4. HOW LONG DO WE KEEP PERSONAL DATA

We retain your personal data for as long as it is necessary to fulfil the purposes for which we collected it. We may retain your personal data longer if it is necessary for compliance with applicable laws.

5. YOUR RIGHTS AS A DATA SUBJECT

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to, to obtain a copy of your personal data, to request us to disclose how your personal data is acquired without your consent, or to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. You may withdraw your consent in the case that we are relying on such consent. In addition, if you consider that we violate the laws concerning personal data protection, you may lodge a complaint to the relevant authority as prescribed by law.

6. DATA SECURITY

TNH maintains appropriate security measures, which include administrative, technical and physical safeguards in relation to access control, to protect the confidentiality, integrity, and availability of personal data against any accidental or unlawful or unauthorized loss, alteration, correction, use, disclosure or access, in compliance with the applicable laws.

7. OUR CONTACT DETAILS

Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact our Data Protection Officer (DPO) at

THANA POWER HOLDING COMPANY LIMITED

87/1 Capital Tower Building, 25 Floor, Wireless Road, Lumpini. Sub-district, Pathumwan District, Bangkok, 10330

Email: cs@thanapowerholding.com Tel: 02-106-8000

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No. TNH-LEG-2402/033

21 February 2024

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024 convened by Shareholders in accordance with Section 100 of Public Company Act B.E. 2535 (as amended) ("**Public Company Act**")

Attention: Shareholders of
Nusasiri Public Company Limited

Enclosures:
1. Copy the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
2. Draft charter of the Board of Directors
3. Background of candidates nominated for election as a directors of the Company
4. Articles of Association of the Company
5. Guidelines for Registration of the Shareholders' Meeting via Electronic Means (e-Meeting), Appointment of Proxy and Voting Casting of the Shareholders' Meeting via Electronic Means (e-Voting)
6. Details of the independent directors for proxy
7. Proxy Form B.
8. Guidelines for attending the shareholders' meeting via electronic means - Inventech Conntect

Nusasiri Public Company Limited (the "**Company**") submitted its financial statements for the third-quarter financial statements for the year 2023, with the certified auditor issuing conditional opinions due to various reasons. This resulted in ongoing inquiries from the Securities and Exchange Commission (the "**SEC**") and the Stock Exchange of Thailand (the "**SET**"), leading to concerns about transparency and efficiency in the Company's management.

We, Thana Power Holding Company Limited (**"TNH")**, as a shareholder of the Company holding 3,263,716,150 shares, representing 24.98% of the total issued shares, which is not less than 10 percent of the total number of shares sold by the Company, sent a letter to the Board of Directors of the Company requesting the convening of an Extraordinary General Meeting of Shareholders in accordance with Section 100 of the Public Limited Companies Act. The letter, dated 7 December 2023, specifies facts and reasons for requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders, along with setting the agenda items suggesting changes to the Company's management structure, totaling 8 agenda items, and the letter dated 8

December 2023 requested the inclusion of an additional agenda item related to the sale of specific assets, bringing the total proposed agenda items to 9. The Company issued the letter No. NorSor. 077/2566 in response to TNH, disseminated through the SET's Electronic Listed Companies Information Disclosure system. The Company acknowledged receiving letters requesting the convening of an Extraordinary General Meeting dated 7 December 2023 and 8 December 2023, on 12 December 2023. However, the Board of Directors has not yet arranged for an Extraordinary General Meeting to consider the agenda items requested by TNH within the specified period as required by law, in accordance with Section 100 of the Public Company Act.

Due to the aforementioned reasons, we hereby request to exercise the rights according to Section 100 of the Public Company Act, to convene the Company's Extraordinary General Meeting of Shareholders No. 1/2024 which will be held on 29 February 2024, at 10.00 hrs. via electronic means (e-Meeting), in accordance with the Public Company Act, the Emergency Decree on Electronic Meetings B.E. 2563 and other related regulations. The agendas are as follows:

Agenda Item 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

<u>Fact and reason</u>

The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/202, held on 17 November 2023, and the details have been published on the Company's website as set out in **Enclosure 1**. It is deemed appropriate to propose to the shareholders' meeting to consider and approve the certification of such minutes.

<u>Opinion of the convening shareholder</u>

TNH is of the opinion that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was prepared and published on the Company's website, has been accurately recorded. Therefore, it is deemed appropriate to propose to the shareholders' meeting to approve the certification of such minutes.

<u>Opinion of the Board of Directors</u>

None

<u>Voting</u>

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, <u>excluding</u> abstentions from the calculation base.

Agenda Item 2 **To consider and approve the cancellation of the existing charter of the Board of Directors and to consider and approve the new charter of the Board of Directors**

Fact and reason

To align the charter of the Board of Directors with the new structure of the Company's Board of Directors, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the cancellation of the existing charter of the Board of Directors and consider and approve the new charter of the Board of Directors as set out in **Enclosure 2**. In this regard, it is deemed appropriate that the shareholders' meeting authorize the Board of Directors to amend the charter of the Board of Directors as necessary and proper in the future.

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the cancellation of the existing Charter of the Board of Directors and approve the new charter of the Board of Directors to align with the new structure of the Company's Board of Directors and authorize the Company's Board of Directors to amend the charter of the Board of Directors as necessary and appropriate, with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 3 **To consider and approve the increase in the number of directors of the Company from 13 persons to 16 persons**

Fact and reason

To strengthen the corporate governance structure of the Company and enhance the capabilities and efficiencies in management and problem-solving which will be leading to transparency and effectiveness in the Company's management, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's directors from 13 to 16 directors.

Opinion of the convening shareholder

TNH deems it appropriate to propose the shareholders' meeting to approve the increase in the number of the Company's directors from 13 to 16 directors, with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 4 To consider and approve the election of 3 new directors

Fact and reason

To promote Board Diversity in the Company's board structure, including possessing the necessary skills and qualifications, to ensure transparency and efficiency in the company's management, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the election of 3 new directors. The proposed candidates are **Pol.Lt.Gen. Ekaphop Prasitvattanachai, Dr. Chaipat Lertlucktaweekul and Mr. Burin Nuchniyom**. These candidates possess the requisite skills, knowledge, abilities, and experience aligned with the Company's operations. Furthermore, they meet all qualifications stipulated in the Company's Articles of Association and relevant laws. In addition, all 3 persons nominated as company directors have passed the preliminary qualification examination to be directors and executives from the SEC that they do not have untrustworthy characteristics according to the Notification of Securities and Exchange Commission No. Gor Jor. 3/2560. A brief overview of the backgrounds and information of the three candidates is provided in **Enclosure 3**.

In this regard, it is deemed appropriate to propose to shareholders' meeting to individually consider and approve the election of 3 new directors as follows:

Agenda Item 4.1 To consider and approve the election of Pol.Lt.Gen. Ekaphop Prasitvattanachai as an additional director of the Company

Opinion of the convening shareholder

TNH deems it appropriate to the shareholders' meeting to approve the election of Pol.Lt.Gen. Ekkapop Prasitwattanachai as an additional director of the Company with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 4.2 **To consider and approve the election of Dr. Chaipat Lertlucktaweekul as an additional director of the Company**

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the election of Dr. Chaipat Lertlucktaweekul as an additional director of the Company with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 4.3 **To consider and approve the election of Mr. Burin Nuchniyom as an additional director of the Company**

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the election of Mr. Burin Nuchniyom as an additional director of the Company with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 5 To consider and approve the removal of the existing chairman of the Board of Directors

Fact and reason

For no less than 1 year, the Company has failed to adequately address inquiries from the SEC and the SET regarding transparency in its operations. This particularly pertains to the submission of the third-quarter financial statements for the year 2023, which, after being audited by certified auditors, resulted in conditional opinions being rendered by the auditors. This arises from the transaction of acquiring a hotel business in Germany, which involving complex restructuring of the seller of a hotel business, especially when there is a change in the transaction from the direct purchase of hotel assets, trademarks, and licenses to acquiring all shares of the hotel-selling company's holding group at the original property purchase price. While the financial status of the holding group, according to the financial statements audited by other auditors as of 31 December 2022, showed total liabilities exceeding other assets by more than THB 407 million, the Company's auditors believe that this affects the valuation of the holding company’s shares. However, the Company proceeded to acquire shares of the holding company (instead of acquiring hotel’s assets) at the originally set hotel purchase price without negotiating to adjust the purchase price to reflect the holding company’s liabilities that the Company would assume from the share acquisition (instead of asset acquisition). Consequently, the auditors were unable to verify with reasonable confidence about the actual seller, indicating suspicion about the management of the Company, where Mr. Visanu Thepcharoen, in his capacity as the chairman of the Board, has not taken actions to address these issues for the improvement of the Company's management. TNH believes that Mr. Visanu Thepcharoen is unable to effectively perform the duties of the Chairman of the Board of the Company to lead the Company forward. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the removal of Mr. Visanu Thepcharoen from the position of the Chairman of the Board of Directors to allow the Company to have a qualified individual to assume the role instead.

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders’ meeting to approve the removal of Mr. Visanu Thepcharoen from the position of the Chairman of the Board of Directors with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

In addition, if Mr. Visanu Thepcharoen is a shareholder of the Company on the date of determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024, Mr. Visanu Thepcharoen will be considered a shareholder who has a special interest in this agenda as he is holding the position of chairman of the Company's Board of Directors who was proposed to the shareholders' meeting for consideration and removal. Therefore, he will not have the right to vote on this agenda.

Agenda Item 6 To consider and approve the appointment of Mr. Noppol Milinthanggoon as the Chairman of Board of Directors

Fact and reason

In order for the Company to have a chairman of the Board of Directors with knowledge, expertise and the ability to promote collaboration between the Board of Directors and the management of the Company, ensuring appropriate checks and balances, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of Mr. Noppol Milinthanggoon, who is currently holding the position of the independent director of the Company, as the chairman of Board of Directors.

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the appointment of Mr. Noppol Milinthanggoon as the chairman of the Board of Directors with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 7 To consider and approve the amendment to the names and the number of authorized directors to sign on behalf of the Company.

Fact and reason

To align with the changes in the Company's Board structure, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to the names and number of authorized directors to sign on behalf of the Company , as follows:

"Mr. Pradej Kitti-itsaranon, Mr. Nuttpasint Chet-Udomlap and Mr. Pairoj Sirirat; two of these three directors jointly sign together with the Company's seal affixed."

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the change of the authorized directors with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 8 **To consider and approve the removal of 3 directors from their directorship, individually**

Fact and reason

In addition to the previous issues where the Company's operations have lacked credibility and transparency, leading to conditional opinions from the Company's auditors, as mentioned earlier in agenda item 5, there have been questionable incidents involving the actions of Mr. Visanu Thepcharoen, Mrs. Siriya Thepcharoen, and Mr. Sompijit Chaichanajarak, who are directors of the Company. It is suspected that these incidents have resulted in a lack of transparency in the Company's operations and may have benefited individuals or other legal entities, without ensuring the utmost benefit for the Company and its shareholders. One such incident occurred during the Company's Board of Directors Meeting No. 7/2023 on 15 September 2023, when it was resolved to sell vacant land and land with houses in the Big Lot, Krisana-Rama 5 project, to the related party of the Company. This resolution was intentionally passed without undergoing scrutiny by the audit committee, even though the transaction fell under related party transactions according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, 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) (as amended), which requires the audit committee of the Company to screen and provide opinions to prevent conflicts of interest or unfair transfer of benefits before proposing such matters to the Board of Directors for consideration according to the relevant regulations of the SEC and the SET. Upon discovering this transaction (after it had been completed), the Company's management (representative of TNH) found that the Company had acted improperly, therefore, proposed this matter for retrospective consideration of the Company's audit committee. At the audit committee meeting, it was concluded that the purchase and sale price of the vacant land and land with houses in the Big Lot, Krisana-Rama 5 project, was not justified. The audit committee expressed the opinion that the Company should not have sold the aforementioned properties and recommended the reinstatement of this transaction. Not long thereafter, Mr. Visanu Thepcharoen, Mrs. Siriya Thepcharoen, and Mr. Sompijit Chaichanajarak exercised their rights as members of the executive committee and directors of the Company to resolve to dismiss the Company's senior executives in many positions, which raised doubts regarding the transparency of their operations. Therefore, it is considered appropriate to propose to the shareholders' meeting to consider and approve the removal of all 3 directors, individually as follows:

Agenda Item 8.1 To consider and approve the removal of Mr. Visanu Thepcharoen from the directorship of the Company

<u>Opinion of the convening shareholder</u>

TNH deems it appropriate to propose to the shareholders' meeting to approve the removal of Mr. Visanu Thepcharoen from the position of the Company's director with details as proposed.

