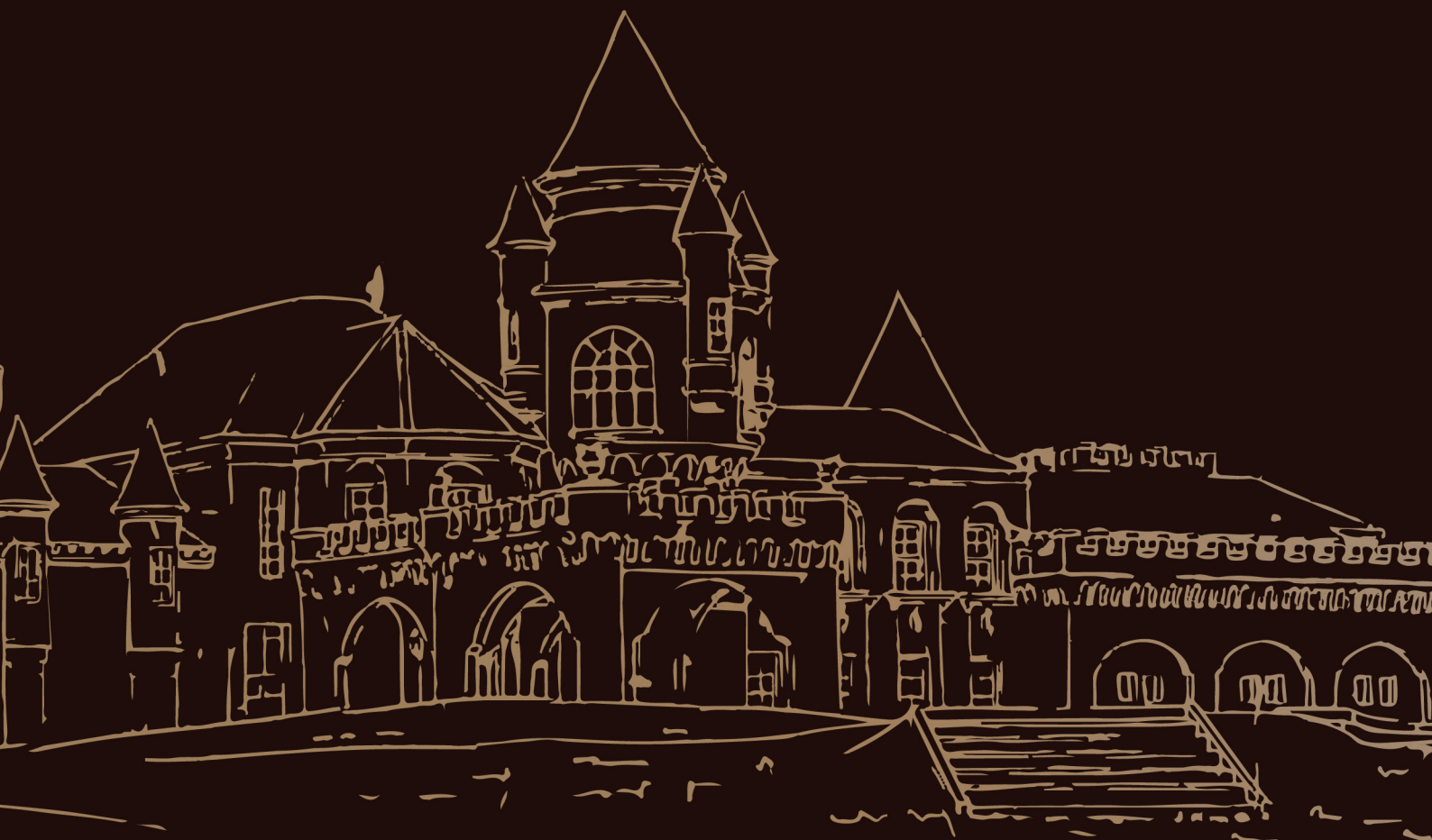


# ANNUAL REPORT 2018

☎1608|nusasiri.com



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## Vision

IA leading property company that is committed intentionally developing a better

## Mission

Residential development. By considering the benefits and customer satisfaction, create wealth and stable to shareholders, Support personnel with management, the efficiency, effectiveness and integrity, Promote social Community and Environment.

## Core Values : NUSA

**N**

Enjoy Living  
Enjoy Working

**U**

Unity

**S**

Smart Working  
Smart Looking

**A**

Accountability

**NUSASIRI** “WE DEVELOP BETTER”





# NUSASIRI

## LET YOUR LIFE SHINE

In the last year, “Nusasiri” has changed and developing business lines in many ways, we still intend to become a leading real estate development company, that is not just developed for the part of the residence but we also look forward to being a leader in the investment property market as well. By starting from the property project for investment in Bangkok, such as the Movenpick Residence Ekkamai, which has been well received by investors because it can generate profits from the first step of investment.

This year, we have opened new projects spread out into the main urban area, which is a tourism potential area and has a high purchasing power such as the Bergh Apton Condo project for investment in the same area as My Ozone Hotel Khao Yai which has been well received continuously. In addition to opening the property market for investment, we are also committed to the development of the health market because we understand and give priority to good health is the most important thing. We therefore expanded the potential from the Panacee Medical Center in the heart of the city to Panacee Rama 2 Hospital, and a world-class important step by opening the Panacee hospital in the main cities of China in Qin Huang Tao.

And with unwavering commitment to focus on creativity for the utmost benefit both in the business, residents, investors and society, we are ready for a unique tourism business by raising the subject of Thai identity of Thailand to be known internationally with the Legend Siam Pattaya project, the legendary civilized city of Siam under the concept of honoring arts, culture, traditions, and living of Thai people from the past to the present, including being the center of the showroom of the presentation of identity in every province of Thailand which is fully open for service in the first quarter of 2019.

Nusasiri is ready to shine with the vision of leadership in real estate marketing, taking care of health and tourism to be a part in pushing the Thai economy forward to the world stage with pride.





## Message from the Chairman

With our unwavering commitment, “Nusasiri” continues to look forward to becoming a leading property development company. That is not just housing development but also focus on creating “Better quality of life” in all aspects to meet the needs and maximum benefit to all stakeholders. Although in the past year, there may be various obstacles that affects our operations but we did not discourage and we’re still moving forward to reach the objective.

“Better Quality of Life” is what “Nusasiri” always gives the most significance. We focus not only on continuously developing residents, but we today create a good health of customers as well. We, therefore, fully expand in a “healthcare” business to penetrate both domestic and foreign markets. In addition, we also plan to launch the largest cultural theme park business and the largest Thai cultural center in Thailand at the best location land mark of the eastern region in the EEC Gateway (Special Economic Zone) to welcome tourists from every corner of the world which will grand opening in quarter 1 of year 2019

On behalf of Nusasiri Public Company Limited, we express our profound gratitude to shareholders, investors, partners, and all parties involved, including financial institutions supporting our operation as always. We strongly believe that “Nusasiri” will continue to strive and intend to develop in order to make the highest benefits, and reach the maximum demand of all stakeholders under the Good Corporate Governance and the Code of Business Conduct to become a leading property development business henceforth.



( Mr. Visanu Thepjaroen )

The Chairman of the Board of Directors

## General Information of the Company

|                                 |  |
|---------------------------------|--|
| <b>Name of Company</b>          | Nusasiri Public Company Limited  |
| <b>Securities Symbol</b>        | NUSA   |
| <b>Nature of Business</b>       | Property Development   |
| <b>Registration No.</b>         | BorMorJor. 0107537001595   |
| <b>Head office</b>              | Charn Issara Tower 2 12A Floor<br>2922/209 Petchaburi Rd., Bangkapi, Huai Khwang, Bangkok 10310<br>Tel.: 0-2030-1399<br>Fax. : 0-2030-1398<br>Home Page : <a href="http://www.nusasiri.com">www.nusasiri.com</a> |
| <b>Type of Stock</b>            | Common Stock   |
| <b>Registered Capital</b>       | 10,160,910,748 Baht  |
| <b>Par Value</b>                | 1 Baht   |
| <b>Paid up Capital</b>          | 7,641,078,761 Baht (At 12 March 2019)  |
| <b>The Securities Registrar</b> | Thailand Securities Depository Co., Ltd.<br>93 The Stock Exchange of Thailand Bldg.,<br>Ratchadapisek Rd., Dindaeng, Bangkok 10400<br>Tel. : 0-2009-9999<br>Fax. : 0-2009-9991                                   |
| <b>Auditors</b>                 | A M T Associate Office<br>491/27 Silom Plaza Bldg., Silom Rd., Bang Rak, Bangkok 10500<br>Tel. : 0-2234-1676, 0-2234-1678<br>Fax. : 0-2237-2133  |
| <b>Financial Institution</b>    | Krung Thai Bank Public Company Limited<br>35 Sukhumvit Rd., Klong Toey, Wattana, Bangkok 10110   |