<u>Opinion of the Board of Directors</u>

None

<u>Voting</u>

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders present at the meeting and eligible to vote, <u>including</u> abstentions in the calculation base.

In addition, if Mr. Visanu Thepcharoen is a shareholder of the Company on the date of determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024, Mr. Visanu Thepcharoen will be considered a shareholder who has a special interest in this agenda as he is holding directorship in the Company and proposed to the shareholders' meeting for consideration and removal. Therefore, he will not have the right to vote on this agenda.

Agenda Item 8.2 To consider and approve the removal of Mrs. Siriya Thepcharoen from the directorship of the Company

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the removal of Mrs. Siriya Thepcharoen from the position of the Company's director with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders present at the meeting and eligible to vote, including abstentions in the calculation base.

In addition, if Mrs. Siriya Thepcharoen is a shareholder of the Company on the date of determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024, Mrs. Siriya Thepcharoen will be considered a shareholder who has a special interest in this agenda as she is holding directorship in the Company and proposed to the shareholders' meeting for consideration and removal. Therefore, she will not have the right to vote on this agenda.

Agenda Item 8.3 To consider and approve the removal of Mr. Sompijit Chaichanajarak from the directorship of the Company

Opinion of the convening shareholder

TNH deems it appropriate to propose to the shareholders' meeting to approve the removal of Mr. Sompijit Chaichanajarak from the position of the Company's director with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders present at the meeting and eligible to vote, including abstentions in the calculation base.

In addition, if Mr. Sompijit Chaichanajarak is a shareholder of the Company on the date of determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024, Mr. Sompijit Chaichanajarak will be considered a shareholder who has a special interest in this agenda as he is holding directorship in the Company and proposed to the shareholders' meeting for consideration and removal. Therefore, he will not have the right to vote on this agenda.

Agenda Item 9 To consider and approve the sale of shares of Wind Energy Holding Company Limited

Fact and reason

The Board of Directors' Meeting No. 12/2023, held on 7 December 2023, resolved to approve, in principle, the sale of the Company's assets, consisting of 6 items (with a total market value of over THB 11,019 million) at a selling price not lower than the book value (as of 30 September 2023), with a total value of THB 5,740 million (details provided in the table below). These assets generate income and cash flow for the Company.

No.	Asset / Project	Location	Land Area	Book Value (as of 30 September 2023)	Debt Guarantee ratio (%)
1	Si Racha	Bang Phra Sub-district, Si Racha district, Chonburi	5 – 2 – 71 Rai	557,996,055	0.32

No.	Asset / Project	Location	Land Area	Book Value (as of 30 September 2023)	Debt Guarantee ratio (%)
2	Pa Klok	Pa Klok Sub-district, Thalang District, Phuket	75 – 2 – 31.8 Rai	339,017,364	0.17
3	My Ozone Golf Course	Wangsai Sub-district, Pakchong District, Nakornratchasima	362 – 1 – 62 Rai	420,996,124	0.22
4	Legend, Nusa Money, Chivani Pattaya	Na Chom Thian Sub-district, Sattahip District, Chonburi	273 – 3 – 77.1 Rai	845,359,662	2.45
5	WEH's shares	Wind Energy Holding Company Limited	7,748,294 shares	3,138,059,070	0.07
6	DEMCO's shares	DEMCO Public Company Limited	170,000,000 shares	856,534,967	0.03

If the Company sells such assets, particularly those that generate income and cash flow for the Company, such as the shares in Wind Energy Holding Company Limited ("**WEH**") amounting to 7,748,294 shares, representing 7.12 percent of the total issued shares of WEH, this could lead to significant losses for the Company and its shareholders as a whole.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the requirement that the sale or disposal, by any means, of WEH shares held by the Company—whether in whole or in part, whether directly or indirectly—be subject to approval from the Company's shareholders' meeting before engaging in any transaction. This applies regardless of whether the size of the transaction falls within the criteria requiring approval from the Company's shareholders' meeting according to the relevant laws.

Opinion of the convening shareholder

TNH deems it appropriate to propose the shareholders' meeting to approve that the sale or disposal, by any means, of WEH shares held by the Company are subject to approval from the Company's shareholders' meeting with details as proposed.

Opinion of the Board of Directors

None

Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Therefore, we would like to invite shareholders to attend the Extraordinary General Meeting No. 1/2024 on the specified date and time mentioned above, which will be held exclusively via electronic means (e-meeting) and there is no additional place or meeting room to support attendance by the shareholders. We request that you study the details on how to register to attend the shareholder's meeting via electronic media (e-Meeting) in **Enclosure 8**. In the event that the shareholder is unable to attend the meeting in person, you can appoint a proxy or an independent director of the Company to attend meetings and vote on your behalf. The details of the independent directors are as shown in **Enclosure 6**. TNH has sent Proxy Form B to the shareholders in **Enclosure 7**, or the shareholders can download Proxy Form A, B, and C from www.thanapowerholding.com.

In this regard, TNH will allow shareholders or proxies to submit a request to receive a username, password, and a link for joining the meeting via electronic media system (e-Request) in advance from 22 February 2024 at 8.30 a.m. until the conclusion of the meeting. On the meeting day, TNH will allow the shareholders and proxies to enter the meeting via electronic media (e-Meeting) from 8.00 a.m. (on 29 February 2024) onwards. Shareholders and Proxies can learn about the procedures to attend the Company's shareholders' meeting via electronic media (e-Meeting) as further detailed in Enclosure 8.

In the case that the shareholders wish to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024 by appointing a proxy to another person or an independent director as a proxy to attend the meeting and vote on his/her behalf, please submit a request to attend the meeting together with your proxy form through the electronic media system (e-Request) and please corporate by sending a physical copy of the original proxy form and supporting documents to the address specified below for TNH to receive by 29 February 2024.

Thana Power Holding Company Limited
87/1 Capital Tower, All Seasons Place
25th Floor, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

The electronic media system (e-Request) will be open for submission from 22 February 2024, at 8:30 AM onwards until the conclusion of the meeting. In the case that the shareholder wishes to appoint another person other than an independent director of the Company as a proxy to attend meetings on your behalf. TNH will send a username, password, and a link for joining the meeting to the registered email of the proxy.

Shareholders and proxies can study instructions for registration, proxy appointment and voting casting via Electronic Means in **Enclosure 5**.

Furthermore, TNH has determined the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 on 14 February 2024. The meeting will be conducted in accordance with the Company's Articles of Association, as appeared in **Enclosure 4**.

Sincerely yours

Thana Power Holding Company Limited

บริษัท ธนา พาวเวอร์ โฮลดิ้ง จำกัด • Thana Power Holding Co., Ltd.

(Mr. Kamtorn Kitti-Itsaranon and Mr. Nuttpasint Chet-udomlap)

Authorized directors

Minutes of Extraordinary General Meeting of Shareholders No. 1/2023

Nusasiri Public Company Limited

On Friday, November 17, 2023 at 10:00 a.m., the meeting will be held via electronic media. According to the Emergency Decree on Meetings via Electronic Media B.E. 2020, which was broadcast live at the Company's office, No. 2922/209, Chan Issara Tower Building 2, Floor 12A, New Petchaburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

Directors attending the meeting

1. Mr. Visanu	Thepcharoen	Chairman of the Board (Attend meetings at the Head office)
2. Mr. Manop	Thanomkitti	Vice Chairman/ Audit Committee/ Nominating and Remuneration Committee/ Risk Management Committee/ Independent Director (Attend meetings at the Head office)
3. Mr. Piboon	Worawanpreecha	Audit Committee/ Risk Management Committee / Independent Director (meet the meeting via electronic media)
4. Mrs. Sirinongkarnat	Priewpanich	Audit Committee/ Nominating and Remuneration Committee / Independent Director (meet the meeting via electronic media)
5. Mrs. Siriya	Thepcharoen	Director/ Risk Management Committee (Attend meetings at the Head office)
6. Mr. Sompijit	Chaichanajarak	Director/ Risk Management Committee (Attend meetings at the Head office)
7. Mr. Pairoj	Sirirat	Director/ Chairman of Risk Management Committee / Nominating and Remuneration Committee (meet the meeting via electronic media)

The Company has a total of 9 directors attending the meeting, a total of 7 people, representing 78% of the directors attending the meeting.

Directors who did not attend the meeting

1. Mr. Theerathat	Poshyanon	Chairman of the Audit Committee/ Nominating and Remuneration Committee/ Independent Director
2. Mr. Somkid	Sri	Vice Chairman/ Chairman of Nominating and Remuneration Committee/ Audit Committee/ Independent Director

Company legal advisor

1. Mr. Phakdee	Phaknara	The Capital Law Office Company Limited

The meeting started at 10.03 A.M.

Mr. Kampol Sangsrijan Company Secretary announced to the Meeting that Currently, there are 56 registered shareholders, 8 attending by themselves, and 48 by proxy, representing the total number of shares

10,071,223,227 shares, representing 77.0783 percent of the Company's total issued shares, which has a total number 13,066,222,343 shares of the Company's total outstanding shares a quorum was constituted according to Article 35 of the Company's Articles of Association and Article 38 of the Company's Articles of Association, which stipulated that the Chairman of the Board of Directors presided over the Meeting. Therefore, I would like to invite Mr. Wisanu Thepcharoen, Chairman of the Board of Directors. Addressing the opening of the Meeting and conducting the Extraordinary General Meeting of Shareholders No. 1/2023

The Chairman welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2023 along with introducing the company directors who attended this Extraordinary General meeting of Shareholders to the meeting

Company Secretary informed the Extraordinary General Meeting of Shareholders about the voting procedures in each agenda.

1. Voting: shall be counted as 1 share to 1 vote

2. Electronic voting:

- Because this meeting is a meeting via electronic media. Therefore, no ballots were printed.
- To vote. Ask the shareholders to go to the E-Voting tab to vote on each agenda within 1 minute. After pressing the voting button, the system will pop up again asking if the vote is confirmed or not. Press OK to confirm the vote. In the event that shareholders wish to change their voting. Can be done by pressing the new score again. But if the agenda has already been closed the Shareholders will not be able to vote or change the vote.
- When you have finished voting. You are asked to return to the E-meeting window to continue watching the video and audio of the meeting. The staff will collect all the votes from the voting system.

3. Vote counting: counting only the disapproving votes. and abstained first, and the rest were considered as agreed votes.

4. Notification of vote counting results: will inform the meeting After completing each agenda

5. Comments: If any shareholder wishes to ask questions or express opinions The Company has opened channels for submitting suggestions and questions during the meeting as follows:

1. **Audio conversation channel:** You must be at the E-Meeting window, then you go to the menu. Participants and press the button to raise your hand when the company calls the name of the shareholder. The staff will open the mic for you to inquire. Shareholders must press Unmute and turn on the mic on your devices. In each question Please inform your name - surname and specify whether to attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting.

2. **Chat channel:** go to the Chat menu in the E – Meeting window to type a message and send it to the **NUSA Q&A**. For each time you ask a question Please inform your name - surname and specify whether you attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting.

However, only comments related to the agenda under consideration are requested. For the chairman to give permission and ask the shareholders to specify their names and inform that he attended the meeting in person or as a proxy to record the minutes of the Meeting accurately and completely.

If the shareholder wishes to suggest other opinions that are not on the agenda of the meeting You can express your opinions in other agendas.

The chairman of the meeting conducted the meeting according to the following agenda:

Agenda 1 **The chairman informed (if any)**

-None-

Agenda 2 **To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 28, 2023**

The Chairman assigned to Mr. Kampol Sangsrijan Company Secretary to clarify the facts in this agenda

Mr. Kampol Sangsrijan Informed the meeting that the Company held the 2023 Annual General Meeting of Shareholders held on April 28, 2023 and has prepared the minutes of the meeting to send to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within 14 days as required by law and published on the company's website. (www.nusasiri.com) and a copy of the minutes of the meeting has been sent to the shareholders according to the invitation letter for this Annual General Meeting of Shareholders.

The Board of Directors has considered. It was seen that the minutes of the said meeting had been recorded correctly. Therefore, it is considered appropriate to propose that the shareholders' meeting consider approving the said minutes of the 2023 Annual General Meeting of Shareholders.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

Resolution: It was resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 28, 2021 with the votes.

Agreed	10,074,108,227	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

NUSASIRI

Agenda 3 Consider and approve the increase in the number of directors and appoint new directors.

The Chairman assigned to Mr. Kampol Sangsrijan Company Secretary to clarify the facts in this agenda Mr. Kampol Sangsrijan Informed the meeting that

1 The current structure of the company's board of directors Consists of 9 directors (including 5 independent directors and 4 directors) and will add another 4 directors, for a total of 13 directors.

2 The company has expanded its scope of business. Both directly and indirectly increased from the original focus only on real estate business.

3 According to the Company's Articles of Association, Section 3, Directors and Directors' Powers, Section 14. states that "The company has one committee. Consisting of at least 5 directors, the meeting will consider the election, and the committee will elect the directors together as chairman, and may select the Vice Chairman of the Board of Directors Managing Director, and other positions as deemed appropriate may also be given and not less than half of the total number of directors must be residents of the Kingdom."

4 According to the Company's regulations, Section 3, Directors and Directors' Powers, Section 29, states that "Directors are prohibited from operating businesses that have the same nature and compete with the Company's businesses. or become a partner in a general partnership or a partner with unlimited liability in a limited partnership or being a director of a private company or other Company that carries out the business of the same nature and in competition with the business of the Company. Whether it is for your own benefit or the benefit of others. Unless the shareholder meeting is informed before the appointment resolution is made."

5 According to the resolution of the Nomination and Remuneration Committee meeting No. 3/2023, held on 29 September 2023, it was considered and agreed that 4 directors should be appointed as follows:

1. Mr. Noppol	Milinthanggoon	hold position as Independent Director
2. Dr. Chatchai	Payuhanaveechai	hold position as Independent Director
3. Mr. Pradej	Kitti-Itsaranon	hold position as Director
4. Mr. Nuttpasint	Chet-Udomlap	hold position as Director

6 To strengthen the operations of the Company, It is strong and continues to grow. Under operations following the principles of good corporate governance and according to the criteria set by the Stock Exchange of Thailand Regarding qualifications skills and work experience Board of Directors Therefore, we would like to propose that shareholders approve the appointment of 4 additional directors, as listed above.

In this agenda, it is therefore proposed that the shareholders' meeting consider appointing 4 additional directors by voting individually. According to details and brief history as follows:

1. <u>Mr. Noppol Milinthanggoon</u> Independent Director, age 69 years

Education:

- Master of Engineering Nuclear Technology branch Chulalongkorn University
- Bachelor's degree, Bachelor of Engineering Department of Electrical Engineering (Honours), Chulalongkorn University

Training Director Course:

- Director Certification Program (DCP 71/2550)

- Ethical Leadership Program (ELP 7/2017)
- Role of the Chairman Program (RCP 40/2017)
- Boards that Make a Difference (BMD 4/2017)
- Board Nomination and Compensation Program (BNCP 3/2018)
- Board Matters & Trends (BMT 7/2019)

Certificate:

- ASEAN Executive Management Program, Class 2 (ASEAN Executive Management Program)
- Energy Science Senior Executive Course (ENERGY), Class 1, Energy Science Institute
- Advanced Security Management Course, Class 2, National Defense College Association
- Senior Executive Course , Class 9, Capital Market Academy
- Public Economic Management Course for Senior Executives King Prajadhipok's Institute
- Financial market knowledge course for decision-making for senior executives Chulalongkorn University Continuing Education Center
- Senior Executive Development Program- 1, GE Company , USA
- Senior Executive Development Program- 2 , Human Resource Development Foundation international
- ASEAN Executive Development Program (AEDP), Thammasat Business School , Thammasat University
- Advanced Police Administration Course, Class 22, Institute of Police Administration Development.

Experience:

Present

- Chairman of the Board of Directors Chairman of the Risk Management Committee and independent director of Wind Energy Holding Company Limited.
- Chairman and independent director of SCI Electric Public Company Limited
- Chief Executive Officer and Director of PKN Inter Holding Company Limited.

Year 2018

- Chairman of the Board of Directors, T Utilities Company Limited.

Year 2015

- Chief Executive Officer and Director of United Power of Asia Public Company Limited.

Year 2014

- Senior Deputy Governor Electricity Generating Authority of Thailand (EGAT)

Year 2013

- Managing director and Director of RATCH Group Public Company Limited.
- Chairman and Director of RATCH- Australia Corporation Company Limited.
- Chairman and Director of Hongsa Power Company Limited.
- Chairman and Director of Phu Fai Mining Company Limited.

- Director of KK Power Company Limited.
- Director of Nava Nakorn Electricity Generating Company Limited.
- Director of Ratchaburi Electricity Generating Company Limited.
- Director of Tri Energy Company Limited.
- Director of Union Power Development Company Limited.
- Director of South East Asia Energy Company Limited.
- Director of Nam Ngum 2 Power Company Limited.

The Company's Board of Directors has considered and is of the opinion that Mr. Noppol Milinthanggoon, who has passed the consideration of the Company's Nomination and Remuneration Committee, is a person who has all the qualifications and therefore should be proposed to the Extraordinary General Meeting of Shareholders. Consider appointing Mr. Noppol Milinthanggoon to hold the position of independent director.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

Resolution: Resolved to approve the appointment of **Mr. Noppol Milinthanggoon** Took the position of independent director with the following votes:

Agreed	10,074,108,187	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	40	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

2. **Dr. Chatchai Payuhanaveechai** Independent Director, 63 years old

Education :

- Honorary Doctor of Business Administration Degree, Thammasat University
- Doctor of Philosophy Degree (Public Administration), Eastern Asia University
- Honorary Doctor of Business Administration Degree, Suan Sunandha Rajabhat University
- Honorary Doctor of Arts Degree (Finance and Banking), Sripatum University
- Honorary Doctor of Arts Degree (Public Policy and Management), Kasem Bundit University
- Honorary Doctor of Business Administration (Management), Rajamangala University of Technology Lanna
- Master of Business Administration (MBA), Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor's Degree, Bachelor of Business Administration (BBA), Faculty of Commerce and Accountancy, Thammasat University

Training :

- Director Certification Program Class 116/2009 (DCP), Thai Institute of Directors Association
- diploma Management Science Course for Senior Executives (AMM), Class 2, Faculty of Public Administration National Institute of Development Administration
- diploma Advanced Justice Administration Course, Class 21 (BYS.), College of Justice Ministry of Justice
- diploma Senior Executive Course (CMA), Class 22, Capital Market Academy
- diploma Public Administration and Public Law Course, Class 6, King Prajadhipok's Institute
- diploma Good Governance Certificate Course for Medical Executives, Class 2, King Prajadhipok's Institute and the Medical Council
- diploma Special courses for senior leaders in politics and government To support operations according to the royal initiative of His Majesty the King, Class 1, Pillars for the Land Association (Thailand)
- diploma Pillars for the Land Course for Senior Leaders according to the Royal Initiative of His Majesty the King, Batch 2 Pillar for the Land Association (Thailand)

Experience :

Present

- Chairman of the Nomination and Remuneration Committee, Director of Wind Energy Holding Company Limited.
- Chairman of the Executive Committee, Director of Origin Property Public Company Limited.
- Chairman of the Board of Directors of Takuni Group Public Company Limited.
- Chairman of the Board of Directors of Park Luxury Company Limited
- Chairman of the Board of Directors of Origin Condominium Company Limited
- Director of Lakthong Company Limited

Year 2022

- Chairman of the Board of Directors of Whale Energy Move Company Limited.

Year 2021

- Advisor to the President of Dhipaya Insurance Public Company Limited.

Year 2020

- Director of Innospace (Thailand) Company Limited.
- Director of Dhipaya Life Assurance Public Company Limited.
- Managing Director, Government Savings Bank.
- Director of Dhipaya Insurance Public Company Limited.

Year 2018

- Director of MFC Asset Management Public Company Limited.

Year 2014

- Deputy Managing Director of Kasikorn Bank Public Company Limited.
- Director of Kasikorn Leasing Company Limited.

The Company's Board of Directors has considered and believes that Dr. Chatchai Payuhanaweechai has passed the consideration of the Company's Nomination and Remuneration Committee. Currently holding the position Chairman of the Executive Committee who is a professional manager of Origin Property Public Company Limited, a company whose main business is the development of condominium real estate along the rail mass transit stations in Bangkok and surrounding areas. and a service business related to the real estate business, such as a service for finding condominium tenants and condominium juristic person project management services for projects developed by the Company which are real estate development businesses with the same conditions as the Company but not in significant competition with the Company. Moreover, Dr. Chatchai Payuhanaweechai is not a significant partner in the partnership. or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies. which operates a business that has the same nature and is in significant competition with the company These qualifications are in line with the qualifications of independent directors and audit committee members as announced by the Capital Market Supervisory Board and according to the regulations of the Stock Exchange. In addition, the Company's Articles of Association, Section 14 regarding the number of directors and Section 29. A director may operate a business of the same nature and compete with the Company's business or be a director of another company that operates a business of the same nature and competes with the Company's business. Compete with the company's business Regardless of whether it is done for the benefit or benefit of others if the shareholder meeting is informed before the appointment resolution is made.

Therefore, it is considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider the appointment of Dr. Chatchai Payuhanaweechai to the position of independent director.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

Mrs. Keeratika Paenglad, volunteers to protect shareholder rights, Proxy from the Thai Investors Association: Asked about the 4 directors who requested approval for new appointments. I would like to know the strategy and guidelines for strengthening operations for the company It is strong and continues to grow.

Mr. Natthapasin Chet Udomlap, the newly appointed director: As for the operational guidelines and direction of the company, he intends to do more after assuming that position. The main principle is Focusing on turning around to make the company profitable. Focus on creating additional income from the company's 3 main businesses. From the beginning, the focus was only on the real estate development business. There will be some investments in the health business and energy business. which future direction Will focus on 2 more business segments to increase. To generate income for the company.

In addition, they will come in to manage expenses efficiently, reduce unnecessary expenses, and increase efficiency in spending to achieve cost-effectiveness as well as restructure the organization's internal operating structure. So that the company can make profits and grow sustainably.

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Mrs. Keeratika Paenglad, volunteers to protect shareholder rights, Proxy from the Thai Investors Association: I would like to know about the management of directors' remuneration costs. Increased from 9 persons to 13 persons to suit the financial statements of the Company currently facing.