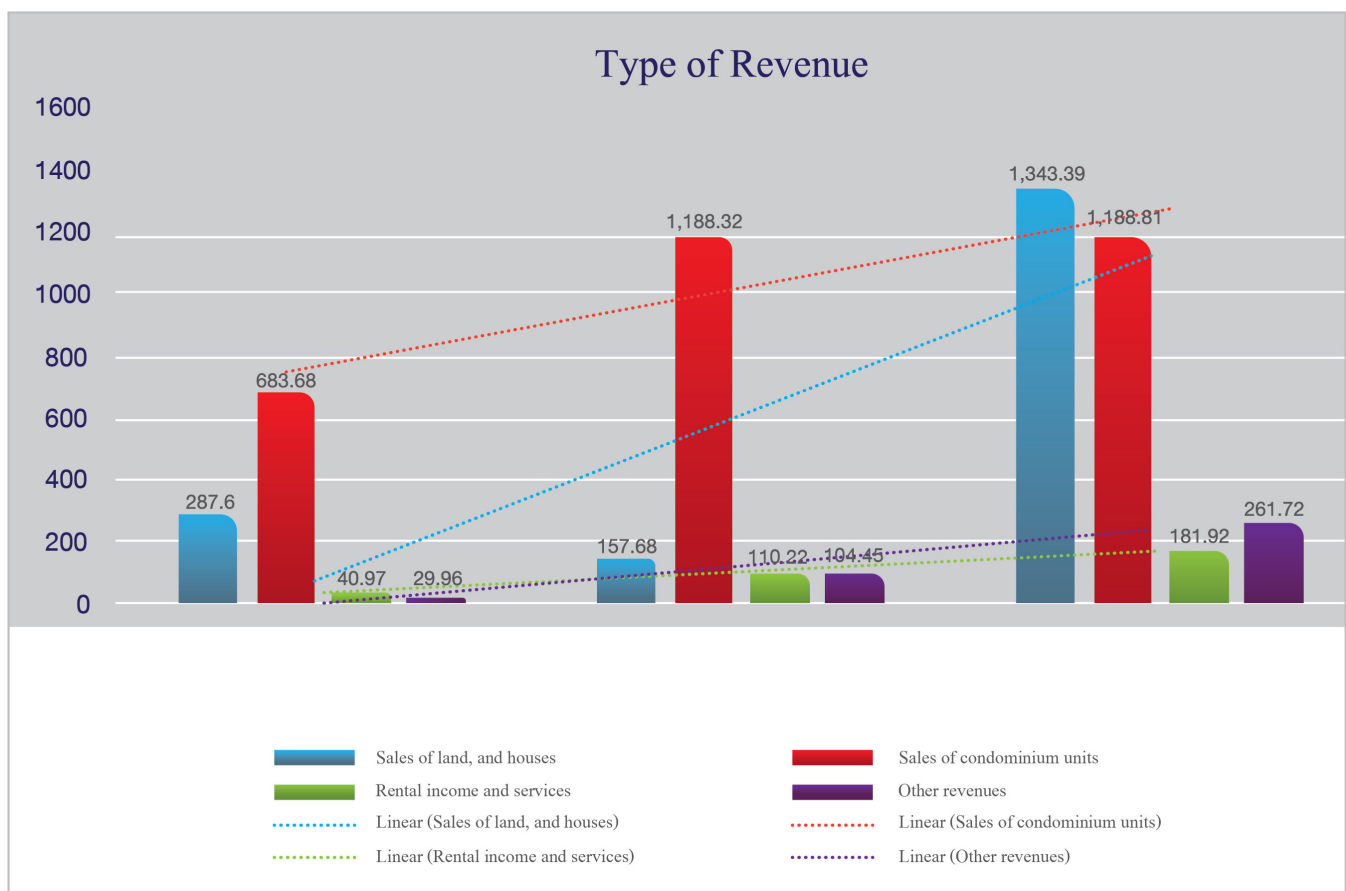
## FINANCIAL HIGHLIGHTS

Unit : million Baht

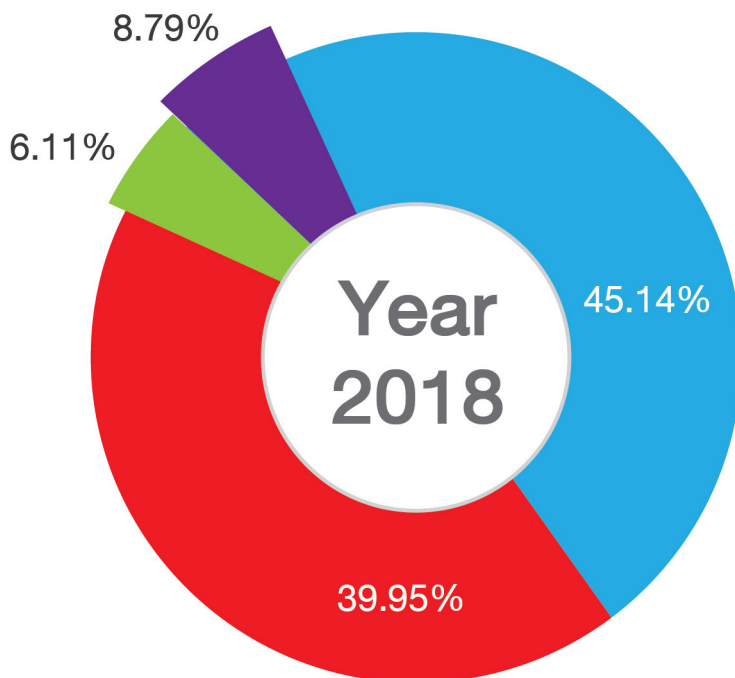
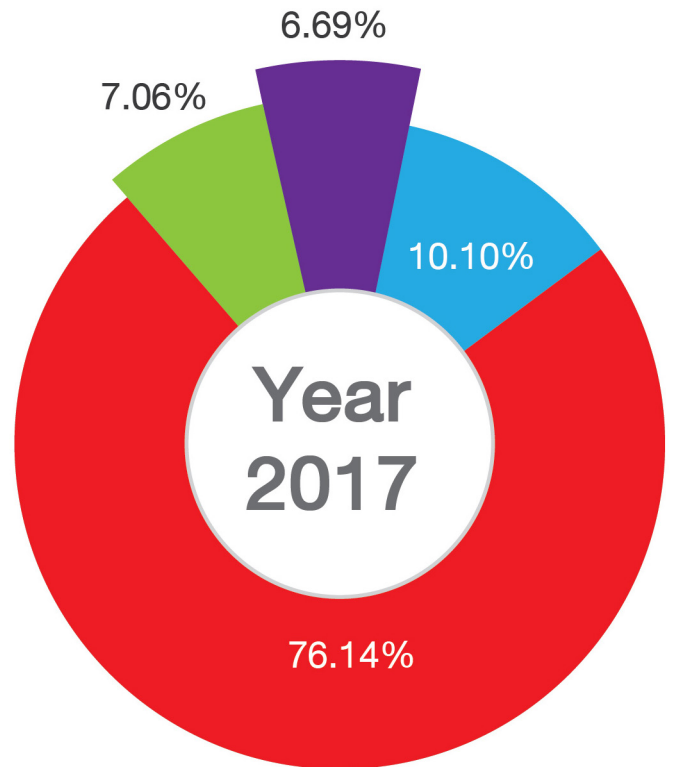
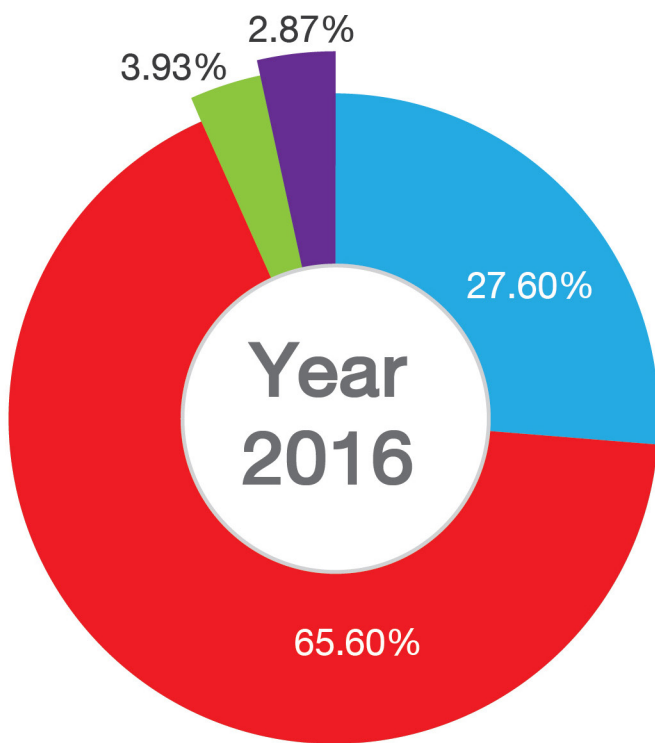
|   | 2016             | 2017             | 2018             |
|---|------------------|------------------|------------------|
| <b>ASSETS</b>                               |                  |                  |                  |
| Total Assets                                | <b>12,345.38</b> | <b>12,854.04</b> | <b>12,852.81</b> |
| Inventories                                 | 7,013.75         | 4,194.71         | 2,226.66         |
| Land held for development                   | 567.92           | 2,571.60         | 2,521.82         |
| Investment properties                       | 729.66           | 721.26           | 710.28           |
| Property, plant and equipment - net         | 2,592.15         | 2,921.61         | 4,548.11         |
| <b>LIABILITIES AND SHAREHOLDER'S EQUITY</b> |                  |                  |                  |
| Other payables                              | 395.26           | 483.89           | 1,832.51         |
| Current portion of long-term loans          | 555.02           | 1,010.37         | 843.36           |
| Current portion of debentures               | 626.63           | 798.19           | 1,704.96         |
| Short-term borrowings from other parties    | 1,065.50         | 894.13           | 230.83           |
| Long-term loan from financial institution   | 1,105.80         | 524.62           | 20.22            |
| Long-term debentures                        | 782.32           | 1,286.91         | 290.78           |
| TOTAL LIABILITIES                           | 4,985.55         | 5,753.74         | 5,650.36         |
| Issued and paid - up share capital          | 6,947.13         | 6,947.13         | 7,641.07         |
| Discount on ordinary shares                 | -                | -                | -                |
| TOTAL SHAREHOLDERS' EQUITY                  | <b>7,359.837</b> | <b>7,100.30</b>  | <b>7,202.45</b>  |
| <b>PERFORMANCE</b>                          |                  |                  |                  |
| Revenues from the sale                      | 971.28           | 1,346.00         | 2,532.20         |
| Revenue from rental income and service      | 40.97            | 110.22           | 181.92           |
| <b>Total Revenues</b>                       | <b>1,042.21</b>  | <b>1,560.67</b>  | <b>2,975.85</b>  |
| Cost of sales                               | 600.40           | 878.20           | 2,054.18         |
| Cost of rental income and services          | 75.93            | 179.92           | 236.49           |
| <b>Gross profit on sales</b>                | <b>335.92</b>    | <b>398.10</b>    | <b>423.45</b>    |
| <b>Net profit (loss)</b>                    | <b>(194.36)</b>  | <b>(252.37)</b>  | <b>(194.36)</b>  |
| <b>FINANCIAL RATIOS</b>                     |                  |                  |                  |
| Book value per share (Baht/Share)           | 1.06             | 1.02             | 0.98             |
| Basic profit (Loss) (Baht/Share)            | (0.0291)         | (0.0347)         | (0.0292)         |
| Net profit (Loss) to revenues (%)           | (18.65)          | (16.17)          | (8.25)           |
| Rates of return to the shareholders (%)     | (2.64)           | (3.55)           | (3.41)           |
| Rates of return on total assets (%)         | (1.57)           | (1.96)           | (1.91)           |
| <b>Dividend per share (Baht/Share)</b>      | -                | -                | -                |

## Total Revenues

| Type of Revenue                | Year 2016       |            | Year 2017       |            | Year 2018       |            |
|--------------------------------|-----------------|------------|-----------------|------------|-----------------|------------|
|                                | Million Baht    | Percent    | Million Baht    | Percent    | Million Baht    | Percent    |
| Sales of land, land and houses | 287.6           | 27.6       | 157.68          | 10.10      | 1,343.39        | 45.14      |
| Sales of condominium units     | 683.68          | 65.6       | 1,188.32        | 76.14      | 1,188.81        | 39.95      |
| Rental income and services     | 40.97           | 3.93       | 110.22          | 7.06       | 181.92          | 6.11       |
| Other revenues                 | 29.96           | 2.87       | 104.45          | 6.69       | 261.72          | 8.79       |
| <b>Total</b>                   | <b>1,042.21</b> | <b>100</b> | <b>1,560.67</b> | <b>100</b> | <b>2,975.84</b> | <b>100</b> |







- Sales of land, and house
- Sales of condominium units
- Rental income and services
- Other revenues

## NATURE OF BUSINESS

### • Business for Land Sale and Land-and-House Sale

#### Nusasiri City Rama 2 Project (Phase 1-2)

The Hi-End project, over 350 Rai, with the concept “The Perfection Life Start Here”. This project focus on private spaces about 101-437 Square wah and useful space 314-650 Square meter.

-The Greenery Project # phase 1: with the remarkable house style decorated with nature and 9 green space and also modern type.

-The Lake Como Project # phase 2: with the remarkable large-sized house concept and area along the lake, over 35 Rai with park and large-sized lake among the project, Community Mall – Gourmet District Rama2, Norwich International School Bangkok and Panacee Hospital.

#### Nusa My Ozone Project

“The Perfection Life with Good Health”, over 1,300 Rai, surrounded by mountains and tranquil nature, single home with Tuscany architecture and condominium in Europe style include 5 Stars hotel and wellness center 24 hours open, full Facilities such as private airport, A large 18-hole golf course, A Panacee wellness center, restaurants, a stadium, swimming pool, animal farm and organic farm, which totals value over 3,000 million baht.

#### Nusa Rama 5 Project

Location on : Kanjanaphisek Road, BangKuvuang Sub-district, Nonthaburi Province, Thailand. The outstanding concept of the house is a modern resort style, opening in Q3/2019

### The Nusa Chivani Pattaya Project

bungalow Tuscan style architecture from Italy Near Legend Siam, the project area is over 185 rai with Club House & Pool. Total project value is 870 million baht. It is expected to sold out in 2019.

#### Na Rathorn Project (Phase 2)

Single house and townhouse style modern located on the Suwinthawong road and near orange line electric train and new road, Sri Nakharin - Rom Klao Road. The perfect project with Club House, swimming pool, playground, and will Pre-sale phase 2 in Q2/2019

### • Business for Low-Rise and High-Rise condominiums

#### Mövenpick Residences Ekkamai Bangkok (Up Ekkamai) Project (sold out)

Location on Ekkamai Road (Sukhumvit 63), this project is for investment property and is a 29-floors condominium (1 building

#### State Tower Project

Location on Silom Road, Bangruk District. , this project is for investment property and being a residence, which are able to see the view of the Chao Phraya River. A high-rise building is elegant on Silom Road, right in the heart of Bangkok’s CBD.







### **YUU Project by Nusa (Nusa Sriracha) (sold out)**

Location on Sukhumvit Road Sriracha District, Chonburi province. This is a luxury condominium on the main road and along the curve of the beach the most beautiful and suitable for investment.

### **Parc-Exo Condominium Project (sold out)**

Location on Kaset-Navamin Road. The Condominium can satisfy a new lifestyle in society to have a good health and good quality of life and also contains the Big Sport Mall.

### **Fresh Condominium Project**

Location on Soi Krungthep-Nonthaburi 13, Bang Sue, Bangkok. The new trend of Condominium can meet the urban lifestyle, near MRT Purple line; Tao Poon – Bang Son station

### **• Business for selling space and renting space in the health zone of the Plaza.**

As seeing the opportunity in the wellness business, the Company comes up with “the Bangkok Mediplex project”, or the so called “BMC” which is the most modern medical equipment and supply center in Asia.

### **• Leasing Business Space at the Nusa Sport Mall**

The Nusa Sport Mall lies in the front of Parc-Exo Condominium project with annual and monthly fees for being a membership, of which its target is middle-class people and families living in the neighborhood. The Sport Mall has a total rental area more than 4,400 sq.m.

### **• Leasing Business Space at the Community Mall**

Nusa Avenue is located in the front of Nusasiri City Rama 2, focusing on serving customers living in the Nusasiri City Rama 2 Project and in the community by keeping a rental fee from the store on a monthly basis. The Community Mall has a rental area more than 4,300 sq.m

### **• Golf Business**

The Company has invested in a project to build a large 18-hole golf course of My Ozone Project at Pak Chong District, Nakhon Ratchasima Province. It is a golf course suitable for both male and female golfers, including the elderly. Membership fees are paid annually and paid on demand.

### **• Business of Construction**

To meet the Customer’s requirement for the single-detached house only.

### **• Cultural Theme Park Business**

Legend Siam, the Cultural Park Theme, is located in the Best Location Land Mark of the eastern region in the EEC Gateway (Special Economic Zone) which has factors supporting the development of both projects, U-Tapao Airport, ARL (SUVAR-NABHUMI AIRPORT Link and City Air Terminal), Deep water harbor (Fleet) is a factor that encourages this region has GDP is the highest growth in four regions of Thailand.

## Structure of Shareholders

As at 31 December 2018, the Company has a registered capital of Baht 10,160,910,748.00 paid up capital of Baht 7,641,078,761 classified as 10,160,910,748 ordinary shares with a par value of Baht 1

### Major Shareholders

Closing of the register book as of 31 December 2018, the list and a stake of 10 major shareholders as follows;

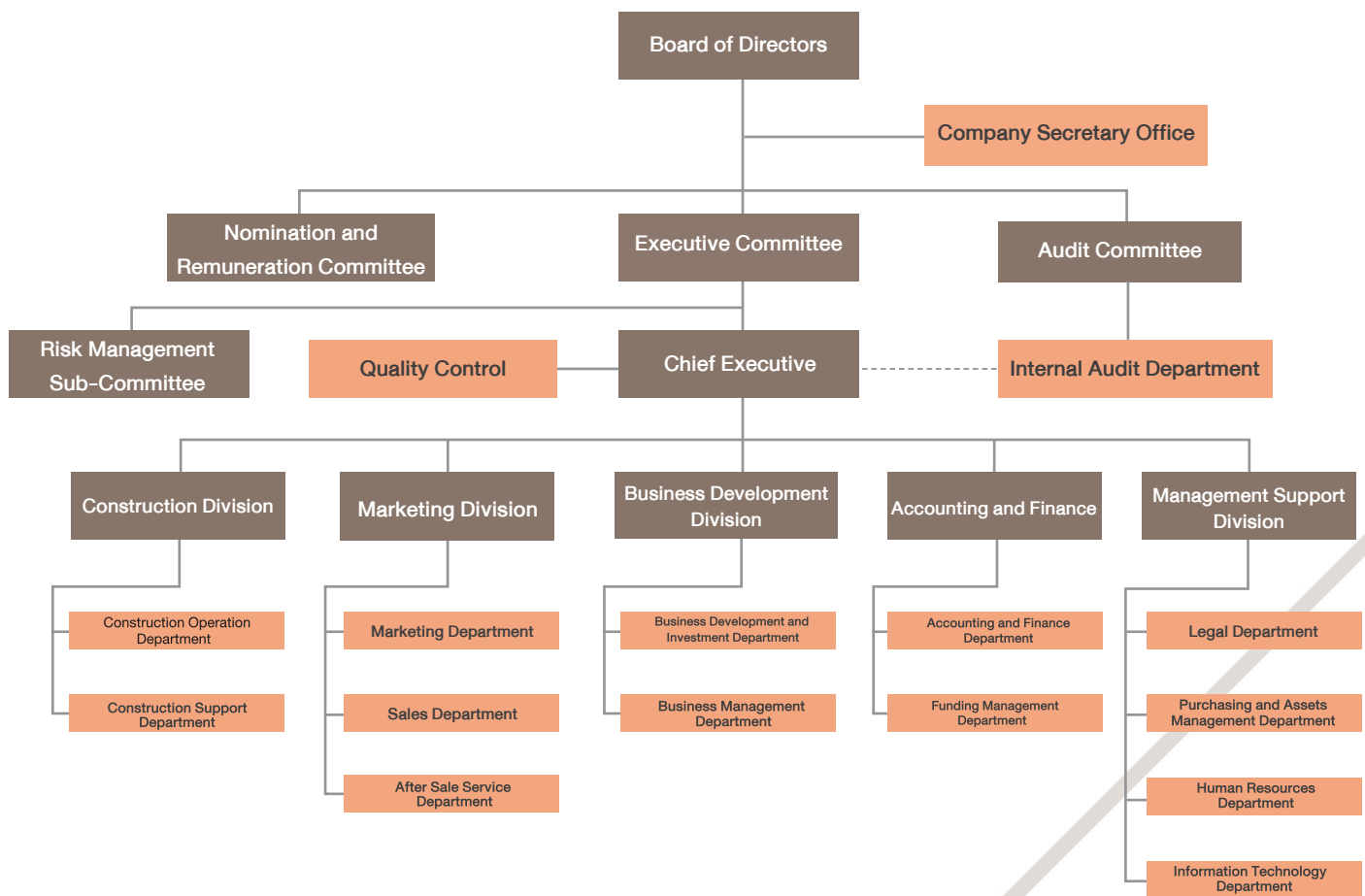
| No. | Major Shareholders             | Number of shares (shares) | Shareholding (%)                         |
|-----|--------------------------------|---------------------------|--|
|     |                                |                           | (As of the book closing date 31 Dec. 18) |
| 1   | <b>Kitti-itsaranon's Group</b> |                           |  |
|     | Miss. Nantida Kitti-itsaranon  | 467,056,700               | 6.112                                    |
|     | Miss. Janejira Kitti-itsaranon | 445,881,900               | 5.835                                    |
|     | Mr. Kamtorn Kitti-itsaranon    | 115,555,900               | 1.512                                    |
|     | Miss. Mayuree Kitti-itsaranon  | 2,500,000                 | 0.033                                    |
|     | Miss. Wanwisa Kitti-itsaranon  | 1,489,000                 | 0.019                                    |
|     | Mr. Somsak Kitti-itsaranon     | 1,040,500                 | 0.014                                    |
|     | Mrs. Rumpai Kitti-itsaranon    | 185,000                   | 0.002                                    |
|     | <b>Total</b>                   | <b>1,033,709,000</b>      | <b>13.528</b>                            |
| 2   | <b>Thepcharoen's Group</b>     |                           |  |
|     | Mr. Visanu Thepcharoen         | 401,982,071               | 5.261                                    |
|     | Mrs. Siriya Thepcharoen        | 215,162,494               | 2.816                                    |
|     | Mr. Sirawit Thepcharoen        | 140,305,215               | 1.836                                    |
|     | Mr. Vongsakorn Thepcharoen     | 120,554,352               | 1.578                                    |
|     | Ms. Visnie Thepcharoen         | 68,654,700                | 0.898                                    |
|     | Mr. Sirawat Thepcharoen        | 8,785,815                 | 0.115                                    |
|     | Mrs. Somporn Thepcharoen       | 10,512,900                | 0.138                                    |
|     | Mr. Satchanant Thepcharoen     | 9,000,000                 | 0.118                                    |
|     | Mr. Siwa Thepcharoen           | 493                       | 0.000                                    |
|     | <b>Total</b>                   | <b>974,958,040</b>        | <b>12.759</b>                            |
| 3   | <b>Rungrongnawarat's Group</b> |                           |  |
|     | Mr. Baworn Rungrongnawarat     | 302,568,105               | 3.960                                    |
|     | Mr. Sompong Rungrongnawarat    | 219,480,600               | 2.872                                    |
|     | <b>Total</b>                   | <b>522,048,705</b>        | <b>6.832</b>                             |