Mr. Wissanu Thepcharoen, Chairman of the Board of Directors, explained the management of directors' remuneration costs. The company has prepared a budget for directors' expenses. In the past, we have never spent more than the approved budget and the company is able to control that budget. And it's definitely enough with the additional directors.

When no shareholders commented, the chairman asked the meeting to vote.

Resolution: It was resolved to approve the appointment of Dr. Chatchai Payuhanaweechai to the position of independent director with the following votes:

Agreed	10,072,018,905	Votes	Percentage	99.9792	number of votes attending the meeting and having the right to vote
Disagreed	2,100,000	Votes	Percentage	0.0208	number of votes attending the meeting and having the right to vote
Abstained	40	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

3. Mr. Pradej Kitti-Itsaranon Director, 72 years old

Education :

- Bachelor's degree of Engineering (Electrical), Chulalongkorn University

Training :

- Senior executives Capital Market Academy, Class 6
- Director Certification Program (DCP), Thai Institute of Directors Association
- MINI MBA, Kasetsart University, Class 14

Working :

Present

- Director of Wind Energy Holding Company Limited.
- Chairman of the Executive Committee, Wind Energy Holding Company Limited.

Experience

- Chairman and Director of RSS 2016 Company Limited
- Chairman of the Board of Directors of DD Mart Holding Company Limited
- Managing Director and Director of Demco Public Company Limited
- Project Management Manager of Teda Company Limited
- Head of Electrical System Design Department, Region 3 (Central Region) of Provincial Electricity Authority

The Company's Board of Directors has considered and had the opinion that Mr. Pradet Kitti-Isaranon who has been considered by the Company's Nomination and Remuneration Committee is fully qualified. Therefore, it is considered appropriate to propose to the Extraordinary General Meeting of Shareholders. Consider appointing Mr. Pradet Kitti-Isaranon Appointed to be a director.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

Resolution: It was resolved to approve the appointment of Mr. Pradet Kitti-Isaranon. Took the position of director with the following votes:

Agreed	10,074,118,905	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	40	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

4. Mr. Nuttpasint Chet-Udomlap Director, 32 years old

Education :

- Master's Degree in Public Policy and Political Administration from Harvard Kennedy School, Harvard University, USA
- Master's degree in Finance from Wharton School, University of Pennsylvania, USA
- Bachelor's degree, Bachelor of Economics Branch: Analytical Quantitative Economics First class honors Chulalongkorn University

Training :

- Training course: Directors Accreditation program (DAP) 179/2021 of the Thai Institute of Directors Association

Experience :

Present

- Chief Executive Officer, Nusasiri Public Company Limited.
- Chief Executive Officer, Director and Executive committee, Wind Energy Holding Company Limited.
- Chairman of the Enterprise Risk Management Committee, Investment Committee Member and Director of Demco Public Company Limited.
- Chairman and Director of Aeolus power Co., Ltd.
- Chairman and Director of Watabak Wind Company Limited.

- Director of Thana Power Holding Company Limited.
- Director of World Medical Alliance (Thailand) Company Limited.
- Director of Wind Energy Holding (Hong Kong) Limited.
- Director of First Korat Wind Company Limited.
- Director of Bamnet Narong Wind Co., Ltd.
- Director of Dan Khun Thot Wind one Company Limited.
- Director of Dan Khun Thot Wind Two Company Limited.
- Director of WEH solar one Co., Ltd.
- Director of WEH solar two Co., Ltd.
- Director of Thana Renewables one Co., Ltd.
- Director of Thana Renewables two Co., Ltd.
- Director of Thana Renewables three Co., Ltd.
- Director of Thana Renewables four Co., Ltd.
- Director of Thana Renewables five Co., Ltd.

Year 2019

- Consultant, The Boston Consulting Group Co., Ltd.

Year 2018

- Project Manager (Planning and Management Department) Grabtaxi (Thailand) Company Limited.

Year 2017

- Consultant, PYI Consulting Company Limited.

The Company's Board of Directors has considered and had the opinion that Mr. Natthapasin Chet Udomlap who has been considered by the Company's Nomination and Remuneration Committee is fully qualified. Therefore, it is considered appropriate to propose to the Extraordinary General Meeting of Shareholders. Consider appointing Mr. Natthapasin Chet Udomlap Appointed to be a director.

The resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman gave the shareholders an opportunity to express their opinions.

When no shareholders commented, the chairman asked the meeting to vote.

Resolution: It was resolved to approve the appointment of Mr. Natthapasin Chet Udomlap to the position of director with the following votes:

Agreed	10,074,118,945	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

Agenda 4 Consider other matters (if any)

The Chairman gave the shareholders an opportunity to ask questions and express opinions on other matters.

Mr. Patarakit Netiniyom, personally attended the meeting and would like to know the conclusion that if the WEH investment process is completed, How much is the percentage of total WEH shares held by NUSA? What is the percentage of directly holding WEH's operating performance?

Mr. Wissanu Thepcharoen, Chairman of the Board of Directors, explained that NUSA currently holds 7.12% of WEH shares. The exact number of shares to be operated in the future is not yet known. which is in the process of improving the plan and collecting shares.

Mrs. Keeratika Paenglad, volunteers to protect shareholder rights, Proxy from the Thai Investors Association: I would like to know the company's risk management guidelines under fluctuation and current confidence in the capital market.

Mr. Natthapasin Chet Udomlap, the newly appointed director: pointed out that the company still adheres to its business plan. which last year and including next year The company is still in the process of improving its operating results. which believes that if the operating results go in a better direction It will build confidence among shareholders. Including various investors. In the midst of a volatile market, there are other companies on the stock exchange that may face problems. The company believes that Able to continue operating the business, including next year, the company intends to create even better profits for the company and asks shareholders and investors to continue following.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions. Since no shareholder proposed any additional matters and asked any other matters. The Chairman therefore thanked all shareholders for taking the time to attend this meeting. and request to close the meeting

The meeting was closed at 11.02 a.m.

hereby certify that the minutes of the meeting are correct

sign ______________________________

(Mr. Visanu Thepcharoen)

The chairman of the board acts as the chairman of the meeting.

sign ______________________________

(Mr. kampol Sangrsijan)

Minute Recorder

The Charter of the Board of Directors

Nusasiri Public Company Limited (the "**Company**") realizes and give importance to corporate governance. In addition, the Board of Directors must strictly perform its duties in accordance with the Company's Article of Associations according to the Public Company Act B.E. 2535 (as amended) (the "**PLCA**"), laws related to securities and stock exchange and other relevant laws. Therefore, the policy determines the corporate governance, to emphasize the roles and duties of the Board of Directors in accordance with the principles of good corporate governance stipulated by the Stock Exchange of Thailand as follows:

1. Composition of the Board of Directors

It must contain the following components:

1.1. According to the Company's Article of Associations, the Board of Directors must consist of not less than five members, and not less than half of the total number of directors must reside in the Kingdom of Thailand.

1.2. The Board of Directors consists of independent directors, at least one-third and not less than three persons. Qualifications of independent directors are as specified by the Stock Exchange of Thailand and other relevant laws.

1.3. The Board of Directors or the shareholders' meeting selects one director from non-executive directors to be the Chairman of the Board.

1.4. The Board of Directors selects one person to act as the Secretary of the Board of Directors. The Secretary of the Board of Directors may or may not be a director.

1.5. The Board of Directors selects one person to act as Company Secretary.

2. Duties and responsibilities of the Board of Directors

The Board of Directors has the duties and responsibilities as follows:

2.1. Performing duties with responsibility, guardedness, honesty, and care to protect the interests of the Company and in accordance with the law, objectives, and Article of Associations of the Company as well as shareholders' resolutions.

2.2. Responsible for determining the vision, policy, and direction of the Company's operations, overseeing and supervising the executives to operate efficiently in accordance with the established policies to maximize economic value for shareholders and sustainable growth.

2.3. Responsible for shareholders on a regular basis, operating to maintain their interests. Disclosure of material information to investors in a manner that is accurate, complete, standardized, and transparent.

2.4. Possessing knowledge, capability and experience that will be beneficial to the business operation and have a truly interest in the business of the company he is management.

2.5. Evaluating the performance of directors and high-level executives and determining their remuneration.

2.6. Responsible for business profits/losses and the performance of management, exercising intention and caution in the operation.

2.7. Supervising the determination of clear and measurable business goals, to serve as guidelines for performance goal-setting, considering both reason and feasibility.

2.8. Supervising the ethical conduct of business operations.

2.9. Supervising the management to ensure the implementation of an appropriate and efficient risk management system.

2.10. Considering making decisions on material matters such as policies and business plans for substantial investment projects, administrative power, acquisition or disposition of assets, and any other items prescribed by laws.

2.11. Determining the authority and level of approval for transactions and operations related to the company's businesses, assigning them to the appropriate department or personnel in accordance with relevant laws. This manual on authority is to be prepared and reviewed at least once a year.

2.12. Establishing a reliable accounting system, financial reporting, and auditing, while ensuring that there is a process for evaluating the suitability of internal control.

2.13. Approving the proposal to appoint an auditor and consider an annual audit fee, which will be presented to the shareholders for their consideration and approval of the appointment.

2.14. Reporting on the Board of Directors' responsibilities for preparing financial reports, along with the auditor's report, and including them in the annual report covering important matters in accordance with Policy Statement on Code of Best Practices of Directors of Listed Companies

2.15. Supervising the operations of sub-committees. To be in accordance with the determined charters.

2.16. The Board shall conduct self-evaluation and assess overall performance.

3. **Election of directors and holding a position on the Board.**

Election of the Company's directors to be done by the shareholders' meeting. This must be done in accordance with the following rules:

3.1. A shareholder has a vote of one share per one vote.

3.2. In the election of directors, the voting method may be used to select directors individually or several persons at a time as the shareholders' meeting deems appropriate. However, the resolution shareholders must vote with all the votes they have under Clause 1 and cannot divide their votes to any person to any extent. Therefore, shareholders cannot divide their votes in the election of directors to allow any person to be more or less in accordance with section 70 paragraph one of the PLCA (NON-CUMULATIVE VOTING only).

3.3. In voting for the election of directors, a majority of votes must be used. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.

3.4. The Board of Directors shall hold a position for a term of three years. Directors who retire under this article may be re-elected to hold the position. In addition, to retire the position of the term, a committee member retire position upon:

(a.) Dead

(b.) Resign

(c.) lacking qualifications or having prohibited characteristics under the law governing public companies.

(d.) The meeting resolved to leave.

(e.) The court has issued an order.

3.5. When any director resigns from the position, he or she may also submit his resignation letter to the Registrar for acknowledgment.

4. **Board meeting**

The Board of Directors' meetings are as follows:

4.1. The Board of Directors is required to convene a meeting to review the Company's performance at least every three months. During these meetings, directors are expected to express their opinions and exercise independent discretion. Directors should attend every meeting unless prevented by force majeure, in which case advanced notification to the Secretary of the Board of Directors is required. The Company is responsible for reporting the number of meetings attended by the Board of Directors in the annual report.

To facilitate effective communication with all directors, the Secretary of the Board of Directors is required to send meeting invitation letters to all directors, informing them of the date, time, place, and agenda items at least seven days in advance and is also responsible for collecting meeting documents from both the directors and the management to distribute them to the Board in advance. These documents must provide sufficient information to support decision-making and allow the Board to exercise independent discretion. The Secretary of the Board of Directors must record the issues during the meeting to prepare comprehensive minutes, which must be completed within fifteen days from the date of the meeting's conclusion. The minutes are then proposed to the Chairman of the Board of Directors for signature and must be stored in a secure system that allows for easy retrieval and maintains confidentiality.

4.2. A company director with an interest in any matter is not entitled to vote on that matter.

4.3. In voting at the Board of Directors meeting, the decision is determined by the majority of votes. In the case of a tie vote, the Chairman of the meeting shall cast an additional vote as a casting vote. Nevertheless, the opinions of other members of the Board of Directors who did not agree with the resolution should be explicitly stated in the meeting report.

( )

Chairman

Biographies of the Proposed Directors for Appointment

No. 1

Name: Pol.Lt.Gen. Ekaphop Prasitvattanachai

Age: 61 years

Address: 36 Soi 6, Saiburi Road, Bo Yang Sub-district, Mueang Songkhla District, Songkhla Province

Type of Director Nominated for Election: Director

Education

- Master of Public Administration, Thaksin University
- Bachelor of Public Administration, Royal Poice Cadet Academy (Class 37)

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- National Defence Course, National Defense Studies Institute (Class 59)

Experience

Present	Director, Anti-Illegal Tabacco Subcommittee, Tabacco Authority of Thailand
2021	Commissioner, Office of the Commissioner General, Royal Thai Police (Advisor of National Defence Studies Institute), performing duty at Provincial Police Region 8 (Responsible for Legal Works and Litigation Cases)
2019	Deputy Commissioner of Provincial Police Region 1 (Legal Works and Litigation Cases)
2018	Deputy Commissioner, Office of Legal Affair and Litigation
2014	Deputy Commissioner of Provincial Police Region 9
2013	Commander of Provincial Police, Songkhla Province
2012	Commander of Provincial Police, Pattani Province

Biographies of the Proposed Directors for Appointment

No. 2

Name: Chaipat Lertlucktaweekul, Phd.

Age: 52 years

Address: 10 Soi Chalaem Nimit 10, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok

Type of Director Nominated for Election: Director

Education

- Doctor of Philosophy in Public Administration, Suan Dusit University
- Master of International Economics and Finance, Chulalongkorn University
- Bachelor of Quantitative Economics, Chulalongkorn University

Training

- Certificate in Leadership Coaching, Leadership Management International, USA
- Certificate in Advanced Negotiation Skills, VFM Associates, UK
- Certificate in Social and Economics Development, Beijing University
- Certificate in the “Art & Science of Appreciative Coaching”, Assumption University
- Certificate in the “NLP Practitioner”. The American Board of NLP
- Certificate in the “Time Line Theraphy Practitioner”, The American Board of NLP
- Certificate in the “NLP Coaching Practitioner”, The American Board of NLP

Experience

Present	Chief of Executive Director, De One International Company Limited
2003	Sales Director, Lafarge Siam Roofing Company Limited
2001	Branch Deputy Director, Ek-Chai Distribution Company Limited (Tesco Lotus)

Biographies of the Proposed Directors for Appointment

No. 3

Name: Burin Nuchniyom, MD.

Age: 58 years

Address: 171/163 Moo 7 Krathumlom Sub-district, Sam Phran District, Nakhon Pathom Province

Type of Director Nominated for Election: Director

Education

- Master of Business Administration (Magna Cum Laude), Mississippi College, Clinton, Mississippi, USA
- Doctor of Medicine, Chulalongkorn University Faculty of Medicine

Training

- Diplomate of American Board of Internal Medicine
- Internship: Internal Medicine, New York Downtown Hospital, New York, New York, USA
- Residency: Internal Medicine, St. Agnes Hospital, Baltimore, Maryland, USA
- Fellowship: Gastroenterology, University of Mississippi Medical Center, Jackson, Mississippi, USA

Experience

Present	Deputy Managing Director and Chief International Officer, Piyavate Hospital
2016	International Medical Director, BPK 9 International Hospital
2007	Medical Director, Emergency Department, Hardy Wilson Memorial Hospital, Hazlehurst, Mississippi, USA
2000	Assistant Professor of Medicine, University of Mississippi Medical Center, Mississippi, USA

Articles of Association

of

Nusasiri Public Company Limited

SECTION 1

GENERAL PROVISIONS

Article 1. This Article of Association shall be called the Articles of Association of "Nusasiri Public Company Limited"

Article 2. The "Company", mentioned in these Articles of Association, shall mean "Nusasiri Public Company Limited".

Article 3. Any addition or amendment to this Article of Association, or to any provisions in the Memorandum of Association, may be made by a resolution of a general meeting of shareholders.

Article 4. The provisions of laws regarding public limited companies and laws on securities and securities exchanges shall be applied to the Company, except as otherwise provided herein.

SECTION 2

SHARES AND SHAREHOLDERS

Article 5. The shares of the Company shall be ordinary shares and must be entered in a name certificate, each share must be paid in full. In this regard, the Company may issue and sell preferred stocks, debenture, convertible debenture, or other securities that are granted permission under the laws on securities and securities exchanges.

In paying for the shares, a subscriber or purchaser shall not avail himself of a set-off against the Company.

Article 6. The issuance of shares or other securities to the public must be conducted in accordance with the laws governing securities and securities exchanges.

Each share certificate of the Company shall contain an affixed or printed signature of at least one (1) director of the Company. Nevertheless, the Company may authorize the share registrar under the laws on securities and securities exchange to affix or print a signature thereon.

Article 7. The Company may appoint Thailand Securities Depository Co., Ltd. as its share or securities registrar. All procedures in relation to the Company's share or securities registrar shall be as determined by the share or securities registrar.

Article 8. Any person who has acquired rights to any shares due to the death or bankruptcy of the shareholder, upon presenting legally valid evidence to the Company, the company shall register and issue a new share certificate to the person within one month from the date of receipt of complete evidence.

In case that any share certificate has been damaged in material respect or defaced, upon surrender of the old share certificate to the Company, the Company shall issue the new share certificate. In the event of loss or destruction of any share certificate, the shareholder shall produce as evidence a police record thereof or other proper evidence to the Company and the Company shall issue new share certificate to such shareholder within the period specified by the relevant laws.

Article 9. The shares of the Company are freely transferable without any restriction, and the total number of shares held by non-Thai persons at any time, in aggregate, shall not exceed forty-nine percent of the total shares sold by the Company. Any transfer of shares that would cause the foreign shareholding of the Company to exceed the aforementioned proportion, the Company reserves the right to refuse such a transfer of shares.

Article 10. A transfer of shares shall be valid upon the transferor's endorsing the share certificate, specifying the name of the transferee, and bearing the name of the transferee and bearing the signatures of both the transferor and transferee, and the transferor delivery of share certificate to the transferee.

The transfer of shares shall be asserted against the Company upon receipt by the Company of the request to register such transfer of shares, and be asserted against third parties upon the Company has registered the said transfer of shares in the share register. When the Company finds that the transfer of shares is in compliance with the laws, the Company shall register the said transfer of shares within fourteen days from the date of receipt of the request. If the transfer of shares is incorrect or incomplete, the Company shall notify the applicant within seven days from the date of receipt of the request.

The transfer of shares being traded on the Stock Exchange of Thailand shall be in accordance with the laws on securities and exchange.

Article 11. The Company must not own or accept a pledge of its own shares, except for the following cases:

(1) The Company may repurchase its shares from any shareholder who votes against the resolution of a general meeting of shareholders that has been passed to amend the Articles of Association of the Company relating to the rights to vote and the rights to dividends which is unfair in the view of such shareholder.

(2) The Company may repurchase its shares for the purpose of financial administration when it has accumulated profits and surplus liquidity, and such repurchase does not cause any financial difficulties to the Company.

The repurchase of shares by the Company must be approved at a general meeting of shareholders. However, if the repurchased shares do not exceed ten percent of the paid-up capital, the board of directors shall have the authority to decide.

Shares held by the Company as a result of shares repurchased will not be counted in constituting a quorum of the shareholders' meeting and will not have any voting rights or rights to receive dividends.

The disposal of shares bought as set in paragraph one shall be done in accordance with the period prescribed by the ministerial regulations. Should the Company fails or be unable to dispose of all those shares bought back by the Company within the period specified by the laws, the Company shall decrease its paid-up capital by way of canceling the shares which cannot be disposed of.

The buyback of shares, the disposal of shares bought back and the canceling of shares, shall be in accordance with the laws.

Article 12. In case of preferred shares, the conversion of preferred shares into ordinary shares may be done by having the shareholder wishing to convert such shares submit a request for conversion of shares to the Company, and surrender the share certificates.

Such conversion of shares under the first paragraph shall come into effect from the date of submission of the request. In this respect, the Company shall issue the new share certificates to the applicant within 14 days from the date of receipt of the request.

Article 13. During period of 21 days prior to each of the shareholders meetings, the Company may close its share register book and suspend the transfer of shares by making an advance announcement at its head office and every branch office to inform the shareholders of such suspension for a period of not less than 14 days prior to the date commencing the suspension of share transfer registration.

SECTION 3

DIRECTORS

Article 14. The company shall have a board of directors comprising a minimum of five members appointed by the shareholder meetings. The board shall be responsible for considering the election of the the chairman of the board and shall elect the chairman as well as may choose a vice chairman, executives, and other positions as deemed appropriate collectively. Additionally, not less than half of the total number of directors must have a registered address within the jurisdiction of the Kingdom.

Article 15. The shareholder meeting shall elect directors according to the following criteria and methods.

(1) One shareholder has one vote per share.

(2) Each shareholder must use all of his/her votes according to (1) to elect one or more persons as directors. Each person cannot divide their votes to anyone, to any extent.

(3) The persons who receive the highest number of votes in descending order are elected as directors, equal to the number of directors that should be or will be elected at that time. If the persons elected in descending order have the same number of votes, exceeding the number of directors that should be or will be elected at that time, the chairman shall have the deciding vote.

Article 16. Consideration and remuneration for directors shall be stipulated by the shareholders meeting.

Article 17. Directors of the Company need not be shareholders of the Company.

Article 18. At every Annual General Meeting, At least one-third (1/3) of the directors must retire from office. If the number of directors cannot be divided into three parts, The number closest to one-third (1/3) of the directors who must retire from office in the first year is to be removed. and the second year after the registration of the company draw lots to see who will resign in the following years. The directors who have been in office the longest will be the ones who will resign from their positions as directors. Those who leave that position may choose to take up another position.

Article 19. Other than vacancy by rotation, directors shall vacate the office upon:

(1) death;

(2) resignation;

(3) lack of qualifications, or prohibition under the laws;

(4) being removed by a resolution of a shareholders meeting;

(5) being removed by a court order.

Article 20. Any director who wishes to resign from office may submit a resignation letter to the Company. The resignation shall be effective from the day the resignation letter reaches the Company.

A director who has resigned under the first paragraph may also notify the registrar of such resignation

Directors are prohibited from engaging in any business or competition with the company's operations, becoming a partner in a partnership or an unlimited liability partnership, or serving as directors in private companies or other companies engaged in identical or competitive businesses with the company, whether for their own benefit or the benefit of others, unless prior notice is given to the shareholders' meeting before an appointment is made.

Article 21. In case of a vacancy on the Board of Directors otherwise than by rotation, the Board shall elect any person who is qualified and not subject to prohibition under the laws as a replacement director at the next meeting of the Board of Directors, except in the case where the remaining term of office of such director is less than two months.

The replacement director shall hold the office only for the remaining term of the director whom he or she replaces.

The resolution of the Board under paragraph one hereof must be passed by a vote of not less than three-fourths of the number of the remaining directors.

Article 22. A general meeting of shareholders may pass a resolution to dismiss any director from office prior to the expiration of his/her term with votes of not less than three-fourths (3/4) of the total shareholders present at the meeting and entitled to vote.

Article 23. The Chairman of the Board of Directors shall convene a Board of Directors meeting. In the event that the position of the Chairman of the Board of Directors is vacant or the Chairman is unable to perform his or her duties, the Vice-Chairman, if available, shall convene the meeting. If the Vice-Chairman is unable to performs his or her duties, the most senior directors, shall convene the meeting.