| No. | Major Shareholders              | Number of shares (shares) | Shareholding (%)                         |
|-----|---------------------------------|---------------------------|--|
|     |                                 |                           | (As of the book closing date 31 Dec. 18) |
| 4   | <b>Sirirat's Group</b>          |                           |  |
|     | Mr. Wasin Sirirat               | 253,331,930               | 3.315                                    |
|     | Mr. Virasak Sirirat             | 237,214,285               | 3.104                                    |
|     | Mr. Rattanakorn Sirirat         | 86,000                    | 0.001                                    |
|     | <b>Total</b>                    | <b>490,632,215</b>        | <b>6.421</b>                             |
| 5   | <b>Harnkraivilai's Group</b>    |                           |  |
|     | Mr. Nakorn Harnkraivilai        | 130,000,000               | 1.701                                    |
|     | Mr. Surapong Harnkraivilai      | 108,005,000               | 1.413                                    |
|     | Mrs. Aumpai Harnkraivilai       | 93,000,000                | 1.217                                    |
|     | Mr. Thavee Harnkraivilai        | 5,000                     | 0.000                                    |
|     | <b>Total</b>                    | <b>331,010,000</b>        | <b>4.332</b>                             |
| 6   | Ms. Arthika Thokaew             | 269,983,449               | 3.533                                    |
| 7   | <b>Piroj Sirirat's Group</b>    |                           |  |
|     | Mr. Piroj Sirirat               | 218,638,900               | 2.861                                    |
|     | Ms. Phuangphaka Sirirat         | 4,500,000                 | 0.059                                    |
|     | <b>SOU</b>                      | <b>223,138,900</b>        | <b>2.920</b>                             |
| 8   | <b>Hongrattanawijit's Group</b> |                           |  |
|     | Mr. Somchai Hongrattanawijit    | 216,759,479               | 2.837                                    |
|     | Mr. Narongsak Hongrattanawijit  | 2,792,000                 | 0.037                                    |
|     | <b>Total</b>                    | <b>219,551,479</b>        | <b>2.873</b>                             |
| 9   | <b>Sawattananond's Group</b>    |                           |  |
|     | Mr. Anan Sawattananond          | 185,101,754               | 2.422                                    |
|     | Mr. Pattranit Sawattananond     | 4,000,000                 | 0.052                                    |
|     | Mr. Pradit Sawattananond        | 700                       | 0.000                                    |
|     | <b>Total</b>                    | <b>189,102,454</b>        | <b>2.475</b>                             |
| 10  | Ms. Somsri Tangtirawat          | 161,965,000               | 2.120                                    |

## Structure of Management

Organization Chart Nusasiri Public Company Limited



approved by the Board of Directors, at its meeting No. 9/2018 held on 14 November, 2018.

## 1. The Board of Directors

As at December 31, 2017, There are 7 members of the Board of Directors as follows.

1. Mr. Visanu Thepcharoen  
Chairman
2. Mr. Somkid Sari  
Vice Chairman / Independent Director
3. Mr. Pradit Sawattananond  
Independent Director
4. Mrs. Sirinongnard Priewpanich  
Independent Director
5. Mr. Piboon Vorravanpreecha  
Independent Director
6. Mrs. Siriya Thepcharoen  
Director
7. Mr. Sompijit Chaichanajarak  
Director / Secretary

### THE SCOPE OF AUTHORITY OF THE COMPANY'S BOARD OF DIRECTORS

1) Perform duty with responsibility, prudence, honesty, and preservation of the company's interest and compliance with the laws, objectives, and the company's regulations, as well as shareholders' resolutions.

2) Has a duty to set a vision, policy, and direction of the company's operation, and to regulate, control management division to ensure that the operation is in accordance with the determined policy efficiently and effectively to increase the maximum economic value to shareholders and sustainable growth.

3) Always be accountable for shareholders, operate the business by preserving shareholders' interest disclose important information to investors accurately, completely, with standard and transparency.

4) The company's board of directors must have the knowledge, competency, and experience which is useful for the business operation, and has genuine interest in the company's business which they are the directors.

5) Evaluate performance and determine remuneration of directors and senior executives.

6) Be accountable for management division's performance to ensure that they pay attention to their work and are prudent in performing their duties.

7) Regulate to ensure that a clear and measurable business operation's target is determined in order to be used as the guideline for determining operational target by taking in to account possibility and reasonability.

8) Regulate to ensure that the business is morally operated.

9) Regulate to ensure that the management division has appropriate and efficient risk management system.

10) Make a decision in the important matters such as policy and

business plan for large investment project, the authority to manage asset acquisition or asset disposal, and any other transactions prescribed by the law.

11) Determine the authority and approval level in the transaction and various operations relating to the company's work for a group or individual appropriately and in accordance with relevant legal provisions by providing operating authority manual which shall be reviewed at least once per year.

12) Arrange accounting system, financial report, and reliable auditing, as well as arranging appropriateness assessment of the internal control.

13) Approve the appointment of auditor and consider the annual audit fee in order to be proposed to shareholders for an approval.

14) Report the responsibility of the Board of Directors in preparing financial report by presenting it together with the auditor's report in the annual report, which covers main issues according to the policy of good practice for directors of the company that is registered in the Stock Exchange of Thailand.

15) Regulate the performance of various sub-committees to ensure that it is in accordance with the prescribed charter.

16) The Board of Directors must perform self-assessment and assess the overall performance.

## 2. Audit Committee

As at December 31, 2017, There are 4 members of the Board of Audit Committee as follows.

1. Mr. Pradit Sawattananond  
Chairman of Audit/Independent Director
2. Mr. Somkid Sari  
Audit committee/Independent Director
3. Mrs. Sirinongnard Priewpanich  
Audit committee/Independent Director
4. Mr. Piboon Vorravanpreecha  
Audit committee/Independent Director

Mr. Pradit Sawattananond is a Director who has knowledge and experience in the Financial Statement and the Secretary of Audit Committee is Mr. Kandanai Sragtoneng, Assistant Vice President, Internal Audit Department. Acting Vice President, Internal Audit Department.

### THE SCOPE OF AUTHORITY OF THE AUDIT COMMITTEE

1) Verifying the financial report to ensure that it is accurate and reliable, as well as sufficient disclosure of information, by coordinating with external auditor and the executive responsible for preparing both the quarterly financial report and the annual financial report.

2) Verify the company internal control system to ensure appropriateness and efficiency, and may recommend the verification or audit any transaction deemed necessary and important, as well as propose recommendation relating to the important and necessary

improvement of the internal control system to the company's Board of Directors by verifying the internal operation system together with external auditor and department manager.

3) Verify the compliance with the law on securities and exchange, or SET's requirement, policy, rule, procedure, requirement, and other laws relating to the company.

4) Select, nominate, and appoint the auditor, as well as propose remuneration for the company's auditor to the company's Board of Directors.

5) Accurately and completely disclose the company's information in the case that there are related transactions or transaction that may have conflicting interest.

6) Prepare a report for the Audit Committee's business regulation by disclosing it in the company's annual report which such report must be signed by the chairman of the Audit Committee.

7) Ensuring that the Company has appropriate risk management systems and performance.

8) Performance of the Audit Committee to the Board of Directors at least 4 times a year.

9) A comment on the appointment or removal of the work of the staff of the internal audit.

10) In the performance of duties the Audit Committee has the authority to request the Executive Management or employees of the Company concerned to make comments participants or documents it deems relevant or necessary.

11) Shall have power to employ counsel by the Company or third parties to provide comments or advice if necessary.

12) A report of the Corporate Governance Committee disclosed in the Company's Annual Report, which report shall be signed by the Chairman of the Audit Committee.

13) The Audit Committee shall evaluate the performance of self-assessment and evaluation and reporting of operational problems that could cause the operation to achieve the purpose of the establishment of the Audit Committee, the Board of Director each year.

14) The review and update the charter of the Audit Committee

15) Perform other tasks assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee

16) Evaluating work performance by self-evaluation and submitting its report, including reporting the obstacles and problems that may cause the performance to fail to achieve the purpose of establishing the Audit Committee to the Board of Directors every year.

17) Providing a direct channel to contact between the stakeholders and the Audit Committee.

18) Reviewing and improving the Audit Committee Charter to be suitable for the operation.

19) Carrying out other duties assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

### 3.Nomination and Remuneration Committee

As at December 31, 2017, There are 3 members of the Nomination and Remuneration Committee as follows.

1. Mr. Somkid Sari

Chairman of the Nomination  
and Remuneration Committee

2. Mr. Pradit Sawattananond

Nomination and Remuneration Committee  
/Independent Director

3. Mrs.Sirinongnard Prieupanich

Nomination and Remuneration Committee  
/Independent Director

4. Mr.Piboon Vorravanpreecha

Nomination and Remuneration Committee  
/Independent Director

The Secretary of Nomination and Remuneration Committee is Miss Patsamon Keawpradit, Assistant Vice President, Human Resources.

### THE SCOPE OF AUTHORITY OF NOMINATION AND REMUNERATION RECRUITMENT

1) Determine method for recruiting appropriate person to hold the director post which is appropriate with the nature of the organization's business operation by determining the required qualification, knowledge, and expertise in each area.

2) Recruit directors when it is time for nominating potential directors to the company's Board of Directors for consideration, which the recruitment may considering allowing existing directors to remain in their post, or accept nominations from shareholders, or acquiring the help from a third party company for the recruitment, or considering a person from the association of professional directors, or let each director nominate appropriate person, etc.

3) Consider the list of nominations and select persons whose qualification matches The required qualification.

4) Verify whether the nominated person is qualified according to the law and the requirement of the relevant agency.

5) Approach person whose qualification matches the required qualification in order to ensure that such person is willing to hold the position of the company's director if such person is appointed by the shareholders.

6) Propose the name list to the Board of Directors to consider and post the name list in the shareholders' meeting invitation in order to be appointed at the shareholders' meeting.

7) Recruit senior executive as assigned by the company's Board of Directors.

### REMUNERATION DETERMINATION

1) Consider the rule for directors' and senior executives' remuneration to ensure the appropriateness by reviewed the appropriateness of



the current rule, comparing with the remuneration information of other companies that are in the same industry as the company. Determine appropriate rule to achieve the result as expected to ensure fairness, and is repaying persons who helped the company in achieving its success.

2) Review the format of every type of remuneration such as regular remuneration, remuneration according to performance, and meeting attendance fee by taking into account the regulation applied to the same industry, the company's performance and business size, and responsibility, knowledge, and experience of directors and senior executive required by the company.

3) Consider the rule for performance assessment of CEO, division executive directors, and senior executives as assigned by the company's Board of Directors.

4) Determine the annual remuneration of directors, CEO, division executive directors, and senior executives as assigned according to the rule of remuneration to be submitted to the company's Board of Directors for the approval of the remuneration for CEO, division executive directors, and senior executives. For the directors' remuneration, the company's Board of Directors shall propose at the shareholders' meeting for an approval.

5) Consider the appropriateness and approve in the case of new securities are offered to directors and employees by adhering to the principle of fairness to shareholders, and create incentive for directors and employees to perform their duty in order to add value to shareholders in the long run, and to be able to actually retain quality personnel.

#### 4. Executive Committee

As at December 31, 2017, There are 6 members of the Executive Committee as follows.

1. Mr. Visanu Thepcharoen  
Chairman
2. Mr. Sompjit Chaichanajakarak  
Vice Chairman
3. Mr. Sittichai Kritvivat  
Executive Committee
4. Mrs. Siriya Thepcharoen  
Executive Committee
5. Mr. Rachan Arayawongchai  
Executive Committee

The Secretary of Executive Committee is Miss Kodchaphan Jariyathamwat, Secretary.

#### THE SCOPE OF AUTHORITY OF MANAGEMENT COMMITTEE

1) Control the company's management to ensure that it is in accordance with the Policy prescribed by the company's Board of Directors, and report performance to the company's Board of Directors. The meeting of Management Committee shall have at least half of its

members in attendance. Resolution of Management Committee shall receive the majority vote at the meeting, and such votes that are at least half of the total number of votes of the Management Committee.

2) Has the authority to authorize any particular director or directors, or other person to perform any particular duty under the control of the Management Committee, or authorize such person to have the authority as the Management Committee deems as appropriate, and within the period the Management Committee deems as appropriate, which the Management Committee may cancel, revoke, change, or amend the authorized person, or that particular authority as appropriate.

3) Plan and determine the annual business plan, business strategy, and budget for business operation in order to be proposed to the company's Board of Directors for approval, as well as approve the allocation of the annual budget, the amendment to the annual budget in case of exigency, which shall be proposed to the Board of Directors' meeting for acknowledgement.

4) Have the authority to approve the following financial operation;  
a. In case it is prescribed in the annual business plan or budget which the company's Board of Directors has already approved, the Management Committee may operate without any financial limit.

b. In case it is not prescribed according to a., the company's Management Committee shall have the authority to approve financial operation that does not exceed THB 200 million, which such authority for financial approval shall include the approval of expenses in normal business operation, investment in capital asset, or fixed asset, loan, credit provision, including guarantee provision, etc., and shall be presented at the company's Board of Directors meeting for acknowledgement.

5) Have the authority executing financial transaction with banks or financial Institutions regarding opening/closing account with banks or financial institutions, as well as determine condition for withdrawal, loan, loan interest rate agreement with banks or financial institutions, and requesting for the letter of guarantee from banks or financial institutions.

6) Regulate to ensure that there is procedure that the operator must report unusual Event or illegal action to the Management Committee immediately. In the case that such event has significant impact, it must be reported to the company's Board of Directors in order for it to be resolved within reasonable period.

7) Verify and monitor the compliance with the policy, and the guideline for Various administrations of the company which have been prescribed efficiently that supports the condition of business operation.

8) Verify and monitor the company's performance prescribed to ensure that it is in accordance with the prescribed business plan.

9) Filter every type of work proposed to the company's Board of Directors.

10) Perform any action to support the aforementioned operations, or according to the comment of the company's Board of Directors, or as authorized by the company's Board of Directors.

11) Presentation made at the Management Committee's meeting regarding any Matter which has been voted for and/or approved by the Management Committee, shall be reported to the company's Board of Directors at the next the company's Board of Directors meeting.

12) Perform other duties as assigned by the company's Board of Directors in each period.

## 5. Risk Management Sub-Committee

As of 31 December, 2017, Risk Management Subcommittee comprises five members as follows;

1. Mr. Sompijitr Chaychanajarak  
Chairman of the Risk Management Subcommittee
2. Mr. Rachan Arayawongchai  
Subcommittee
3. Mr. Montri Mokaranont  
Subcommittee
4. Mr. Jira Panpremjit  
Subcommittee
5. Mr. Manassakorn Julajinda  
Subcommittee and Secretary

## THE SCOPE OF AUTHORITY OF RISK MANAGEMENT SUBCOMMITTEE

### DETERMINING POLICY AND RULE FOR RISK MANAGEMENT

This is determining policy, objective, scope, responsibility, rule, and guideline for risk management that are consistent with strategy, target, plan, and direction of business operation, which the company organizes annual review which will be prepared at the same time as business plan to ensure their consistency.

### RISK IDENTIFICATION

This is identifying the risk that may affect the achievement of objective and target, which is considered from the risk that arises from internal and external factors such as environment, law, fiancé, information system, decision support system, investor satisfaction, capital management, human resource, reputation and image, security system, etc., which the company will manage the risks according to their priorities before considering control system. If it is high and very high, the company will analyze those risks first.

### RISK ANALYSIS

This is the analysis to assess the remaining risk level after the assessment of the existing control system, and prioritizing the risks, which if the remaining risk is still at the high or very high levels, a measure for dealing with the risk must be determined immediately

by the responsible senior executive. If the remaining risk is at the medium or low levels, the measure for dealing with the risk shall be determined within the division, or it shall be resolved in the operation process.

### RISK MANAGEMENT

This is determining the method for preparing a plan to deal with significant Risks according to their priorities in the risk analysis step. Risk management has many methods such as control, risk transfer, risk avoidance, risk utilization, or risk acceptance.