In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or a person entrusted by the Chairman shall send notice thereof to the directors not less than seven days prior to the date of the meeting. However, in case of necessity or urgency in order to maintain the rights or interests of the Company, summoning of a meeting may be made by electronic means by any other methods and the meeting may be scheduled to be held sooner.

In case where two or more directors request to convene a meeting of the Board of Directors, the Chairman of the Board of Directors shall call and schedule the date of the meeting to be held within fourteen days from the date on which the request is received.

Article 24. A quorum of the Board of Directors meeting shall consist of not less than one half of the total number of directors.

In the event that the Chairman of the Board of Directors is absent or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his or her duties, the directors present at the meeting shall elect one from among themselves to be the Chairman of the meeting.

Article 25. The Board of Directors shall be responsible for management of all businesses of the Company and has the authority to operate within the scope of the laws, objectives and Articles of Association of the Company, and in accordance with the resolutions passed by the general meetings of shareholders, and has the authority to proceed with any act as specified in the Memorandum of Association or relating to the said act.

The number of the Company's authorized signatory directors is two. Two directors shall be authorized to jointly sign with the Company seal affixed. However, in the case of participating and casting votes in the general meeting of a juristic person for housing estate or condominium (as the case may be), including signing, sending, or appointing an agent to be a director for such housing estate or condominium (as the case may be), one director shall be authorized to sign with the Company seal affixed. In such cases, the appointment of the authorized director shall be made by the resolution of the shareholder meetings or the board meeting.

Article 26. All resolutions of the Board of Directors meeting shall be passed by a majority of votes of the directors attending the meeting.

Each director shall have one vote, except any director having a personal interest in any matter shall have no right to vote on such matter.

In the case of an equality of votes, the Chairman of the meeting shall have an additional deciding vote.

Article 27. A director shall promptly notify the Company of his or her personal interest in any contract made by the Company, whether directly or indirectly, or increase or decrease in holding of shares or debentures in the Company or any subsidiaries.

Article 28. The Board of Directors must hold a meeting at least once every three months.

Article 29. A director is prohibited from engaging in any business of the same nature as or in competition with the Company's business, becoming a partner in a general partnership or a partner with unlimited liability in limited partnership or a director of a private limited company or a public limited company whose business is of the same nature as or in competition with the Company's business, either for his/her own benefit of the benefit of others, except where notification is given to the general meeting of shareholders prior to the passing of the resolution on his/her appointment as a director.

Article 30. The Board of Directors meeting of the Company shall be held at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Chairman of the Board of Directors. If the Board of Directors meeting is convened via electronic means, the Company's head office shall be considered the venue for such electronic meeting.

Article 31. Under the laws on public limited companies, the Board of Directors has the authority to sell or mortgage any immovable property of the Company, or lease any immovable property of the Company for more than three years, or give or compromise or file a lawsuit with court, or refer any disputes to arbitration.

SECTION 4

GENERAL MEETINGS OF SHAREHOLDERS

Article 32. A meeting of shareholders of the Company shall be convened at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Board of Directors. If the Board of Directors meeting is convened via electronic means, the Company's head office shall be considered the venue for such electronic meeting.

Article 33. There shall be a general meeting of shareholders at least once a year. Such a meeting shall becalled a " general meeting ." Such general meeting shall be held within 4 months after the end of the company's fiscal year.

Other shareholder meetings shall be called "extraordinary meetings."

The Board of Directors may call an extraordinary meeting at any time it deems appropriate. or when shareholders whose shares count together are not less than 25 people or not less than less than 1/10 of the total number of shares sold, can sign a letter in the same issue requesting the board of directors to call an extraordinary meeting. The request letter must be clearly specified for what purpose. The board of directors must hold a meeting within one month from the date of receiving the letter from shareholders.

Article 34. In notifying the meeting of shareholders. The Board of Directors shall prepare a meeting invitation specifying the location, date, time, and agenda. and matters to be presented to the meeting along with appropriate details By specifying clearly that it is a matter proposed for information, approval, or consideration. along with the opinions of the board of directors on the matter and sent to shareholders and the registrar not less than seven days before the meeting date.

In addition, the notice of calling a shareholder meeting is advertised in newspapers for three consecutive days, not less than three days before the meeting date.

If a meeting is called at that time It is a meeting invitation to arrange a meeting via electronic media. The company can send a meeting invitation letter. Any notice, warning, notification, or advertising message. Concerning meetings about the company or any advertising messages electronically instead.

Article 35. A shareholder meeting must have shareholders and shareholders' proxies (if any) attending the meeting in total of not less than twenty-five people or not less than half of the total number of shareholders and must have a total of shares don’t less than one-third of the total number of shares sold will constitute a quorum.

In the case where it appears that at any shareholder meeting when one hour has passed since the appointed time, the number of shareholders attending the meeting is not complete to form a quorum as specified, if the shareholder meeting was called because the shareholders, the meeting was suspended, if the shareholder meeting was not called because the shareholder requested, a new meeting must be scheduled and a meeting notice sent to shareholders not less than seven days before the meeting date. In the latter meeting, a quorum is not required.

Article 36. In the shareholder meeting, shareholders may authorize others to attend the meeting and vote on their behalf. The authorization must be made in writing, signed by the grantor and made in the form specified by the Public Company Registrar and must include at least the following items:

A. The number of shares that the proxy holds.

B. Name of the proxy grantor

C. The time of the meeting where a proxy to attend the meeting and vote is given and given to the Chairman of the Board or a person designated by the Chairman of the Board before the proxy attends the meeting.

Article 37. In the event that the meeting is not finished considering matters according to the agenda specified in the meeting notice or incomplete consideration of matters proposed by shareholders whose shares total not less than one-third of the total number of shares sold at the meeting and it is necessary to postpone consideration of the meeting to determine the place, date, time, and agenda to shareholders at least seven days before the meeting. The notice of the meeting must also be published in a newspaper not less than three days before the meeting date.

Article 38. The Chairman of the Board acts as chairman of the shareholder meeting. In the event, that the Chairman of the Board is not present at the meeting or is unable to perform his duties. If there is a vice-chairman of the board of directors, the vice-chairman of the board of directors shall be the chairman of the shareholder meeting. If there is no vice chairman or there is only one unable to perform his duties, shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting.

Article 39. In a shareholder meeting, every shareholder has one vote per share.

In the case that a shareholder has a special interest in any matter, the shareholder may not vote on that matter, except for voting to elect directors.

Voting on any resolution or approval of any business, the general meeting must receive an approval vote from a majority of the shareholders who attend the meeting and have the right to vote. Except in the following cases, a vote of not less than three-quarters of the total number of shareholders who attend the meeting and have the right to vote must be received.

Selling or transferring all or important parts of the company's business to another person.

A. Buying or accepting transfer of business of another public company or private company to the Company.

B. Making, amending or terminating a contract regarding the rental of all or important parts of the company's business. Assigning another person to manage the company's business or combining business with another person with the objective of sharing profits and losses.

Article 40. Business that the annual general meeting should do is as follows:

(1) Consider the report of the committee regarding the activities that the company has carried out during the past year.

(2) Consider and approve the balance sheet

(3) Consider the allocation of profits

(4) Election of directors to replace directors who resign at the end of their term

(5) Appoint an auditor

(6) Other businesses

CHAPTER 5

INCREASE AND REDUCTION OF CAPITAL

Article 41. The Company may increase its registered capital by issuing new shares. The issuance of new shares must be approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders present and entitled to vote.

Article 42. The Company may offer for sale, in whole or in part, the additionally issued share and may offere for sale to existing shareholders in proportion to the number of shares held by each shareholder or may offer for sale to the public or to other persons in whole or in part, in accordance with the resolution of the meeting of shareholders.

Article 43. The Company may reduce its registered capital by reducing the value of each share or reducing the number of shares, upon approval by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

The Company shall not reduce the capital to be below one-fourth of the total capital. Unless the case where the company has incurred accumulated loss and, after making compensation for the accumulated loss by allocation of the partial share premium, capital reserve or other reserve to compensate for loss, such accumulated loss remains, the Company may reduce its capital to the amount below one-fourth of the total capital.

The allocation of the partial share premium, capital reserve or other reserve to compensate for loss under the second paragraph shall be made only upon approval by a resolution of a meeting of shareholders, provided that the allocation must be made from the capital reserve and the capital reserve as specified by law and the partial share premium respectively.

Article 44. Upon the Company intends to reduce its capital, the Company must, in writing, notify its known creditors of the resolution for such capital reduction within fourteen days as from the date on which such resolution was passed by the meeting of shareholders and specify, in the notification, that objections may be sent within two months as from the date of receipt of the notification of such resolution, and the Company shall also publish such resolution in a newspaper or published through electronic media, not less than three consecutive days, within the said fourteen day time limit.

CHAPTER 6

DIVIDEND AND RESERVE FUND

Article 45. It is prohibited to announce permission to pay dividends. In addition to the resolution of the shareholder meeting or resolution of the committee.

In the case where interim dividends are paid payment of dividends must be notified in writing to shareholders, and notice of payment of dividends shall be advertised in a local newspaper and arrange for payment of such dividends within one month from the date of such resolution.

Article 46. The board of directors may pay interim dividends to shareholders from time to time. When it appears to the directors that the company has sufficient profits to be able to do and when dividends have been paid, report them to the shareholders at the next meeting.

Article 47. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Unless otherwise provided regarding preference shares,

Article 48. The company must allocate part of the annual net profit as a reserve fund of not less than five percent of the annual net profit. Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten percent of the registered capital.

In addition to the aforementioned reserves, the Board of Directors may propose that the shareholders' meeting vote to allocate other reserve funds as they deem to be beneficial to the company's operations.

Article 49. The loan of the Company by issuing debentures for sale to the public will be in accordance with the law of securities and securities exchange.

The resolution to issue debentures according to the first paragraph shall require the resolution of the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote

CHAPTER 8

ACCOUNTING, FINANCE AND AUDIT

Article 50. The fiscal year of the Company shall commence on is 1st of January and end on 31st of December of every year.

Article 51. The Company must prepare and maintain accounts as well as the audits in accordance with the relevant law.

Article 52. The Company must prepare a balance sheet and profit and loss account at least once in the twelve months period which is the Company's fiscal year

Article 53. The Board of Directors must prepare the balance sheet and profit and loss account at the end of the Company's fiscal year to be proposed to the shareholders' meeting in the annual general meeting, to consider and approve this balance sheet and profit and loss account. The Board of Directors must arrange for the auditors to finish the examination before presenting to the shareholders' meeting.

Article 54. The Board of Directors must send the following documents to the shareholders together with the notice calling for the annual general meeting.

(1) a copy of the balance sheet and profit and loss account that the auditor has examined with the audit report.

(2) the Board of Directors' annual report.

Article 55. The Board of Directors shall cause a register of directors, minutes of the Board of Directors meeting and shareholders meeting, and all resolutions passed by the meetings, to be duly recorded as evidence. Such evidence shall be kept at the head office of the Company or kept by any person assigned to perform the duty of keeping the said documents at the locality where the head office is situated or adjacent province, but the registrar shall be informed first.

Article 56. The auditor shall be appointed by the annual ordinary general meeting. A retiring auditor is eligible for re-election.

Article 57. The shareholders meeting shall fix the remuneration of the auditor.

Article 58. Director, staff, employee or person holding any position in the Company, during holding the said position, shall not be elected to be the Company’s auditor.

Article 59. The auditor has a duty to be present at a meeting of shareholders of the Company every time that is considered the balance sheet, the profit and loss account, and problems concerning the accounts of the Company in order to give explanations on audit to the shareholders. The Company shall also deliver to the auditor of reports and document that the shareholders ought to receive at such meeting of shareholders.