### RESULT MONITORING AND VERIFICATION

This is the procedure of monitoring the result of risk management according to The prescribed plan, as well as assessing the result of risk management which the Risk Management Committee will monitor and report to senior executive and Audit Committee.

## 6. NOMINATION OF DIRECTORS AND EXECUTIVE MANAGEMENT LEVELS

### INDEPENDENT DIRECTORS

Independent Directors means any director who is independent from major shareholder and management and is able to express their opinions and report any suggestion independently as assigned without any concern over possible remuneration benefits or perceivable rewarded titles and not acting under of any control or influence by any individual . Thus, the person who shall be qualified to be independent director must be in fully compliance with the following qualifications and independent criteria as prescribed by Capital Market Supervisory Board which are:

### ROLES AND DUTIES OF INDEPENDENT DIRECTORS

While the roles and duties of independent directors are the same as executive directors, they also play crucial roles and duties to act independently to protect the interests of all stakeholders without dominance from any group of person(s).

### QUALIFICATIONS OF INDEPENDENT DIRECTORS

Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.

Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person.

Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company.

Neither having nor used to have a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person.

Neither being nor used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person.

Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services.

Not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder.

Not undertaking any business in the same nature and in competition to the business of the applicant or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the applicant or its subsidiary company.

Not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operation.

## **BUSINESS RELATIONSHIP OR PROFESSIONAL ADVISOR**

There was neither business relationship transaction nor professional advisor transaction between independent director (and director) and its parent company, subsidiary, or juristic person who may have conflicts of interest having the amount more than prescribed in Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 Re: Application for an Approval of Offer for Sale of Newly Issued Shares Which is Defined Significantly and is not Independent, which are:

1) A normal business relationship transaction with the amount of three percent or more of the net tangible assets or twenty million Baht or more, whichever is lower. It shall include the transaction taking place

during the course of six months prior to a date of transaction. The amount of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship commences.

2) Being an auditor or professional advisor of the company such as legal advisor, Financial advisor or asset appraisal.

## **RECRUITMENT OF DIRECTOR AND CHIEF EXECUTIVE RECRUITMENT OF DIRECTOR**

Selecting person who will hold the director post will be considered from many factors Such as experience, knowledge, competency, and qualification prescribed by the law, whom will be selected from person who is a representative or nominee from shareholder. After that, the committee will present the list of candidates at the shareholders' meeting for appointment. For the executive, the committee will select person who has knowledge and competency in various fields that are necessary and beneficial for the company's business operation.

The conditions for recruitment and appointment of the company's directors as prescribed in the company's regulation are as follows; The company has one committee which consists of at least 5 directors. Chairman of the committee shall be selected amongst the committee members at the general meeting. Vice chairman, managing director, and other positions may be elected as appropriate. At least half of the total number of directors shall reside in the kingdom.

### **Shareholders' meeting shall elect directors according to the following rules and methods;**

A. A shareholder has one vote per share.

B. Each shareholder shall use all available votes according to a. to elect one or more directors. However, votes may not be divided for anyone.

C. Person who receives the most votes according to the descending order shall be elected as directors in the number equal to the number of directors to be elected at the time. In case there are more persons who have been elected next in the voting order with equal number of votes than the number of directors to be elected at the time, the chairman shall issue the deciding vote.

In each Annual General Meeting, one third (1/3) of directors shall vacate their posts. If number of directors may not be divided into three parts, the number of directors that is the closest to one third (1/3) shall vacate their posts.

In case there is a vacancy for the director post due to the reason other than Vacating the post according to the term, the committee shall elect person who is qualified and does not have prohibited characteristics according to the Public Limited Company Act B.E. 2535, the Securities and Exchange Act B.E. 2535, and the Principle of Good Corporate Governance.as his/her replacement at the next committee's meeting, unless the remaining period of the term is less than two months, such replacement shall only hold the post for the

remaining period of the director whom he/she has replaced. The committee's resolution shall consist of at least three fourths of the total vote of the remaining directors.

### **RECRUITMENT OF CHIEF EXECUTIVE**

#### **CHAIRMAN OF THE EXECUTIVE COMMITTEE/CHIEF EXECUTIVE OFFICER.**

Having qualifications according to the requirements of the Company and must possess the vision, knowledge, ability and experience appropriate to the organization by the Nomination Committee and Remuneration Committee is recruiting for a presentation to the Board for approval those who are eligible for such positions.

The Company has relevant plans and procedures for successors and continuation of Chairman of the Executive Committee / Chief Executive Officer, particularly in the event that any of its top executives are not able to carry out their functions due. The purpose is to avoid any hiccup on the Company's operation to the following reasons:

In the event that the positions of the Chairman of the Executive Committee/ Chief Executive Officer are vacant or the individual in such positions cannot perform their duties, the Company has an arrangement whereby executives in a closely comparable level or their deputy shall act on their behalf until the selection process for the qualified replacements is completed. The criteria for such selection shall be based upon suitable qualifications as prescribed by the Company, as well as other qualities such as business vision, knowledge, proficiency, and experience, that well suit the Company's corporate culture. The Company's Nomination and Remuneration Committee shall be responsible for the selection process and submit their final choice to the Company's Board of Directors for approval and further appointment.

#### **EXECUTIVE**

The Human Department is responsible for seeking internal candidate with qualifications appropriate, possessing knowledge, ability and experience from each particular line of activities to be appointed as executive of the company. If the Company cannot seek appropriate qualified candidate from the internal staff, the Company will seek and recruit appropriate qualified candidate with knowledge, proven capability, vision and positive attitude to the Company and then propose him/her to the Chief Executive Officer or the Chairman of the Executive Committee for appointment.

The Company has relevant plans and procedures for successors and continuation of Executive, particularly in the event that any of its top executives are not able to carry out their functions due. The purpose is to avoid any hiccup on the Company's operation to the following reasons:

In the event that the management positions at the level of department manager and above are vacant or the individual in such positions cannot perform their duties, the Company makes an

arrangement whereby executives in a closely comparable level or their deputy shall act on their behalf until the selection process for the qualified replacements, undertaken by the Human Resource Department, is completed. Candidates for these positions can be from either existing staff or outsourced. The criteria for such selection shall be based upon suitable qualifications as prescribed by the Company, as well as other qualities such as knowledge, proficiency, and experience, that well suit the positions. Upon completion of the selection process, the Human Resource Department shall submit their final choices to the Chief Executive Officer or the Chairman of the Executive Committee for approval and further appointment.

### **7.Management Team**

The company is managed by Chief Executive Officer and Deputy Chief Executive Officer of any divisions. They supervise in each division as their responsibility. There are 5 divisions as follow

1. Mr. Visanu Thepcharoen  
Chief Executive Officer (CEO)
2. Mr. Sompijit Chaichanajarak  
Senior Deputy Chief Executive Officer,  
Administrative Partner Division
3. Mr. Sittichai Kritvivat<sup>1</sup>  
Senior Deputy Chief Executive Officer,  
Business Development Division
4. Mrs. Siriya Thepcharoen  
Deputy Chief Executive Officer, Marketing Division
5. Mr. Rachan Arayawongchai  
Deputy Chief Executive Officer,  
Accounting and Finance Division
6. Miss Aiyarin Athikulmethawat  
Vice President, Accounting

#### **NOTE:**

<sup>1</sup>Mr. Sittichai Kritvivat

Resignation of Senior Deputy CEO – Business Development Division on September 14, 2018

-The Executive means the first four executive positions next to the Chief Executive Officer and all positions are equivalent to the position of forth-level executive, including the Executive positions in finance and account.



## 8. REMUNERATION OF DIRECTORS AND EXECUTIVES

### 8.1 Remuneration of Directors

The shareholders' meeting for the year 2018 approved remuneration of the Directors for the year 2018 a maximum amount of 5,500,000

baht. The Meeting authorized the Board of Directors consider allocating appropriate. Details are below (As at December 31, 2018).

| No     | Name                         | Position   | Remuneration Board (Baht) |                 |                  | Attendance fee (Baht) |                 |                  | Net balance (Baht) |
|--------|------------------------------|--|---------------------------|-----------------|------------------|-----------------------|-----------------|------------------|--------------------|
|        |                              |  | BOD <sup>1</sup>          | AC <sup>2</sup> | NRC <sup>3</sup> | BOD <sup>1</sup>      | AC <sup>2</sup> | NRC <sup>3</sup> |                    |
| 1      | Mr. Visanu Thepjaroen        | Chairman of the Board  | 360,000                   | -               | -                | 250,000               | -               | -                | 610,000            |
| 2      | Mr. Somkid Sari              | Vice Chairman / Chairman of the Nomination and Remuneration Committee/ Audit Committee/ Independent Director | 300,000                   | -               | -                | 140,000               | 60,000          | 12,500           | 512,500            |
| 3      | Mr. Pradit Sawattananond     | Director / Chairman of Audit Committee / Nomination and Remuneration Committee. / Independent Director       | 300,000                   | -               | -                | 200,000               | 100,000         | 30,000           | 630,000            |
| 4      | Mrs.Sirinongnard Priewpanich | Director / Audit Committee Nomination and Remuneration Committee/ Independent Director                       | 125,000                   | -               | -                | 80,000                | 40,000          | 10,000           | 255,000            |
| 5      | Mr.Piboon Vorravanpreecha    | Director / Audit Committee / Nomination and Remuneration Committee/ Independent Director                     | 25,000                    | -               | -                | 20,000                | -               | -                | 45,000             |
| 6      | Mrs.Siriya Thepcharoen       | Director   | 300,000                   | -               | -                | 180,000               | -               | -                | 480,000            |
| 7      | Mr. Sompijit Chaichanajarak  | Director / Company Secretary   | 300,000                   | -               | -                | 180,000               | -               | -                | 480,000            |
| 8      | Miss Nantida Kittitsaranon   | Director   | 50,000                    | -               | -                | 20,000                | -               | -                | 70,000             |
| 9      | Mr. Manop Thanomkitti        | Director / Audit Committee Independent Director  | 150,000                   | -               | -                | 80,000                | 40,000          | -                | 270,000            |
| 10     | Pol.Col. Sakrapi Priewpanich | Director / Audit Committee / Nomination and Remuneration Committee Independent Director                      | 150,000                   | -               | -                | 80,000                | 40,000          | 10,000           | 280,000            |
| 11     | Mr. Santi Boonprakub         | Director / Audit Committee / Nomination and Remuneration Committee/ Independent Director                     | 50,000                    | -               | -                | 20,000                | -               | -                | 70,000             |
| Totals |                              |  | 2,110,000                 | -               | -                | 1,250,000             | 280,000         | 62,500           | 3,702,500          |

#### Notes

1. BOD Board of Director  
2. AC Audit Committee

3. NRC Nomination and Remuneration Committee

## 8.2 Remuneration of executives. as of December 31, 2018.

The remuneration of the Executive Committee & Executive

comprises salaries, bonuses, Social Security Contributions, Provident fund, welfares and other benefits

| REMUNERATION | TOTAL | AMOUNT (BAHT) |
|--------------|-------|---------------|
| Executive    | 6     | 21,165,666.67 |

## 9. Corporate Governance

The Company sees the importance of good Corporate Governance and efficiency and transparency of our management system thus will build our shareholders, investor's and beneficiary's and other related party's confidence. The Company operates according to the Good Corporate Governance (for company registered in 2006) Practice and has prepared the 2015 Corporate Governance report which can be summarized as follows;

### 9.1 THE RIGHTS OF SHAREHOLDERS

Determining the date, time, and venue, and sending invitations to shareholders

The company's Board of Directors will hold shareholders' meeting on the date, time, and venue which is convenient for shareholders to attend.

#### Meeting Invitation

The company will send meeting invitation which consists of meeting's agendas, the company's Board of Directors' comments, as well as all other documents that are sufficient for decision making process in each agenda to shareholders in advance prior to the meeting date, which is completely in accordance with the rule prescribed by relevant laws and agencies.

#### The ability to propose additional agenda prior to the meeting

Every shareholder may propose additional agenda prior to the meeting by sending the agenda and its detail in writing to the company at least 3 days prior to the meeting date in order for the company's Board of Directors to consider whether to include such additional agenda in the meeting.

#### Attending the Meeting and Registration

Every shareholder has the right to attend the meeting and vote or authorize other person to attend the meeting and vote on their behalf. The company allows shareholders to register for the meeting prior to the meeting time, and The Company uses a barcode technique in the meeting registration and vote counting. The process helps reduce the time spent during each step. The Company is able to provide its meeting participants with the score results immediately after each shareholder voting.

#### Inquiry, Comment, Vote, and Minutes of Meeting Recording

The company's Board of Directors allows equally opportunity for every shareholder in verifying the company's operation in every shareholders' meeting. Shareholders may fully inquire, comment, and offer various recommendations. The consideration and voting

in every matter is done independently. For the voting, one share is equal to one vote which applies to every shareholder. The company records the minutes of meeting as well as inquiries, recommendations, meeting's resolutions, and number of supporting vote, non-supporting vote, or abstention in each agenda in writing in order for shareholders and relevant person to verify, as well as publishing the minutes of meeting on the company's website after the meeting is complete.

#### Attending meetings of the Board of Directors.

Board of Directors take the importance of the meeting of shareholders is huge. It is the duty that The Board of Directors must attend all meetings shareholder at all times. Data is presented in its entirety to shareholders feedback, the recommendation of the shareholder, the opportunity for shareholder to ask questions and answer questions with the correct information.

The Secretary of the Board is assigned to determine the meeting date, prepare the meeting's agenda

Provide adequate supplementary documents submitted to Thailand Securities Depository Company Limited, the company's registrar, for forwarding them together with the meeting notifications to all shareholders for consideration all data more than the period as prescribed by law prior to the meeting date. All shareholders' rights are also being taken care of more than prescribed by law. Moreover, the shareholders may download the notifications for shareholder meeting including the supplementary documents both in Thai and English which are forwarded to shareholders at least thirty days prior to the Meeting date from Web Site: [www.nusasiri.com](http://www.nusasiri.com) which are the same that shareholders will receive in hard copy form the company. The notifications for shareholder meeting shall inform the shareholders the meeting regulation and proceedings including all necessary data of every agenda for pre-consider.

### 9.2 EQUITABLE TREATMENT OF SHAREHOLDERS

#### Equal treatment

In case of absence, shareholder may use proxy to entitle an individual to attend the meeting on his/her behalf. The proxy will be sent along with meeting agendas to shareholder in advance. Independent Director can be delegated to vote on behalf of shareholder

In case of absence, shareholder may use proxy to entitle independent director to vote on his/her behalf.

#### Rights to Minority Shareholders

Minority shareholder has rights to propose any agenda for the meeting and nominate a directorial candidate.

### **Preventive measure for insider trading**

The Company has preventive measure for insider trading as well as others who seek to use inside information for their own benefit as follows;

- Prohibit the Company's major shareholders, directors, executives, and staff from taking advantage of their positions as the Company's major shareholders, directors, executives, and staff to obtain any monetary or non-monetary benefits, as well as other forms of benefits for themselves, or for their families, and for close associates.

- Discourage all its employees against making any related party transactions, except in such cases which can necessarily benefit the Company and only if they are duly allowed under the rules and regulations prescribed by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand; namely disclosure of information on name and relationship of related individuals, policies on pricing and valuation and the board opinions on transactions related.

- Prevents all its employees from undertaking any personal business that impacts corporate working-time and duties, and avoid any business transactions with the Company on a personal behalf, family behalf or transacting any business with the Company for any juristic entity which such employees having interest therein or conducting any business which competes with the Company's activities.

The Company also requires its directors, executives, and employees to avoid or refrain from trading any of the Company's securities during the one month period prior to the public announcement of its financial statements in order to bar any possible insider trading actions. The requirement is set in accordance with its prescribed good governance policy. In the event that there any occurrences of any incidents which could be regarded as a conflict of interest and related party transactions, the Company's Board of Directors shall review each such incident with caution, and fully abide with the rules and regulations prescribed by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand.

### **9.3 The role of stakeholders**

The company ensures the rights of both internal and external stakeholders are protected and treated with care, as the result of the cooperation from these parties concerned will benefit the company in terms of competitiveness and stability, and create profitability for the company in the long term. For such purpose, the Company provides fair, transparent, and timely disclosure of the key information to ensure that all stakeholders are treated equally.

#### **Guidelines of Policy and Practice towards Shareholders**

The company does business on the basis of honesty and ethics of good business development aims to provide stable growth and

continuous development in accordance with the mission granted to the shareholders. Discover the best returns to shareholders' equity. Disclosure the transparency, reliability and fairness towards the major shareholders and directors, as well as child care directors, executives and employees. The pursuit of private interests. From the information that is the essence of the company.

#### **Guidelines of Policy and Practice towards Customers**

The Company recognizes the importance of customers and therefore, determines to create customer satisfaction appropriately by offering high quality products and services in response to the customers' needs as follows;

#### **Products and services**

Deliver quality products and services that are in line than the customer's expectations, at a fair price. In this respect, and Supply its customers with adequate, accurate, and updated information to protect them from any possible misunderstandings on quality, quantity and conditions of such products and services without distortion. In addition to compliance with the terms and conditions with the customer. If you cannot comply with the terms of agreements or not. Must dash to let customers know what to fix. Get suggestions and complaints without discrimination.

The company has been awarded an excellent real estate development company of the annual Thai 2014 the design and development of construction projects (BCI Asia Top 10 Developer Awards 2014) from BCI Asia Construction Information co., Ltd. which is the center of the construction business in the Asia Pacific region, and magazines FuturArc.

#### **Confidentiality of customer's information**

Not take client confidentiality for the benefit of themselves or related wrongful. And will not reveal customer information. Without the permission of the client or from an authorized representative of the company before. Unless the information must be disclosed to third parties involved to clarify or operated within the law.

#### **After Sales Services**

In an attempt to enhance sustainable growth of its business, the Company is committed to providing its customers with satisfaction and assurance. Such as Follow-up and regularly monitor customer's satisfaction, Review and properly correct problems and flaws during the warrantee period, Organize joint social and environmental awareness activities to enhance closer relationships between the Company and its customers. The company held a channel for customer can offer a suggestion Or complain of problems associated with the company have at the company, directly or via Call Center call. 1608 or Website of the company [www.nusasiri.com](http://www.nusasiri.com). The Company presently operates a customer relation management (CRM) system that helps create an intercompany relationship with customers to provide information

and access needs of most customers by organizes in cooperation with the customer, in order to strengthen relations between the company and customer. Such as performing morning merit making and giving alms to monks in the morning on New Year's Day, Songkran Day, the annual "Religious Bathing".

#### **Guidelines of Policy and Practice towards Employees**

The company recognizes the importance of employees as valuable resources and is important to the success of the company. Therefore, it strongly promotes a good corporate culture and a supportive working environment. Team work, unity, and good working relationships are also encouraged. In 2013, the Company arranged various joint activities for its management and staff such as Songkran Day, performing the traditional Thai ceremony of pouring water on the hands of top executives and asking for their blessing. The Company treats its employees ethically and morally, Encourage employees to have an understanding of ethics that employees must perform. Welfare staff appropriately to workplace safety, health, etc. The principles are as follows;

- 1) Treat employees with respect, according to the principles of human rights.
- 2) The appointment of migration as well as to reward and punish employees do with truthful and located on the basis of knowledge. Capabilities, appropriate, and fair treatment without discrimination.
- 3) Evaluate the employee's performance and progress on a regular basis
- 4) The yield on the various aspects of equitable and appropriate based on the knowledge and experience to the position. The responsibilities and the performance of individual employees by considering, in accordance with the company's business results.
- 5) Provides welfare and other benefits to employees by other companies. comparable to that contained in the same or a similar business, and is in accordance with the law, such as Fund for employees.
- 6) support and give priority to the development of knowledge and the potential of all employees benefits continuous and smooth. To advance in the career of the employee
- 7) To maintain a good environment in which to work, to health and safety to life and property of people on a regular basis
- 8) Encourage employees to have better quality of life and encourage the development of life. Is your family, happy and sustainable self-reliance along the philosophy of sufficiency economy
- 9) Promotion of the participation of the employees and respect for the right to join a group of employees. To suggest or determine the guidelines to work and/or the agreement to benefit all parties.
- 10) encourage employees to perform work under a good culture and shared values, as well as internal unity
- 11) Managed by careful and avoid any action that is unfair, which might affect the stability in the employee's work duties

12) Compliance with laws and regulations concerning labour law (employment, termination, etc) and the welfare of employees

#### **Human Resource Management Policies The company has a policy as follows;**

1) Employment and employee, the employment policy of the company and employees as necessary and appropriate for the job by employees who have been hired and there must be a qualification. Experience and the ability to fit the position. The articles of Association of the company. In case of vacancies, the company will provide an opportunity to consider and qualify the company's employees, the empty positions. If you are unable to recruit employees from within the company.

2) Airline bosses structures and divisions. The company defines the structure of the airline bosses and the company's divisions, with the scope of responsibilities of the section and clearly positions. And periodically reviewed in order to better suit the situation

#### **3) Compensation administration**

3.1) Salaries and wages and salaries, companies pay a fair consideration of the various factors such as level of experience qualification position duties and responsibilities. The wage rate of the labour market in the country and the situation of the company required.

3.2) Other compensation. The company will make money exclusive compensation for work beyond regular working overtime, holiday work values, as appropriate to the circumstances, including the grant to the expense. As a travel allowance and accommodation fees

4) Medical Care Benefits: The company has a policy to ensure that employees have good health. In order to do so, the company effectively. This is. Benefits that an employee receives The company is comparable with the industry in the same way. Or, as the law defines such a Fund, The Social Security Fund, the Fund contributions In case of illness or accident is due to the work force, Fund staff, annual health check-up, Organize your visit In case of illness must stay in the hospital, grant such cases spouses suffer disaster. The grant, to respect his father and mother, an employee covered by dead-spouse and children of employees, etc.

5) Working environment: The company's policy, employees working in the company happily safe so the work around. The machine tool equipment in operation to fit the job description. Such as parking, etc.

6) Employee development: The company has a policy to promote employee development, knowledge, skills, and attitudes about the job is the ability to position them like a wide variety of development guidelines are as follows: Training seminar by trainers who have knowledge from outside the organization. Training from an experienced manufacturer in the organization. Coaching by head (Coaching), Learning from the actual operations (On the Job Training), Studies show both within and outside the country. Convey



knowledge among colleagues and share learning between managers and employees on Learning Organization.

7) Promote teamwork, collaboration, and cooperation with each other to work as a person in the same family.

**Guidelines of Policy and Practice towards Creditors:** The company attaches importance to creditors. Whether the trade creditors. Or financial institution To pay the debt owed. Back to the due date Or contracted Including compliance payable strictly defined conditions. Based treat creditors to be fair to both parties.

**Guidelines of Policy and Practice towards Trade Partners:** The Company set policies and practice guidelines for trade selection processes and commercial transactions that are based on fair and productive treatment towards all its trade parties, with emphasis on good conduct, rightfulness, legitimacy, and duly complying with governing trade conditions. Its policies and practices.

**Guidelines of Policy and Practice towards Trade Competitors:** The Company's focal policy and an important code of conduct by which the company abides. The Company commits to promoting fair competition, transparency, non-discrimination, and also to abide to legally prescribed trade agreements and conventions, principles of best practice, and internationally accepted trade rules and regulations.

**Fair Practices and Social Responsibility Policy:** By observing the doctrine of fairness in its business practices, and committing not to be lured by any illicit gains from wrongful business conducts, the Company creates business confidence and assures its stakeholders of its social consciousness. This best practice shall enhance its lasting business prosperity. It is the Company's philosophy to pursue a sustainable growth path, and therefore well-realizes that long run business survival requires quality products, professional integrity, public awareness and social contribution. The Company consistently fosters moral and ethical behavior, social responsibility, and environmental awareness in all their staff in different positions. It also gives significant weight to trade counterparts who are fair-minded and have a good sense of social responsibility.

**Guidelines of Policy and Practice on No Violation of Intellectual Property Rights**

The company operates under the administration of corporate governance and social responsibility, the environment, whether it is practical to management and employees of the Company. By the way, the social business (Corporate Social Responsibility) to the business. Fairness Selfless service to others Including respect for intellectual property rights of others. Not support the action in the manner of intellectual property infringement. Whether copyrights, patents, trademarks. Trade Secrets And other intellectual property rights of all types.

**Guidelines of Policy and Practice for Prevention of Corruption** It is the Company's policy to prohibit its directors, executives and

staff to exploit their positions for self or family benefits, or for benefits of others, whether such benefits are in monetary terms or in any other form. Such as Prohibits its directors, executives and staff of all levels to receive any monetary or personal rewards offered by the Company's customers, trade partners, or any other individuals for the work they perform on behalf of the Company, Prohibits its directors, executives and staff of all levels to borrow or raise funds from the Company's customers and counterparties, except that when such borrowings represent loans from their banks or financial institutions of which they are customers, Prohibits its directors, executives and staff of all levels to accept any presents with a value exceeding that of generally acceptable practices, As well as prohibiting discrimination against partners.

#### **No Violation of Human Rights Policy**

The Company puts emphasis on human dignity and fundamental human rights. These beliefs are the Company's key pillars in its human resource development that results in equitable treatment of its employees and stakeholders. This fair treatment creates a better workplace environment, as well as enhances ethical spirit and cooperative efforts among individuals within and outside the organization, which in turn helps support staff creativity and a service minded attitude.

#### **9.4 INFORMATION DISCLOSURE AND TRANSPARENCY**

Aware of the importance of adequate, accurate, inclusive, timely and transparent disclosure, the Company publishes its important information including financial and non-financial data on the websites of the Stock Exchange of Thailand (SET) at [www.set.or.th](http://www.set.or.th) and the Security and Exchange Commission (SEC) at [www.sec.or.th](http://www.sec.or.th) according to the criteria laid down by the SET and SEC. In addition, the information that has been made public and informed to stakeholders is made available at the Company's website at [www.nusasiri.com](http://www.nusasiri.com)

The financial report and the Board's responsibility to financial reporting

The Board of Directors is responsible for the financial statements of the Company. And consolidated financial statements of the Company and its subsidiaries. The financial information contained in the annual report. The Board therefore ensure that such financial statements. Be prepared in accordance with generally accepted accounting standards. And there is adequate disclosure in the notes to the financial statements, including the verification of the CPA. And has been audited by the Audit Committee. The Board of Directors has prepared the report of the Board of Directors for the financial report in the Annual Report

#### **Corporate governance policies and practices**

The Board of Directors of the company are in accordance with the principles of good corporate governance for the company. Registered (The Principles of Good Corporate Governance) that

is in accordance with the guidelines of the Stock Exchange of Thailand (SET). To build confidence, caused shareholders. And those involved.

#### **The compensation policy for directors and executives**

Remuneration of Directors Considered by the Nomination Committee and remuneration Committee Offer shareholders approve annually. Compensation for senior executives Considered by the Nomination Committee and remuneration Committee In consideration of the obligations And the competitive business.

#### **Anti-corruption Policy**

The company has ideology conduct business with integrity by adhering to social responsibility stakeholders with all group, by the Corporate Governance (CG) and the guidelines for stakeholders with fairness, has made the “Anti- Corruption Policy” is written. To be clean guidelines for conducting business and sustainable development organization. The Guidelines are;

Not permitted to Directors and Staff of the “Nusasiri” action or accept corrupt in any form, either directly or indirectly. Including any business and all the sections involved and review of compliance Policy against corrupt this regularly. As well as review the guidelines and regulations for the operation meet the changing business and regulatory requirements of the law.

Directors and Staff of the “Nusasiri” must not be ignored or neglected when exposed to the action deemed corrupt related to “Nusasiri” must notify supervisor and departments concerned. Corrupt Acts Must Be considered disciplinary action according to the “Nusasiri” defined and may be punishable by law if the action is illegal.

The Anti-corruption campaign to cover the administration of the process of recruitment, selection, promotion, training, evaluation and compensation by supervisors at all levels. Communicate with employees to this policy is the responsibility of business activity.

In order to operate in high risk that it will corrupt the transparency of practice, Directors, and Employees be treated with caution in following;

5.1) To give or receive gifts, entertainment, to comply the rules of the “Nusasiri” by strictly.

5.2) To give or receive do nations or sub vention must transparent and legitimate. Therefore, must ensure that the donation soft sub vention do not rub used to justify bribery.

5.3) The Conduct Of business relationships, the procurement; do not give or accept gifts of any kind. Contact The “Nusasiri” must be transparent, honesty and accountability, under the laws and regulations related to business operations.

## **9.5 RESPONSIBILITY OF THE BOARD OF DIRECTORS**

### **Structure of the Board of Directors**

The Board of Directors has appointed qualified directors and assigned relevant duties for them according to their individual skill and

proficiency to be members of other committee. The committees were set up to assist the Board in corporate governing activities and to efficiently scrutinize and undertake detailed study of required matters for the Board. These committees and subcommittees are the Audit Committee, the Nominating and Remuneration Committee, the Executive Committee and the Risk Management Sub-Committee. The company has defined scope of duties and responsibilities, which the company has assigned the duties and responsibilities of members and properties, history, number of times to attend meetings of the Board of Directors of each Directorate. (Details of which appear in the “The Board of Directors and sub-committees” section of this annual report).

The number of independent directors on the board shall be in accordance with the notification of the Capital Market Supervisory Board (CMSB) Ref.No.TorJor. 4/2552 on 25 February 2009 which prescribed that a public listed company shall have the number of its independent directors at no less than one third of the total board members. The Company defies the definitions of “independent” for a director, roles and duties of independent directors, qualification of independent directors, all of which are defined by applying the minimum benchmark prescribed by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand (Details of which appear in the “Independent Directors” section of this annual report).

### **Role, Duty, and Responsibility of the Board of Directors**

The Board of Directors has the obligation and responsibility to perform its duty in accordance with laws, objectives, regulations, code of conducts, and resolutions of the shareholders’ meeting, as well as to consider and approve the Company’s policy and management direction, financial target, and annual budgets. The Board of Directors also oversees and monitors to ensure that business operations are managed effectively and according to the Company’s policy for the utmost benefits of shareholders under ethical standards with honesty and carefulness. as follows;

#### **Business Ethics**

The Board of Directors has clear policies on business ethics, which have been communicated to the management and employees on a regular basis. All concerned individuals are expected to adopt these policies and implement them with integrity, honesty, and fairness in their dealings with the Company, interested parties, the public, and society. Interactions between individuals concerned and other parties are constantly monitored. The Company has compiled and published a code of professional ethics for staff and specified penalties for violating the aforementioned code.

#### **Conflicts of Interest**

To prevent conflicts of interest, the Board of Directors carefully reviews any item that could be construed as a conflict of interest, and to establish written policies and procedures for the authorisation

of transactions between related parties. The Article of Association of the Company and its subsidiaries were revised to stipulate that if there is any transaction between the Company and its subsidiaries, or the sale and acquisition of the Company's and its subsidiaries' assets, all transactions must be complied with guidelines by the Stock Exchange of Thailand regarding the inter-related transaction

#### **Internal Control and Internal Audit**

The Company places importance on an effective and appropriate internal control system for business operations, both at the managerial and operational levels. Therefore, the Company has adjusted the structure of the organization to be in line with the Company's objectives, business, duty, and responsibility of each strategic business unit. The Company has also clearly established the written guideline of the obligation, and scope of authority of staff and the management, has the control and monitoring system for the utilization of the Company's assets, and has clear separation and segregation of duty and obligation for operators, the monitoring party and the evaluator. This is to balance the power and authorization and enables appropriate cross examination among all parties involved. Furthermore, the Company also has an internal control of financial system, by setting the financial reporting structure according to the respective management in charge. The Company conducts investigation to determine that its operations and financial activities are proceeding properly and efficiently, and are compliant with all relevant laws and regulations. In order that an internal auditing unit be independent, capable, and balanced, the Board of Directors has stipulated that its reports must be made directly to the Audit Committee and that its activities be evaluated by the Audit Committee as well.

#### **Risk Management**

The Company places great importance on risk management. The risk involved in each corporate activity is evaluated, along with measures to prevent and mitigate risk and its effect on corporate operations. The task of the management is to assess economic, financial, social, and legal risks produced by changes in circumstance, along with their impacts on competitiveness in the industry, and to decide on appropriate solutions.