Article 60. In cases where the Company or its subsidiaries enter into a connected transaction or an acquisition or disposition of the Company's assets, or a subsidiary company, as defined by the notification of the Stock Exchange of Thailand (as the case may be), the Company must comply with provisions procedures as specified such notifications accordingly.

CHAPTER 9

Others

Article 61. The Company's affix is as follows:

[AFFIX]

Guidelines for Registration of the Shareholders' Meeting via Electronic Means (e-Meeting), Appointment of Proxy and Voting Casting of the Shareholders' Meeting via Electronic Means (e-Voting)

1. Registration of the Shareholders' Meeting and Documents Required for Attending the Shareholders' Meeting via Electronic Means (e-Meeting)

The shareholder(s) who wish to participate in the shareholders' meeting via electronic means (e-Meeting) are requested to submit an application to request a username, password, and a link for joining the meeting through the electronic media system (e-Request) in advance. This process can be carried out starting from February 22, 2024, at 8:30 AM, until the conclusion of the meeting. Once TNH has verified and approved your application, you will receive an email containing the username, password, and link for joining via registered Email. On the meeting day, TNH will open access for shareholder(s) and proxy(ies) to enter the shareholders' meeting via electronic means (e-Meeting) system from 8:00 AM on February 29, 2024. Shareholder(s) and proxy(ies) can find additional instructions on how to participate in the shareholders' meeting via electronic means (e-Meeting) in **Enclosure 8.**

Shareholders can access the electronic media system (e-Request) at https://app.inventech.co.th/NUSA104358R/#/homepage	Or scan QR Code

1.1. For individual shareholders

1.1.1. In the event that shareholders attend the e-Meeting on their behalf

The shareholders shall submit a copy of valid photographic identification document issued by the governmental authorities, e.g. identification card, driver license, or passport, that has been signed to certify true copy. In case of name or surname change, documentary evidence to such effect must also be presented.

1.1.2. In the event that shareholders appoint a proxy to attend e-Meeting, the following documents are required.

(a) A Proxy Form A or Proxy Form B (Proxy Form B as detailed in **Enclosure 7**, or shareholders can download Proxy Form A or Proxy Form B from www.thanapowerholding.com) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy.

(b) A copy of an identification document of the grantor issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify true and correct copy by the grantor.

(c) A copy of the an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct copy by the proxy.

1.2. For shareholders who are juristic persons

1.2.1. **In the event that shareholders who are juristic persons attend the e-Meeting by their authorized representative**, the following documents are required.

(a) A copy of valid photographic identification document of the authorized representative(s) issued by the governmental authorities as described in Item 1.1.1 above, which has been signed to certify true copy by the authorized representative(s).

(b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).

1.2.2. **In the event that shareholders who are juristic person appoint a proxy to attend e-Meeting**, the following documents are required.

(a) A Proxy Form A or Proxy Form B (Proxy Form B as detailed in **Enclosure 7**, or shareholders can download Proxy Form A or Proxy Form B from www.thanapowerholding.com) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy.

(b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).

(c) A copy of an identification document of the authorized representative(s) issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify true and correct by the authorized representative(s).

(d) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

1.3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

(a) A Proxy Form C (shareholders can download Proxy Form C from www.thanapowerholding.com) that has been accurately and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy.

(b) A copy of the custodian's affidavit, which must be issued no later than 1 year prior to the meeting date, which has been signed to certify as true and correct copy by the custodian's authorized representative(s), together with affixing the custodian's seal (if any).

(c) A copy of an identification document of the custodian's authorized representative(s), who signs the Proxy Form, issued by the government authorities as referred in Item 1.1.1, which has been signed to certify as true and correct by such custodian's authorized representative(s).

(d) A power of attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.

(e) A document confirming the license to engage in the custodian business.

(f) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

Should any document as presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

2. Appointment of Proxy

2.1. Proxy Granting

Shareholders can appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf according to the following procedures:

(a) Shareholders may select either Proxy Form A or Proxy Form B only (Proxy Form B as detailed in **Enclosure 7**, or shareholders can download Proxy Form A or Proxy Form B from www.thanapowerholding.com), except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository. In such case, Proxy Form C (shareholders can download Proxy Form C from www.thanapowerholding.com) must be chosen.

(b) Shareholders may appoint any person or an independent director as determined by TNH (as detailed in **Enclosure 6**) as their proxy by specifying his/her name and details of the proxy.

(c) A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository and use Proxy Form C.

(d) In cases where a shareholder wishes to appoint another person or an independent director for participation and voting on their behalf at the meeting, the shareholder is required to submit an application to join the meeting along with the shareholder's proxy document through the electronic media system (e-Request). Kindly cooperate by delivering the original copy of proxy documents and supporting materials to the address provided below, so that TNH can receive them by February 29, 2024.

Thana Power Holding Co.,Ltd.

87/1 Capital Tower, All Seasons Place

25th floor, Witthayu Road

Lumphini Sub-district, Pathum Wan District

Bangkok 10330

Through the electronic media system (e-Request), the submission of requests will be open from February 22, 2024, starting at 8:30 a.m., until the conclusion of the meeting. In the event that a shareholder wishes to delegate proxy authority to another person other than the independent directors of the Company to attend the meeting on their behalf. TNH will send the username, password, and link for joining to registered Email of proxy(ies).

(e) In cases where a shareholder has not affixed the stamp duty on the proxy form, TNH will affix THB20 duty stamp on the Proxy Forms to facilitate the shareholder, cross out and date in order for the form to be valid and legally binding according to the laws.

(f) In the event that a shareholder wishes to revoke the proxy, the shareholder is required to submit a written notice to TNH before the commencement of the shareholders' meeting.

2.2. Proxy Form

We have prepared Proxy Forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of Proxy Form to be applied for the meeting of shareholders:

- Form A is a general form that is simple and uncomplicated;
- Form B is an explicit form that sets out specific details of authorization; and
- Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, we have enclosed Proxy Form B for the shareholders as detailed in **Enclosure 7**. In addition, the shareholders can download Proxy Form A, Form B and Form C from www.thanapowerholding.com.

3. E-Vote Casting

3.1. One share shall have one vote. Shareholders or proxies attending the meeting must cast their votes in one of the following manners, i.e., approve, disapprove, or abstain. Votes cannot be partially divided, except for foreign investors who appoint a custodian in Thailand to deposit and manage their shares. In such cases, they are allowed to vote with divided preferences.

3.2. Vote casting by the proxy

(a) In the event that the grantor has specified the voting instruction in the Proxy Form, TNH will record such votes, together with the registration to attend the meeting of the proxy. The proxy is not required to cast a vote during the meeting.

(b) The appointed proxy must be present during the voting for each agenda item and should not click “Register for exit the quorum” before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda. If the appointed proxy click “Register for exit the quorum” out before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda. The votes of the shareholder who appointed the proxy will not be counted for that specific agenda. However, clicking “Register for exit the quorum” at any point during a particular agenda does not forfeit the proxy's right to rejoin the meeting or vote in subsequent agendas.

(c) In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

3.3. Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration. However, shareholders must remain present during the voting period for each agenda item and not clicking “Register for exit the quorum”before the announcement of the closure of voting for that agenda. If a shareholder click “Register for exit the quorum” before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for that agenda even though they have voted in advance. Nevertheless, clicking “Register for exit the quorum” during any agenda does not forfeit the shareholder's right to rejoin the meeting or vote in subsequent agendas.

4. Vote counting and announcement

4.1. Before voting on each agenda, the Chairman of the meeting or any person designated by the Chairman will provide an opportunity for shareholders or proxy to ask questions or express comments related to that specific agenda, as appropriate. Shareholders or proxy are requested to state their name and surname before posing questions or sharing comments each time. It is important to note that questions and/or comments from shareholders or proxy must be relevant to the agenda of the meeting. If there are suggestions or questions unrelated to the meeting agenda, they should be presented towards the end of the meeting. TNH reserves the right to respond specifically to questions related to the meeting agenda during the Q&A session.

4.2. Chairman of the meeting or any person designated by the Chairman will propose for shareholders to consider voting on each agenda, and will allow shareholders or proxy to cast their votes through the e-Voting system for a period of 1 minute for each agenda. It is important to note that voting can be changed until the closure of voting for that specific agenda.

4.3. Resolutions of the shareholders' meeting requires the following votes:

(a) In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.

(b) In other cases, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda at the end of such agenda.

(c) In the case of a tied, the Chairman of the meeting shall have an additional vote as the deciding vote.

(d) A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter, except the agenda relating to the vote on the election of the board of directors.

4.4. Once the Chairman of the meeting or any person designated by the Chairman declares the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of voting result will be done at the end of such agenda.

The number of shareholders participating for each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.

By means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.

Information of Independent Directors for Proxy Appointment

Name	Mr. Manop Thanomkitti
Type of Director	Independent Director
Age	71
Address	87/1 Capital Tower, All Seasons Place, 25th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok
Interest in the Agendas of the Meeting	None

Name	Mr. Noppol Milinthanggoon
Type of Director	Independent Director
Age	69
Address	87/1 Capital Tower, All Seasons Place, 25th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok
Interest in the Agendas of the Meeting	None

อากรแสตมป์ 20 บาท Duty Stamp of THB20

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

เลขทะเบียนผู้ถือหุ้น ____________________
Shareholder registration number

เขียนที่ ____________________
Written at

วันที่______เดือน______________พ.ศ.___________
Date Month Year

(1) ข้าพเจ้า ____________ สัญชาติ ________ อายุ ______ ปี อยู่บ้านเลขที่ ____________
I/We Nationality Age years, residing/located at
ถนน ____________ ตำบล/แขวง ____________ อำเภอ/เขต ____________
Road Sub-district District
จังหวัด ____________ รหัสไปรษณีย์ ____________
Province Postal code

(2) เป็นผู้ถือหุ้นของ **บริษัท ณุศาศิริ จำกัด (มหาชน)**
Being a shareholder of Nusasiri Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม ________ หุ้น และออกเสียงลงคะแนนได้เท่ากับ ________ เสียง ดังนี้
Holding the total number of shares, having the right to vote equal to votes as follows:
☐ หุ้นสามัญ ________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________ เสียง
Ordinary share shares, having the right to vote equal to votes
☐ หุ้นบุริมสิทธิ ________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________ เสียง
Preferred share shares, having the right to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย ☑ และระบุรายละเอียดของผู้รับมอบฉันทะ If choosing No. 1, please mark ☑ and provide details of the proxies.

☐ 1. ชื่อ ____________ อายุ ______ ปี บ้านเลขที่ ____________
Name age years, residing at
ถนน ____________ ตำบล/แขวง ____________ อำเภอ/เขต ____________
Road Sub-district District
จังหวัด ____________ รหัสไปรษณีย์ ____________
Province Postal code

หรือ / OR

ชื่อ ____________ อายุ ______ ปี บ้านเลขที่ ____________
Name age years, residing at
ถนน ____________ ตำบล/แขวง ____________ อำเภอ/เขต ____________
Road Sub-district District
จังหวัด ____________ รหัสไปรษณีย์ ____________
Province Postal code

กรณีเลือกมอบอำนาจให้กรรมการอิสระ ให้ทำเครื่องหมาย ☑ ที่ข้อ 2. If choosing the independent director, please mark ☑ on No. 2.

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้
The folllowing independent directors of the Company:
☐ นายมานพ ถนอมกิตติ / Mr. Manop Thanomkitti **หรือ** / OR
☐ นายนพพล มิลินทางกูร / Mr. Noppol Milinthanggoon

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม**สิ่งที่ส่งมาด้วย 6**)
In the case the independent director who is appointed as the proxy is unable to attend the meeting, one of other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out in Enclosure 6.)