### **10. RULES FOR PROPER USE OF INSIDE INFORMATION**

It is the Company's policy to adhere to its professional ethics, and to have honest conduct in dealing with its customers, employees, trade counterparts, shareholders, investors, trade competitors, community, society, and environment. It also opposes corruption; particularly those linked to wrongful use of insider information, and prohibits its directors, executives and staff to make use of material information, which is classified as internal information that has not been officially released to the public, for their own benefit or for the benefit of others even if such use may not cause any disadvantages to the Company. The prohibitions include restriction on trading of the

securities of the Company and its subsidiaries during the process of the release of its operational results and its dividend plan, discouraging or forbidding the trading of the Company's securities during the period of one month prior to any public announcement of its material information, or the trading of land property close to the planned development sites of the Company which may be perceived as the exploitation of internal information for self-benefit or for the benefits of others. The Company also establishes safety protections for its computer and information systems and prescribes practice guidelines for its directors, executives and staff of all levels to comply with. This procedure is intended to protect any unapproved disclosure of important information and data or unauthorized access to the information source. Severe penalty is set for unauthorized disclosure of internal information and wrongful use of such information for personal benefits or for the benefits of others or actions which may be the cause of any conflicts of interest. All these actions are regarded as serious offenses and are subject to punishment. The relevant practice guidelines are prescribed in the Company's Code of Conduct.

As prescribed under Articles 258 of the Securities and Security Exchange Act B.E.1992 (Amended in 2008), security trading activities of the Company's directors, executives as well as their spouses, minors and their related persons, that involve the Company's shares must be reported both in terms of trading transactions and changes of ownership in the form duly prescribed and submit such report to the Office of the Securities and Exchange Committee within 3 days after the trading and transfer date thereof. The Company's directors and executives are duly aware of their reporting duties in such trading and transfer of the Company and its Group's securities as per the rules and regulations of both the Stock Exchange of Thailand and the Office of the Securities and Exchange Committee.

### **11. INTERNAL CONTROL**

The Board of Directors of the company assigned to the Audit Committee is responsible for review, a subsidiary. Internal control systems are adequate suitable according to the business plan targets efficiently. With the internal audit department. Reports and evaluation of internal control of the subsidiary and associated companies to the Audit Committee, to present the opinion to the Board of Directors:



## Board of Directors





### **Mr.Visanu Thepcharoen**

Chairman of the Board of Directors of  
Nusasiri Public Company Limited  
Chairman of the Executive Committee of  
Nusasiri Public Company Limited  
Chief Executive Officer of  
Nusasiri Public Company Limited

#### **Education Background**

- MBA, Public Service Ramkhamhaeng University.
- Bachelor Degree A Bachelor of Arts (Political Science)  
Ramkhamhaeng University

#### **Directorship(s) in Other Company**

- Chairman of the Executive Committee of Nusasiri Grand Public  
Company Limited
- Chairman of the Executive Committee of Nusa Playa Hotel & Spa  
Company Limited.

#### **Work Experience**

- Director of The Success Heritage Company Limited
- Director of Thailand Post Company Limited

#### **Training**

- Training Courses, The Joint State - Private Sector Course in Public Order Administration Police College Police Education Bureau (Class 4)
- Training Courses, Top Executive Program in Commerce and Trade : TEPCoT (Class 10)
- Training Courses, Member of Civil Aviation training Centre (Class 70), Institute of Royal Thai Air Force : RTAF
- Top Executive Program in Industrial Development and Investment (Class 2), Institute of Business and Industrial Development (IBID)
- Training Courses, Chief executive, Capital Market Academy Class 19
- Training Courses, Chief executive, urban development (Greater Class 2) Institute of Urban Development. Bangkok
- Training Courses, Corporate Governance For directors and executives of state enterprise and Public Organization (Class 10) Institute of King Prajadhipok
- Training Courses "Financial Statements for Directors" (IOD)
- Training Courses "Director Accreditation Program" (DAP) Class 69/2008 Thai Institute of Directors
- Training Courses "Strategic Planning For Hotel and Resort Management" Thai hotel and hospitality management association
- Training Courses "Real Estate Development Class 25 (RE-CU)" Chulalongkorn University

**Share Holding (%)** 5.261 (As at 5 March 2019)

**Number of meetings attended** The Board of Directors 10/10



#### Education Background

- Master Degree in Master of Public Administration, National Institute of Development Administration (NIDA)
- B.A. in Economic, Ramkhamhaeng University

#### Directorship(s) in Other Company Work Experience

- No positions in other companies
- The performance consultant (Level 10) (policy analysts and Honorary the plan)

#### Training

#### Share Holding (%)

#### Number of meetings attended

- Have not yet passed the director training course
- 
- The Board of Directors 7/10
- Audit Committee 3/4
- Nominating and Remuneration Committee 1/3



#### Education Background

- MBA, Management, Central State University, Oklahoma, U.S.A
- Bachelor Degree, Faculty of Commerce, Chulalongkorn University

#### Directorship(s) in Other Company

- Independent Director and Chairman of Audit Committee
- Asia Sermkij Leasing Public Company Limited
- Independent Director and Audit Committee KGI (Thailand) Public Company Limited
- Independent Director and Audit Committee Thai Film Industries Public Company Limited

#### Work Experience

- Commission scholars Finance, Finance, Banking, House of Representatives
- Director Thailand Securities Depository Company Limited.
- Consultant, Economic Development Commission House of representatives

#### Training

- Training Courses, CFO Certification Program Class 1/2004, Institute of Certified Accountants and Auditors of Thailand
- Training Courses, Director Certification Program (DCP) Class 3/2000 (IOD)
- Training Courses, Director Accreditation Program 2004, Thai Institute of Director (IOD)
- Training Courses, Audit Committee Program Class 3/2004, Thai Institute of Director (IOD)
- Training Courses, Improving the Quality of Financial Reporting Class 4/2006 (IOD)
- Training Courses, Monitoring the Quality of Financial Reporting Class 5/2007 (IOD)
- Training Courses, Monitoring the Internal Audit Function Class 5/2008 (IOD)
- Training Courses, Monitoring the System of internal Control and Risk Management Class 2/2008 (IOD)
- Role of The Compensation Committee Class 6/2008, Thai Institute of Director (IOD)
- Advanced Audit Committee Program Class 13/2013, Thai Institute of Director (IOD)
- How to Develop a Risk Management Plan (HRP) Class 4/2013, Thai Institute of Director (IOD)
- Corporate Governance for Capital Market Intermediaries Class 1/2014, Thai Institute of Director (IOD)
- Training Courses, Information Security Awareness Training 2018 (LH Bank)

#### Share Holding (%)

0.00% (700 shares) (As at 5 March 2019)

#### Number of meetings attended

- The Board of Directors 10/10
- Audit Committee 4/4
- Nominating and Remuneration Committee 3/3





**Mr.Piboon Vorravanpreecha**

Independent Director of Nusasiri Public  
Company Limited

Audit Committee of Nusasiri Public  
Company Limited

Nominating and Remuneration Committee of Nusasiri  
Public Company Limited

**Education Background**

- Master of Defence Studies University of New South Wale, UNSW Australia)
- Bachelor of Science (Mechanical Engineering), Royal Thai Air Force

**Directorship(s) in  
Other Company**

- Chief of Executive Staff Committee to the Commanders Royal Thai  
Air Force Headquarters

**Work Experience**

- Chief of Executive Staff Committee to the Commanders Royal Thai  
Air Force Headquarters

**Training**

- Have not yet passed the director training course

**Share Holding (%)**

- 

**Number of meetings attended**

- The Board of Directors 1/1

Note : The company's Board of Directors meeting No. 9/2018 as at 14 November, 2018 had resolution to appoint Mr.Piboon Vorravanpreecha to be the Company's Independence Director, Audit Committee and Nominating and Remuneration Committee instead of Mr.Santi Boonprakub



### **Mrs.Sirinongnard Priewpanich**

Independent Director of Nusasiri Public Company Limited

Audit Committee of Nusasiri Public Company Limited

Nominating and Remuneration Committee of Nusasiri Public Company Limited

#### **Education Background**

- Master of Defence Studies University of New South Wales, UNSW Australia)
- Bachelor of Science (Mechanical Engineering), Royal Thai Air Force

#### **Directorship(s) in Other Company**

- Chairman of the Executive Committee of Baramee Consultant Company Limited
- Chairman of the Executive Committee of Pureka Pure Two Company Limited
- Chairman of the Executive Committee of Pureka Food Company Limited
- Business Consultant of True Vision Public Company Limited
- Business Consultant of Shanghai Kinghill Company Limited
- Business Consultant of CT Bright Holding Company Limited

#### **Work Experience**

- Chairman of the Executive Committee of Hippopo Food And Restaurant Company Limited

#### **Training**

- Have not yet passed the director training course

#### **Share Holding (%)**

-

#### **Number of meetings attended**

- The Board of Directors 4/4
- Audit Committee 2/2
- Nominating and Remuneration Committee 1/1

Note : The company's Board of Directors meeting No. 6/2018 as at 23 July, 2018 had resolution to appoint Mrs.Sirinongnard Priewpanich to be the Company's Independence Director, Audit Committee and Nominating and Remuneration Committee instead of Pol.Col. Sakrapi Priewpanich



### **Mr.Sompijit Chaichanajarak**

Director the Nusasiri Public Company Limited.  
Executive Committee the Nusasiri Public Company Limited.  
Executive Vice Chairman the Nusasiri Public Company Limited.  
Senior Deputy Chief Executive Officer the Nusasiri Public Company Limited.

#### **Education Background**

- MBA, (Accounting plan) Kasetsart University.
- MBA, Ramkhamhaeng University.
- MBA, Master of Public Administration Ramkhamhaeng University.
- Bachelor Degree (Accounting) Ramkhamhaeng University.

#### **Directorship(s) in Other Company**

-

#### **Work Experience**

- Senior Director level 11, Assistant responsible party lines Supporting the organization and Acting Director of Human Resources Department, Small and Medium Enterprise Development Bank of Thailand (SME Bank).
- Chairman the group Krissana House to Housing Business

#### **Training**

- Training Courses Successful Formulation & Execution the Strategy (SFE) Class 2/2008 Thai Institute of Directors
- Training Courses Director Certification Program (DCP) Class 108/2008 Thai Institute of Directors

#### **Share Holding (%)**

-

#### **Number of meetings attended**

- The Board of Directors 9/10



**Mrs. Siriya Thepcharoen**

Director of Nusasiri Public Company Limited.  
Executive Committee of Nusasiri Public Company Limited.  
Deputy Chief Executive Officer  
of Nusasiri Public Company Limited.

**Education Background**

- Bachelor Degree A Bachelor of Arts (Political Science) sector Special Ramkhamhaeng University.

**Directorship(s) in Other Company**

- Director the Group Nusasiri Grand Public Company Limited
- Executive Vice President the Group Nusasiri Grand Public Company Limited

**Work Experience**

- Director the KN Real Estate Company Limited
- Director the Yenlift Company Limited
- Executive Vice President the Group Company Nusasiri Which operates (Past 5 years) the real estate business and Chain Hotels D varee Company Limited.
- such as D varee Hotel Phuket, D varee Jomtien Beach Hotel Pattaya
- Executive Committee the Krissana Development Company Limited.
- Executive Committee the Sin Pathumthani Company Limited.
- The Advisor Assistant Minister Office of the Deputy Prime Minister Major General Sanan Kachornprasart
- Position of luminaries In promoting contemporary art and culture, Under the Ministry of Culture

**Training**

- Top Executive Program in Industrial Development and Investment (Class 4), Institute of Business and Industrial Development (IBID)
- Training Courses "The Boss" The Boss Association Class 47
- Training Courses "Strategic Planning For Hotel and Resort Management" Thailand Hotel and Hospitality Management Associations
- Training Courses "Director Accreditation Program" (DAP) Class 76/2008

**Share Holding (%)**

- 2.816 (As at 5 March 2019)

**Number of meetings attended**

- The Board of Directors 9/10



# RISK FACTORS

## 1. THE RISK TO BUSINESS OF THE COMPANY/ GROUP OF COMPANIES

### THE RISKS FROM EXTERNAL FACTORS

#### 1.1 Risk and cost of construction and building materials supply

Since the sale of the estate of the company most of the land sale and the customer before starting to build a house. If the fluctuation of prices of construction materials or modified wage rates. After the company setting the sale pricing. The customer has to purchase a house and land, variance of the price change or even the impact of the production house that has been under estimated will inevitably result in higher cost of sales of the Company, the Company's gross margin decreased.

The cost of construction materials is critical. The main construction material prices, many prices have been increasing and the increase was primarily due to increased demand for building materials, both the real estate and the construction of large infrastructure projects in various building materials in the world market at prices considerably higher. As well as oil prices soared which affect the cost of production and transportation costs increase in the price of construction materials and ultimately the company with rising costs, the Company may not be able to adjust prices immediately or in the case of the Company can adjust prices to reflect the higher costs, it may affect the sales volume of the Company's homes and thus will have a significant impact on the business financial position and results of operations of the Company.

In addition, the project may increase the amount of construction materials are not enough to meet demand, If such an event occurs, the Company may have to pay for more expensive materials or be material cannot construct a home at a given time. This will affect the business financial position and results of operations of the Company as well.

However, the Company recognizes the problem and has developed techniques to produce our products, Labor less manufacturing technology to support more which will reduce the production time and shorten to help reduce the risk to some extent. About the Condominium units, Company is a risky due since the construction period is longer. However, to hedge the Company's strategy for the selection of building materials mainly by how tender in all major construction materials to the Company fixed cost structure.

#### 1.2 The risk of a lack of construction contractors and labor

To develop housing projects need to have good quality contractors. Which is a major risk factor the contractor shortage of good quality would affect the company. Unable to complete the construction project to be completed as planned. This could lead to increased operating costs. Of the current in the industry a lot both are listed on the Stock Exchange of Thailand (SET) and outside the market. Moreover, the construction of infrastructure such as public sector. This

may result in a shortage of skilled labor in the construction of our home. The Company's risk management policy issues began to experiment with the new technology used in its construction; this will help reduce the use of labor. The company plans to build a good relationship with the contractor, the company continued construction and will be distributed according to the ability of an individual contractor is important. The company is a construction project manager, project Engineer, Chief of Construction, Construction Foreman as well as the quality inspection center (QC Center) to supervise the construction contractor's another to ensure the quality of construction of each contractor.

#### 1.3 Risks from more careful about consideration and approval of credit limits of The Commercial banks

The Commercial banks are more careful about consideration and approval of credit limits for housing purchases in the past of credit for consumers (Post-Finance) which there are many factors that affect the credit limit approval. In the present, the personal loan industry is growing rapidly and it's has affected consumer spending behavior. The consumer has used the money in the future through various personal loans such as credit cards and personal loans. The debt from the household sector is high, causing the company to directly affect revenue because most customers need to rely on a loan from a commercial bank to buy housing

The company is well aware of the above problems. Therefore, screening customers who have the ability to pay preliminary debt before applying for a credit approval to a financial institution Along with introducing customers to apply for a loan with a financial institution that has a policy that is consistent with the terms of payment of the customer (Bank Matching), including coordination, contact the head office of the financial institution directly to reduce the time Approving loans which affect customers' decisions in purchasing housing. In addition to this, the company has sought new alternatives for customers such as other financial institutions in addition to commercial banks to increase the opportunity to approve loans to customers

#### 1.4 The risk of political instability.

Continuously uncertainty over the past several years and the significant events that happened in the last quarter of 2017 were effect to real estate companies and buyers being slow down the projects and the decision to buy real estate. The economy has shown signs of improvement as a result of government boosted by massive infrastructure projects, Metro lines; as a result the real estate market continues to grow. There are also many foreign investors interested in investing in Thailand, including growing Asian countries, and interested in real estate related to hotels and tourism.

#### 1.5 The risk of reliance on major customers.

The company is developing several projects in each area. The company's

customers as a group have a moderate to high level. Scattered in each area the company makes a wide variety of customers without relying on any one in particular.

#### **1.6 The risk of reliance on loans from related parties.**

The company will have to borrow from Nusasiri Grand Co., Ltd. (Thailand); a subsidiary of Noble Group's growth is mainly short-term loans. In order to enhance liquidity for the Company to interest rate only loans, a rate similar to the borrowing bank. During the year the total loan amount. It has spent the night in a quick period of time; however, the company has a policy to reduce the reliance of the related parties. The mechanism of the capital market

### **THE RISK FROM INTERNAL FACTORS**

#### **1.7 THE RISK FROM INTERNAL FACTORS**

Construction and development is an important part to achieve the goals of the company. Currently, the company hired outside contractors to perform construction both residential and low-rise condominiums, the Company's risk quality and time If hiring a contractor that does not have sufficient expertise or have issues about Labor shortages. To reduce such risk Company's management by selecting an experienced and qualified contractors for the construction as planned and not to be confined to any one too, with the dividing line for the better. To provide contractors with more liquidity and also supply some materials to reduce the financial burden to the contractor. It also has a clear policy to build alliances with contractors and suppliers to jointly develop the construction and building materials to get quality and in time more quickly. The use of appropriate technology to be educated checking before using it. It is the examination and selection of contractors or manufacturers that specialize including a study for the construction less labor to reduce the risk of labor shortages in the construction industry. In the case of condominiums will choose the large contractors which has experienced and divide each by hiring expertise. Are not only hiring contractors for all construction projects in addition, the company also has experts and project management team that is enough to regulate construction standards. There are also a training plan worker supervisors and contractors. In the development of construction processes to achieve effective and better quality and to understand the correct match to check the quality of the good quality work and reduce the risk of delays in delivery.

#### **1.8 Financial risk**

From the company's business plan that has to be invested in new projects that have been implemented continuously In order to create performance and sustainable return to the shareholders. The company needs to have a source of funding for developing the new projects by borrowing long-term loans from financial institutions and issuing short-term debentures and bills of exchange. As of December 31, 2018, The Company and its subsidiaries have liabilities from financial institutions in the amount of 785.08 million baht, decreased from as of 31 December 2018 amount 703.46 million baht. The Company and its subsidiaries have bills of exchange of 180 million baht, a decrease 672 million baht and as of December 31, 2018, the

company has Issuing long-term and short-term debentures in the amount of 2,019.20 million baht, decreased amount 105 million baht.

The overall performances of the company In the past year, the ability to pay debts well Whether long-term loans from financial institutions, issuing bills of exchange or issuing long-term and short-term debentures and have liquidity in business management which resulted in the company have a more stable financial status.

#### **1.9 Risks relating to marketing and sales**

Sales is the heart of the business, the Company is focused on building the confidence of consumers, which would affect the sales of the project in the long term. The company's policy of customer satisfaction to consumers at the highest level, including opening new markets for the Company's sales growth and sustainability.

#### **1.10 Human Resources Risk**

Company with a focus on human resource management by providing support to employees have the opportunity to showcase their talent, so that employees recognize the value of their own and a commitment to their ability to develop the company sustainable growth.

## **2. THE RISK OF THE INVESTMENT OF THE SHAREHOLDERS**

#### **2.1 The risk of having a major shareholder of the company**

At present, the company major shareholders are Kitti Isaranon family, holding 13.528 percent of all company shares (as of December 31, 2018) and the second is Thepcharoen family, holding 12.725 percent of all company shares. If this major shareholder merge with other major shareholders, they can control the voice of the shareholders' meeting more than half. Whether the appointment of directors or requesting resolutions in other matters that require the majority of shareholders' meetings, so other shareholders may not be able to gather votes to check and balance the matters proposed by the major shareholders. Including important agendas that require special resolutions that require the votes of the shareholders' meeting more than 3 out of 4, if not approved by the major shareholders, they cannot pass resolutions. However, the company has an audit committee to come to check and consider to prevent the occurrence of conflicts and to create transparency in the operations of the company.

#### **2.2 Risk management executives and shareholders**

The Company's brand image with the management and shareholders of the company are Thepcharoen family by Mr. Visanu-Thepcharoen and Mrs. Siriya-Thepcharoen an important role in the management of the company as a reputable and recognized in the field of real estate development and are essential to the company's growth in a sequence. If the management company of such loss, may affect the management and operations of the Company. However, the company has the management structure of the Company shall have the power to management the duties and responsibilities of the various operations management as efficacy by inviting successful and professionals executives help management to reduce the risk of dependence on the executive.

# SUSTAINABILITY STRATEGY

## 1. POLICY OVERVIEW

The Company's policy is to invest in the core business related to real estate with regard to the suitability of each type of business, consists of land and a house with land. Business space for sale and rent, and in the plaza about health. Business of Construction Type: Condominium, Rental business and Business of Community Mall, Water Park Plaza and Golf business. The Company's management is aware of the needs of consumers and to facilitate usability whether traveling Safety in residential hygiene and the environment emphasis on social and environmental potential, the residents receive full benefits.

The Company is committed to conducting business in accordance with corporate governance regulations, practice to focus a substantial and ongoing both for the benefit of shareholders and the interested persons of the Company.

The company adheres to the principle of corporate governance seriously to provide a framework for conducting business with integrity for good image Including tracking the performance of the company continues and policy makers to make appropriate returns to the Committee, Management Team and staffs achieve fairness, further optimize the system performance cause the solder joint benefit our shareholders will lead to increased value on investment for shareholders and stakeholders, all parties in the end.

## 2. CORPORATE ACTIONS MADE IN COMPLIANCE WITH CORPORATE GOVERNANCE AND SOCIAL & ENVIRONMENTAL RESPONSIBILITY

The company has operations in order to comply with the principles on the Corporate Governance and Social & Environmental Responsibility Committee approved the advancement of the Company's operational guidelines to be in accordance with the principles of good governance and social & environmental responsibility, can be summarized as follows:

### 2.1 CORPORATE GOVERNANCE

The Company has applied the governance guidelines recommended by the Securities and Exchange Commission of Thailand (SEC) and the Stock Exchange of Thailand (SET), which are prescribed in accordance with the principles of corporate governance set out by the Organization for Economic Co-operation and Development (OECD). The guidelines adopted are: Rights of Shareholders, Equitable Treatment of Shareholders, Roles of Stakeholders, Disclosure and Transparency and Board Responsibility

### 2.2 SOCIAL & ENVIRONMENT RESPONSIBILITY

The Company has applied the Corporate Social Responsibility Guidelines prescribed by the SEC's Working Group on Corporate

Social & Environmental Responsibility, and the recommended CSR Best Practices as its guideline principles for the strategy plan towards its short and long term actions on the issues of good corporate governance and social & environmental responsibility, of which the principles adopted are:

#### Corporate Ethical Principles

The Company applies these principles as its key strategy and includes guideline practices towards its stakeholders, namely: shareholders, customers, employees, creditors, trade counterparts, business competitors, and society. The principles also include matters namely participation in community and social development, business operating practices under applicable environmental standards, non-violation of intellectual property rights, safeguard of information and data system, staff training on environmental issues, fighting against internal and external corruption or bribery, encouragement of management and staff morale against fraud and any involvement in human rights violation, as well as communication of the Company's information via various media channels. (Please see more details in the Roles of Stakeholders chapter in the Corporate Governance section.)

#### Fair Business Practices

The Company can assure its stakeholders and related parties of its long-term business prosperity, and create business confidence that the Company shall not be lured by any illicit gains from wrongful business conducts.

#### Practice Guidelines

- 1) Avoid any actions which may result in any conflict of interest, or upon any occurrence of any conflict of interest shall apply the appropriate mediation process and fair dispute resolution, whereby proper disclosure shall consequently be made thereafter.
- 2) Promote competitiveness in free trade while avoiding any attempts at nepotism.
- 3) Do not encourage any misappropriation of intellectual property and copy rights.
- 4) Apply management conducts and systems which assure protection against bribery and fraud, or instigate processes which can promptly detect any occurrences of bribery and fraud.
- 5) Inspire the Company's staff to recognize the importance of avoiding acts of deception, intimidation, and all types of corruption.

#### Respect Human Rights and Fair Treatment towards Workers

These beliefs are the Company's key pillars in its human resource development that enables it to achieve its value creation targets. Human resources are a key corporate element for value augmentation and increased productivity. Therefore improvement in the workplace

environment and prescribed labor conditions will instigate a high working quality. The Company also offers career opportunities and proficiency enhancement schemes to its staff.

#### **Practice Guidelines**

1) Support and respect human rights protection by regularly monitoring that the Company does not engage in business conducts which violate any human rights, such as the utilization of forced labor and any illegal foreign workforce, while also opposing the use of child labor.

2) Promote workplace hygiene and occupational safety, such as the implementation of pollution controls in the work process, promotion of health standards in the workplace, and the proper application of safety measures against accidents and diseases.

3) Promote skill and proficiency enhancement for staff by providing access to further education, and appropriate career promotions.

4) Provide fair employment conditions and non-discriminatory staff remunerations that are suitable to their competency.

5) Provide access to petition against improper and unfair treatment of the staff.

6) Provide appropriate welfare benefits and preparation plan for life after retirement to the staff, such as annual leave, suitable overtime schedule, and a relevant medical care scheme including providing knowledge regarding health treatment and life after retirement.

7) Encourage employees to maintain a good balance between their career and personal life, to be ethical, to follow the good philosophy of sufficiency economy, while motivate them to be a good citizen who participate in social work, and promote staff's religious practices, on an unbiased basis.

8) Provide whistleblower protection for staff who report inappropriate actions in the workplace.

9) Provide the staff and the employee representatives with accurate operational results and business status of the Company.

10) Upport a two-way dialog and cooperation between employer and employee, or the employee representatives in order to improve the quality of the workplace.

#### **Responsibility to the Consumer**

The Company's products and services shall not impose any risk or harm to the consumers. The Company shall improve the quality of its products and services to meet prescribed international standards, with common accessibility to all consumers, while improvements shall also provide public benefits and social solutions.

#### **Practice Guidelines**

1) Provide housing development and business services which are safe and reliable, do not use materials which could be harmful to consumer's health and arrange to have appropriate inspection processes to safeguard against unsafe materials.

2) Protect consumer data and do not release their information without prior permission.

3) Provide sufficient and correct information to consumers, and be aware of the consumer's health and well-being by not overstating advertisement information and always providing information which is accurate, complete, and easy to understand. Consumers should be provided with comprehensive application instructions and also the best method to dispose of the product.

4) Encourage consumers and producers to pay more attention to the important concerns of environmental and social aspects in utilizing products and services

5) Develop products and business services that enhance both corporate and social benefits that attribute to the creation of a good consumer society that supports cultural inheritance and ethical principles, and emphasizes sustainable development.

6) Improve an efficiency of accessibility of necessity goods and services to consumers.

7) Provide accessible channels for stakeholders to access to the Company's important information such as reports of product test results which are not trade secrets.

8) Fair trade to customers, trade counterparts, business partners, vendors, and partners.

9) Fight against corruption and ensure fairness in conducting business.

#### **Community and social contribution**

A well-built and sustainable community and society are an important supportive factor for good corporate operations. The Company shall organize social activities and/or community participations which are supportive to community strength, particularly for the community and the society which are impacted by its production and service process. It shall also act as a good corporate citizen and make all attempts to curve or stop any potential adverse impacts to such community and society that might have resulted from its operations.

#### **Practice Guidelines**

1) Survey any communities close by and distant to the development sites, to assess the possibility of any adverse impacts caused by the Company's current and future operations, and apply such assessment to rectify/ improve its operations in order to protect the community and society against any direct or indirect damages and adverse conditions.

2) Support volunteer work that relates to community and social development.

3) Help improve community and social surroundings.

4) Support the basic infrastructure requirements of the surrounding community and society such as schools, health care centers, roads etc.

5) Support and participate in charity work such as organization of activities which promote good standards, and reduce immoral



activities in order to maintain a healthy lifestyle under the sufficiency economy standard.

### **Environmental Protection**

Global population increase and economic growth not only cause excessive consumption of natural resources, but also increase water, air, waste, and toxic pollution. In addition, global warming also impacts human beings and the ecology system. Therefore, the Company has a duty to support improvement in the quality of life and environmental management, as a part of the required collective social efforts.

#### **Practice Guidelines**

- 1) Arrange to have an appropriate environmental management system while undertaking construction management for residential projects and regularly monitoring the outcome. Encourage additional studying and learning on environmental aspects such as ecology system, global warming, pollution etc.
  - 2) Apply technology and production processes which are qualified under the environmental standard and pay attention at reduction and treatment of waste prior to its release back to nature.
  - 3) Use natural resources efficiently while being aware of energy saving and recycling measures.
  - 4) Develop products/services which carry no environmental impact and are safe to use.
  - 5) Provide the staff and public with information on any environmental impact, safety, and health care
  - 6) Encourage customers to be aware of any environmental concerns on the utilization of the Company's products and services.
  - 7) Provide knowledge and training for staff on environmental impact, safety, and health care.
  - 8) Have an emergency plan that can respond to potential environmental problems, with prompt reporting procedure to concerned governing authority in case of such emergency.
  - 9) Study and implement to decrease an impact on a social geography environment.
  - 10) Encourage an environmental rehabilitation and conservation.
- Disseminate Innovations from Social Responsibility Activities
- Include CSR practices in the business operations and corporate business strategy which will create ultimate innovative benefits in both business and social aspects.

#### **Practice Guidelines**

- 1) Investigate current operational processes to explore whether they will create any risks or adverse impacts on society or the environment, then find measures which can mitigate such risks or impacts. In the process, even if innovative solutions do not come up, the Company should not give up its attempts to come up with appropriate mitigation solutions.
- 2) Disclose any of Company's innovative outcome and solution which are of benefit to the public and environment in order to induce similar motivation from other business operators.

3) Effectively communicate the Company's vision, value, mission, strategy, and social responsibility operation performance to all stakeholders.

4) Create transparency in business operation by providing contact channels for stakeholders to access important information and express their opinions on the Company's social responsibility topics.

### **Preparation of Social and Environmental Reports**

The Company must pay attention towards the disclosure of its CSR practices, which will be useful for all stakeholders, and will help in cross checking its compliance with the prior prescribed CSR guidelines.

#### **Practice Guidelines**

The Company will provide a report of CSR which may be contained in either the annual report or separately (CSR Report). The CSR report will be made in compliance with an acceptable worldwide standard form. Additionally, employees, trade counterparts, business partners, raw material vendors, and stakeholders will be provided opportunities to jointly draft the report. The report contains:

- 1) Business Operation which states regarding the Company's vision and strategy on the social and environmental activities, corporate governance structure, and operation performance.
- 2) Environmental and Safety Activities which states regarding the Company's environmental and safety management policy, environmental rehabilitation and conservation procedures, safety management procedures, disposal processes, useful characteristics of habitats which create value for consumers, society, and environment.
- 3) Social Activities which states regarding the Company's labor management policy, and employees' welfare and training, including a development of communities' environment located both close by and distant to the development sites.

### **Activities for the benefit of society and the environment**

In addition to the formulation of the code of conduct and business practices that are in line with the corporate governance principles, the company has organized social activities in 2018 with the project "Nusathamdee". By bringing the staff to join the merit making for the elderly women's house, Mitraphab Songkloh Foundation, Pathumthani Province, Intellectual Disability Services Center, Khlong Toei Branch, Bangkok, Baan Rachawadee Female, Pak Kret District, Nonthaburi Province, Elderly Home, Nakhon Pathom.