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 ของบริษัท ณุศาศิริ จำกัด (มหาชน) ในวันพฤหัสบดีที่ 29 กุมภาพันธ์ 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of them is my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 of Nusasiri Public Company Limited on Thursday, 29 February 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566**

Agenda Item 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 2 **พิจารณาอนุมัติการยกเลิกกฎบัตรของคณะกรรมการบริษัทฉบับเดิม และพิจารณาอนุมัติกฎบัตรของคณะกรรมการบริษัทฉบับใหม่**

Agenda Item 2 To consider and approve the cancellation of the existing charter of the Board of Directors and to consider and approve the new charter of the Board of Directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 3 **พิจารณาอนุมัติการเพิ่มจำนวนกรรมการของบริษัทฯ จากเดิมจำนวน 13 ท่าน เป็นจำนวน 16 ท่าน**

Agenda Item 3 To consider and approve the increase in the number of directors of the Company from 13 persons to 16 persons

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4 **พิจารณาอนุมัติเลือกตั้งกรรมการบริษัทใหม่เพิ่มเติมจำนวน 3 ท่าน**

Agenda Item 4 To consider and approve the election of 3 new directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เลือกตั้งกรรมการทั้งชุด

Elect the entire group of nominated directors

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Elect each nominated director

วาระที่ 4.1 พิจารณาอนุมัติการเลือกตั้งให้ พล.ต.ท. เอกภพ ประสิทธิ์วัฒนชัย เป็นกรรมการของบริษัทฯ เพิ่มเติม

Agenda Item 4.1 To consider and approve the election of Pol.Lt.Gen. Ekaphop Prasitvattanachai as a new director of the Company

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4.2 พิจารณาอนุมัติการเลือกตั้งให้ ดร. ชัยพัชร์ เลิศรักษ์ทวีกุล เป็นกรรมการของบริษัทฯ เพิ่มเติม

Agenda Item 4.2 To consider and approve the election of Dr. Chaipat Lertlucktaweekul as a new director of the Company

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4.3 พิจารณาอนุมัติการเลือกตั้งให้ น.พ. บุรินทร์ นุชนิยม เป็นกรรมการของบริษัทฯ เพิ่มเติม

Agenda Item 4.3 To consider and approve the election of Mr. Burin Nuchniyom as a new director of the Company

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 5 พิจารณาอนุมัติการถอดถอนประธานคณะกรรมการบริษัทเดิม

Agenda Item 5 To consider and approve the removal of the existing chairman of the Board of Directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 6 พิจารณาอนุมัติการแต่งตั้งให้ นายนพพล มิลินทางกูร ดำรงตำแหน่งประธานคณะกรรมการบริษัท

Agenda Item 6 To consider and approve the appointment of Mr. Noppol Milinthanggoon as the chairman of Board of Directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 7 พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงชื่อและจำนวนกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัทฯ

Agenda Item 7 To consider and approve the amendment to the name and number of directors who are authorized to sign on behalf of the Company

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 8 **พิจารณาอนุมัติการถอดถอนกรรมการบริษัทจำนวน 3 ท่าน จากตำแหน่งกรรมการบริษัทเป็นรายบุคคล**

Agenda Item 8 To individually consider and approve the removal of 3 directors from their positions

วาระที่ 8.1 **พิจารณาอนุมัติการถอดถอน นายวิษณุ เทพเจริญ ออกจากการดำรงตำแหน่งกรรมการของบริษัทฯ**

Agenda Item 8.1 To consider and approve the removal of Mr. Visanu Thepcharoen from the directorship of the Company

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 8.2 **พิจารณาอนุมัติการถอดถอน นางศิริญา เทพเจริญ ออกจากการดำรงตำแหน่งกรรมการของบริษัทฯ**

Agenda Item 8.2 To consider and approve the removal of Mrs. Siriya Thepcharoen from the directorship of the Company

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 8.3 **พิจารณาอนุมัติการถอดถอน นายสมพิจิตร ชัยชนะจารักษ์ ออกจากการดำรงตำแหน่งกรรมการของบริษัทฯ**

Agenda Item 8.3 To consider and approve the removal of Mr. Sompijit Chaichanajarak from the directorship of the Company

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 9 **พิจารณาอนุมัติการจำหน่ายหุ้นของบริษัท วินด์ เอนเนอร์ยี่ โฮลดิ้ง จำกัด**

Agenda Item 9 To consider and approve the sale of shares of Wind Energy Holding Co., Ltd.

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or such intention is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voted as I/we specified in the Proxy Form shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed ____ ผู้มอบฉันทะ/Grantor
( )

ลงนาม/Signed ____ ผู้รับมอบฉันทะ/Proxy
( )

ลงนาม/Signed ____ ผู้รับมอบฉันทะ/Proxy
( )

ลงนาม/Signed ____ ผู้รับมอบฉันทะ/Proxy
( )

หมายเหตุ :

Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
   The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
   In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ
   In case there are additional agenda apart from those specified above brought into consideration in this meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท ณุศาศิริ จำกัด (มหาชน)** ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 ของบริษัท ณุศาศิริ จำกัด (มหาชน) ในวันพฤหัสบดีที่ 29 กุมภาพันธ์ 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Nusasiri Public Company Limited** for the Extraordinary General Meeting of Shareholders No. 1/2024 of Nusasiri Public Company Limited on Thursday, 29 February 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

☐ **ระเบียบวาระที่_________เรื่อง**____

Agenda item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **ระเบียบวาระที่_________เรื่อง**____

Agenda item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **ระเบียบวาระที่_________เรื่อง**____

Agenda item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **ระเบียบวาระที่_________เรื่อง**____

Agenda item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders wishing to attend the meeting via electronic means on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting via electronic means and cast the votes on their behalf, can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at https://app.inventech.co.th/NUSA104358R/#/homepage or scan QR Code and follow the steps as shown in the picture

** Merge user accounts, please using the same email and phone number **

1 Click link URL or scan QR Code in the notice of the Shareholders' Meeting

2 Choose type request for request form to 4 step

Step 1 Fill in the information shown on the registration page

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf via electronic means, please note that the electronic registration will be available from February 22, 2024, at 8:30 AM, until the end of the meeting.

3. The electronic conference system will be available on February 29, 2024 at 8:00 AM (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of proxy to another person or the Company's independent director

In cases where a shareholder wishes to appoint another person or an independent director of the Company for participation and voting on their behalf at the meeting, Kindly cooperate by delivering the original copy of proxy documents and supporting materials to Thana Power Holding Co.,Ltd. by post at the address provided below, so that Thana Power Holding Co.,Ltd. can receive them by February 29, 2024.

Thana Power Holding Co.,Ltd.
87/1 Capital Tower, All Seasons Place
25th floor, Witthayu Road
Lumphini Sub-district, Pathum Wan District
Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

02-931-9130

@inventechconnect

The system available during 19 – 29 February 2024 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)

Report a problem
@inventechconnect

Step voting process (e-Voting)

1. Get email and password that you received from your email or request OTP
2. Click on “Register” button, the system has already registered and counted as a quorum.
3. Click on “Join Attendance”, Then click on “Join Meeting” button
4. Select which agenda that you want to vote
5. Click on “Vote” button
6. Click the voting button as you choose
7. The system will display status your latest vote

To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect

- Select which agenda
- Click on “Question” button

1. Ask a question
   - Type the question then click “Send”
2. Ask the question via video
   - Click on “Conference”
   - Click on “OK” for confirm your queue
   - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect

User Manual e-Request

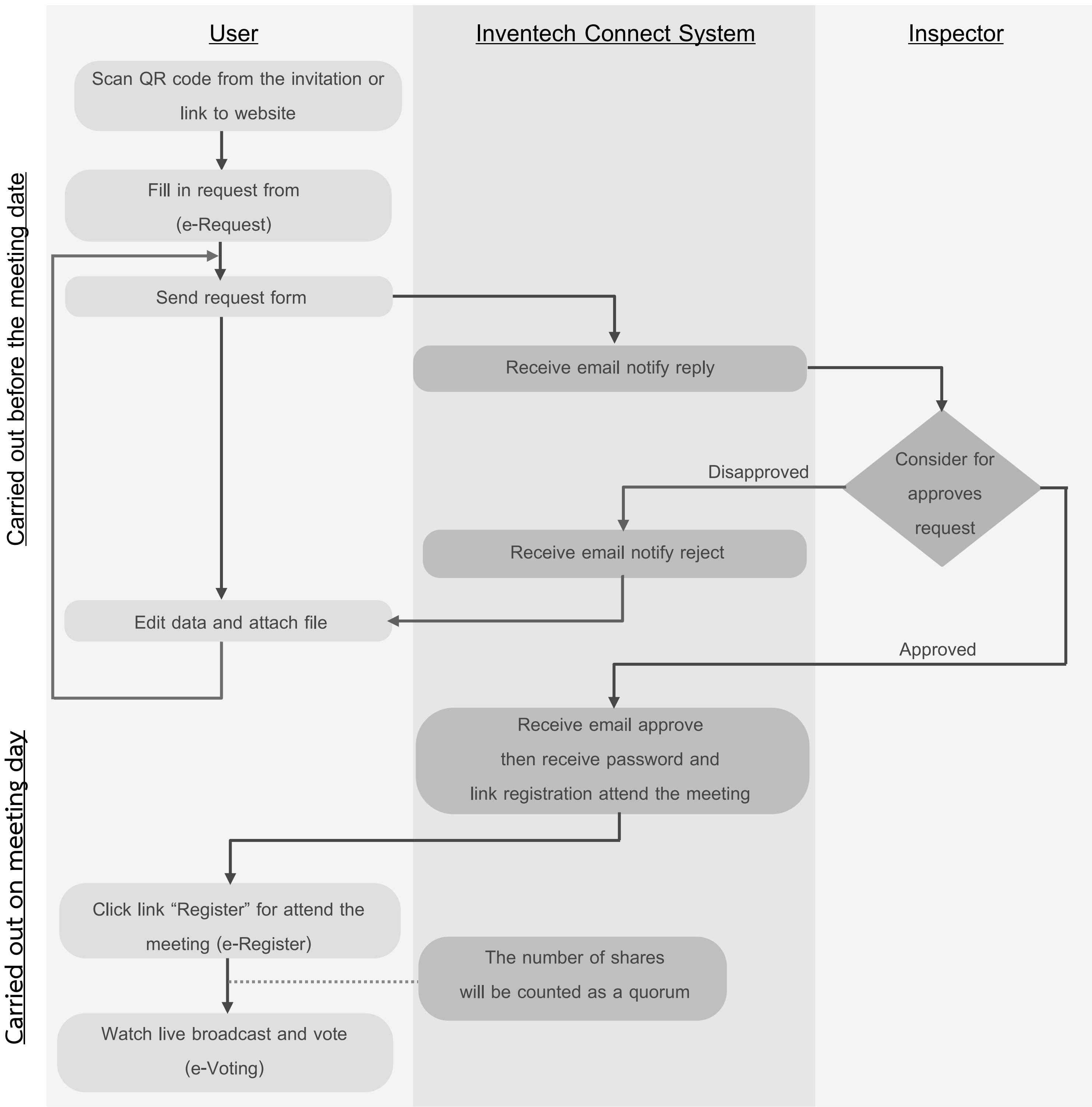
User Manual e-Voting

Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
   - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
   - High Quality Video: Must be have internet speed at 1.0 Mbps.
   - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
   - Smartphone/Tablet that use IOS or android OS.
   - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

<u>Guidelines for attending of Electronic Meeting</u>



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

If the attendees click on “Register for exit the quorum” before the closure of voting in between voting period for any agenda, such shareholder (whether attending on their behalf or by proxy) will not be considered present for that agenda and votes of the shareholder (whether attending on their behalf or by proxy) will not be counted for that specific agenda.