## social activities for the year 2018



Image of activities for making merit for elderly women's house, Mitraphab Songkloh Foundation, Pathumthani Province



Image of activities for making merit for Intellectual Disability Services Center, Khlong Toei Branch, Bangkok



Image of activities for making merit for Baan Rachawadee Female, Pak Kret District, Nonthaburi Province

## Management Discussion and Analysis Report

### Overview

Nusasiri Public Company Limited and the Subsidiaries (“the Company”) has reported the Company’s performance for the fiscal year ended December 31, 2018 and Financial Statements for the fiscal year ended December 31, 2018, having a significant change as follows;

(Unit: Million Baht)

| Fiscal Year Ended December 31         |                 |                        |                          |                 |
|---------------------------------------|-----------------|------------------------|--------------------------|-----------------|
| Details                               | 2018            | Increase<br>(Decrease) | Increase<br>(Decrease) % | 2017            |
| Sales Revenue                         | 2,532.20        | 1,186.20               | 88.13                    | 1,346.00        |
| Rental assets and<br>Service Income   | 181.92          | 71.70                  | 65.05                    | 110.22          |
| Other Income                          | 261.72          | 157.27                 | 150.57                   | 104.45          |
| <b>Total Revenue</b>                  | <b>2,975.84</b> | <b>1,415.17</b>        | <b>90.68</b>             | <b>1,560.67</b> |
| Cost of Goods Sold                    | 2,054.18        | 1,175.98               | 133.91                   | 878.20          |
| Cost of Rental Assets<br>and Service  | 236.49          | 56.57                  | 31.44                    | 179.92          |
| <b>Gross Profit Margin</b>            | <b>423.45</b>   | <b>25.35</b>           | <b>6.37</b>              | <b>398.10</b>   |
| Net Profit (loss)                     | (245.49)        | (6.88)                 | (2.73)                   | (252.37)        |
| Net Profit (loss) of<br>Nusasiri PCL. | (221.71)        | (19.16)                | (7.95)                   | (240.87)        |

### Operating Incomes

#### Total Revenue

The Company would like to clarify that the income statement for the fiscal year ended December 31, 2018. The Company had the total income of consolidated financial statement of Baht 2,976 million, increasing by Baht 1,415 million (91%) from the previous year. This was mainly due to

1. The income of sales of land and houses is increasing by Baht 1,186 million (84%) from the increase in total revenue, which partly increased from the sale of land of Rama 2 Phase 2,3 project, amounting to Baht 1,217 million. Revenue from sales of houses and condominium units decreased by Baht 31 million, which is nearby to 2017.

2. The Company has increased rental and service income by Baht 72 million (5%) from the increase in total revenue, since the company have good operation, resulting in more revenue

3. Gain from sales of investments in subsidiaries decreased by Baht 33 million (2%) from the increase in total revenue.

4. Gain from fair value adjustment of investments decreased by Baht 33 million (2%) from the increase in total revenue.

5. Interest income increased by Baht 196 million (14%) from the increase in total revenue, caused by the sale of investments.



### Cost of Goods Sold

Cost of sales of property for the fiscal year ended December 31, 2018 with the amount of Baht 2,054 million increased by Baht 1,176 million (134%) from the previous year. Partly increased from the sale of land of Rama 2 Phase 2,3 project, amounting to Baht 1,217 million. Cost of sales of property decreased by Baht 41 million which is related to the income from the sale of houses and condominium units that are decreased. The company had a gross profit margin of 36 percent which increased from the previous year by 1 percent.

### Cost of Rental Assets and Service

Cost of Rental Assets and Service for the fiscal year ended December 31, 2018 is Baht 236 million increasing by Baht 56 million (31%) from the previous year, which is related to the increasing of the income of rental assets and service. However, the company could not generate the profit from leasing and service business in first two years.

In October, 2016 the Company reached the Agreement with Chain; an international hotel management, to manage the rental assets and service of the Company and some Subsidiaries with the 15-year management period. The Company expected that a new hotel management team was able to increase the income ratio and the profit from rental assets and service of the Company in the next several years which shown in the company performance since year 2016 to present, the company can doubled generate income.

### Expenses on Sales and Management

In the fiscal year ended December 31, 2018, the company had expensed on sales and management of Baht 587 million increasing by Baht 34 million (6%) from the previous year. Most of its increase came from expenses on sales, Sales Promotion to stimulate a sales volume while the advertising expense is decreased.

### Cost of Finance

In the fiscal year ended December 31, 2018, the company's cost of finance is Baht 231 million increasing by Baht 66 million (40%) when comparing with that in the previous year. Though the company has decreased the borrowings from the previous year, the increasing of interest rate, resulted to the increased of interest, year 2018, which is the borrowing for investments in project and increase liquidity for the company.

### Net Profit (loss)

The overview of the company operation for the fiscal year ended December 31, 2018. The net loss was Baht 245 million decreased by Baht 7 million when comparing with that for the last year. The company has gross profit from sales and income from rental and services of Baht 25 million and other income increased by Baht 157 million, mainly as interest income from the sale of investment under the contract. However, the company has increased expenses from loss on impairment of assets of Baht 45 million, share of losses from joint ventures Baht 52 million, interest expenses Baht 66 million, resulting in the profitability of the company is still close to the previous year.

(Unit: Million Baht)

| Financial Statement as of December 31      |           |                        |                          |           |
|--|-----------|------------------------|--------------------------|-----------|
| Details                                    | 2018      | Increase<br>(Decrease) | Increase<br>(Decrease) % | 2017      |
| Current Assets                             | 3,883.64  | (1,306.72)             | (25.18)                  | 5,190.36  |
| Non-Current Assets                         | 8,969.17  | 1,305.49               | 17.03                    | 7,663.68  |
| Total Assets                               | 12,852.81 | (1.23)                 | (0.01)                   | 12,854.04 |
| Current Liabilities                        | 4,082.95  | 554.29                 | 15.71                    | 3,528.66  |
| Non-Current Liabilities                    | 1,567.41  | (657.67)               | (29.56)                  | 2,225.08  |
| Total Liabilities                          | 5,650.36  | (103.39)               | (1.80)                   | 5,753.75  |
| Shareholders' equity                       | 7,202.45  | 102.15                 | 1.44                     | 7,100.30  |
| Total Liabilities and Shareholders' equity | 12,852.81 | (1.23)                 | (0.01)                   | 12,854.04 |



### Net Profit (loss) of Nusasiri Public Company Limited

Net Profit (loss) of Nusasiri Public Company Limited (the head office) for the fiscal year ended December 31, 2018 The net loss was Baht 222 million decreasing by Baht 19 million when comparing with that for the previous year.

As of December 31, 2018, the company had the total assets of Baht 12,852 million decreased by Baht 1 million from that as of December 31, 2017. The Current investments - deposits with financial institutions is decreased Baht 150 million, brought to paid for debenture due in February 2018. Inventories amounted to Baht 1,968 million (part is the sale of land of Rama 2 Phase 2,3 project Baht 1,217 million to the joint venture company). Deposit for land purchase decreased by Baht 210 million, other long-term investments decreased by Baht 700 million and other receivables increased by Baht 482 million, most of them were debtors waiting to receive refunds from long-term investment withdrawals. Short-term loans to related parties increased by Baht 429 million to support the operations of the joint venture companies. Investment in associates and joint ventures increased by Baht 161 million. Property, plant and equipment increased by Baht 1,626 million, mainly due to the construction of the subsidiary's hotel. Deposit for purchase of investment increased by Baht 398 million, which was

not fully paid for the investment in the subsidiary company. At the same time, the company has total liabilities of Baht 5,650 million, a decrease of Baht 103 million from total liabilities as at 31 December 2017, mainly due to the decreased from the payment of loans from other businesses, loans from financial institutions, loans from other persons and debentures in the amount of Baht 1,514 million, while the other payable increased by Baht 1,349 million, most of which were construction payable for Legend Siam project. The company has a debt to equity ratio at 0.78, decreasing from the debt to equity ratio as of 31 December 2017 which is equal to 0.81.

### Statement of Cash Flow

In 2018, the company and the subsidiaries had net cash from operating activities of Baht 2,062 million, received from selling and rental assets and service. the company and the subsidiaries had net cash outflow from investing activities of Baht 817 million, used in the construction of hotels and investment in joint ventures and investment deposits in subsidiaries. Another part is used for financing activities in the amount of Baht 1,214 million in regard to repayment of various loans.

## RELATED TRANSACTIONS

### Nature of Connected Transactions with Companies /Related Parties

For the year ended December 31, 2018, the Company and its Subsidiaries were engaged in the transactions with companies / related parties as the following details;

| A party who may have led to the conflict of interests | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|---|--|--|--|--|
| 1. PANACEE MEDICAL HONG KONG LIMITED                  | Joint Venture  | <b>Outstanding balance</b><br>Other Account Payable<br>Other Account Receivable                            | 0.02<br>1.84                             | - Receiving money from the Company for business operation<br>- Paid the salary for employees who work at Guangzhou   |
| 2. Mr. Jirawat Phuttitrisin                           | Mr. Jirawat Phuttitrisin is the younger brother of Mrs. Siriya Thepjaroen (the executive director and the major shareholder of Nusasiri PCL. ("NUSA")) | Other Expenses<br><br><b>Outstanding balance</b><br>Other Accrued Expenses                                 | 0.48<br><br>1.68                         | - Rental fees for the sale office at the Fresh Condominium Project, a normal business transaction. Rental prices and conditions are not different from the transaction that does with the unrelated party (company).<br>- Rental fees for the sale office and commercial buildings |
| 3. Mr. Chakrit Sirirat                                | A shareholder  | <b>Outstanding balance</b><br>Accounts Receivable  | 0.26                                     | - Accounts Receivable of ownership transfer (Up Ekkamai)   |
| 4. Ms. Kongkwan Wintuphan                             | A shareholder  | Revenue from selling house with land and Condominium<br><br><b>Outstanding balance</b><br>Accounts Payable | 75.91<br><br>0.29                        | - selling house with land (Chivani Pattaya Project) and condominium (Up Ekkamai)   |

| A party who may have led to the conflict of interests | Relationship  | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility  |
|---|---|--|--|---|
| 5. Mr. Yuranun Phamornmontri                          | The chief executive officer of Panacee Medical Center (Thailand) Co., Ltd.                | <b>Outstanding balance</b><br>Advance - Other Account Payable<br><br>Other Accrued Expenses  | 0.05<br><br>1.83                         | - Expenses for the Company's business operation of the Company<br>- Expenses for Panacee's grand opening at Kao Yai   |
| 6. Mr. Wongsakorn Thepcharoen                         | A shareholder   | <b>Outstanding balance</b><br>Other Account Receivable<br>Advance - Account Payable  | 0.20<br>0.09                             | - Rental fees for services (Parc Exo Sportmall)<br>- Advance for operating expenses of Nusa Logistic (BVT) Limited.<br>- Advance for operating expenses of Nusa One Co., Ltd. |
| 7. Ms. Watcharaporn Kraiakdawat                       | A related party(individual) through a related party(company)                              | <b>Outstanding balance</b><br>A deposit for purchasing of investment   | 536.00                                   | - A deposit for purchasing of Panacee's shares  |
| 8. Mr. Visanu Thepjaroen                              | Mr. Visanu Thepjaroen is the director and the major shareholder of Nusasiri PCL.(“NUSA”)  | Other expenses<br><b>Outstanding balance</b><br>Advanced - Other Account Payable   | 0.36<br>0.02                             | - Meeting Allowances and Entertainment fee for foreigners customers   |
| 9. Mrs. Siriya Thepjaroen                             | Mrs. Siriya Thepjaroen is the director and the major shareholder of Nusasiri PCL.(“NUSA”) | -Other expenses<br><br><b>Outstanding balance</b><br>Accounts Receivable<br>Short-term Liability<br>Advanced – Other Account Payable | 0.16<br><br>0.73<br>19.70<br>0.35        | Meeting Allowance<br><br>- Entertainment fee (Nusa One Co., Ltd.)<br>- Loans for Legend Siam Co.,Ltd.   |

| A party who may have led to the conflict of interests | Relationship   | Nature of Transactions  | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|---|--|---|--|--|
| 10. Mr. Sompjit Chaychanajak                          | The director and the company' secretary of Nusasiri PCL. ("NUSA")  | Other expenses<br><br><b>Outstanding balance</b><br>Account Payable<br>Advanced — Other Account Payable | 0.50<br><br>0.21<br>0.15                 | - Meeting Allowance and other Executive benefits<br><br>- Advanced for general operation   |
| 11. Ms. Arika Torkeaw                                 | The shareholder of Nusa My Ozone Co., Ltd., which is the subsidiary of Nusasiri PCL. ("NUSA")  | <b>Outstanding balance</b><br>Other Accounts Receivable   | 0.01                                     | - Advanced for rental expenses (Nusa My Ozone Co., Ltd.)   |
| 12. Ms. Issari Jirawatwittaya                         | Ms. Issari Jirawatwittaya is the authorized director and the shareholder of Sarasiri Inter Co., Ltd. in the proportion of 20.50% (data as of December 28, 2013), which was the joint venture of NUSA and also hold 25% of SGALA's shares (data as of March 10, 2011) | Other expenses<br><br><b>Outstanding balance</b><br>Other Accrued expenses                              | 0.72<br><br>2.52                         | - Rental fees for the sale office at the Fresh Condominium Project, a normal business transaction. Rental prices and conditions are not different from the transaction that does with the unrelated party (company).<br>- Rental fee for sale offices and commercial buildings |



| A party who may have led to the conflict of interests | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility  |
|---|--|--|--|---|
| 13. KMP Property Co., Ltd. ("KMP")                    | KMP and the group of concert party, which are, Mr. Visanu Thepjaroen, Mrs. Siriya Thepjaroen, Mr. Siwa Thepjaroen, all of whom hold 10.95% of NUSA's shares (data as of December 16, 2015)   | <b>Outstanding balance</b><br>Advanced – Account Payable                                       | 0.10                                     | - Accrued and continuous transaction from purchasing assets according to contract dated June 24, 2009 and amended memorandum dated February 3, 2010.  |
| 14. G.K.Build and Design Co., Ltd.                    | Ms. Jitnun Phutthitrisin is the younger sister of Mrs. Siriya Thepjaroen (the director and the major shareholder of NUSA) and serves the position as the director of G.K.Build and Design Co., Ltd. (data as of January 13, 2010)<br>Mr. Jirawat Phutthitrisin is the younger brother of Mrs. Siriya Thepjaroen (the director and the major shareholder of NUSA) and serves the position as the director of G.K.Build and Design, holding the proportion of 49.98% of shareholding (data as of January 13, 2010) | <b>Outstanding balance</b><br>Account Payable<br>Construction Retention<br>Accounts Receivable | 0.12<br>0.31<br>0.06                     | - A normal transaction resulting from the Company has employed G.K.Build and Design Co., Ltd. to construct a model house, a sale office, utilities and leveling the ground throughout making all thirteen (13) contracts, the total amount of Baht 214,12 million.<br>In the employment, Nusasiri Public Company Limited has made the same pattern of the contract with G.K.Build and Design Co., Ltd as other contractors. It means that there are at least two price comparisons with the contractor. The terms of the contract are normal terms of trade with other contractors. |

| A party who may have led to the conflict of interests                                   | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility  |
|---|--|--|--|---|
| 15. SFC Venture Sriracha Co., Ltd. (Changed name from Nusa Sriracha Condotel Co., Ltd.) | is Subsidiary and since November 21, 2017 is Joint Venture and since April 10, 2018 is not related company   | Interest received – Joint Venture<br><br><b>Outstanding balance</b><br>Other Accounts Receivable   | 0.30<br><br>0.12                         | - Interest received from loan receivable (Nusasiri)<br><br>- Ready-mixed concrete for roads built   |
| 16. Nusa Playa Hotel and Spa Co., Ltd. (“Nusaplaya”), Originally named “Nusasiri Group” | Mr. Visanu Thepjaroen is the director and the shareholder of NUSA and also being the director and the shareholder of Nusaplaya, holding the proportion of 48.33% of shareholding (data as of April 18, 2016) Mrs. Siriya Thepjaroen is the director and the major shareholder of NUSA and also is the shareholder of Nusaplaya, holding the proportion of 2.98% of shareholding (data as of April 18, 2016)<br><br>The Success Co., Ltd. is the major shareholder of Nusaplaya, holding the proportion of 25.59% of shareholding (data as of April 18, 2016) | Other Revenues – Related Company<br><br><b>Outstanding balance</b><br>Accounts Receivable<br>Accrued income<br>Account Payable<br>Other Accrued expenses | 0.18<br><br>0.73<br>0.10<br>1.31<br>0.33 | - Management fee (Nusa One Co., Ltd.)<br><br>- Accounts Receivable for rental fee (Nusa One Co., Ltd.)<br><br>- Sales promotion service fee   |
| 17. Nusasiri Grand Public Company Limited. (“NSG”)                                      | NSG and the group of related parties or the group of concert party, which are, Mr. Visanu Thepjaroen, Mrs. Siriya Thepjaroen, Mr. Siwa Thepjaroen, and NSG, all of whom hold 10.95% of NUSA’s shares (data as of December 16, 2015)  | Interest Expenses<br><br><b>Outstanding balance</b><br>Advanced – Other<br>Account Receivable  | 0.64<br><br>0.29<br>2.56                 | 1. On February 28, 2017, the resolution of the Board of Directors Meeting No.1/2017 has approved of one- year renewal and extension of a short-term financial support from Nusasiri from March 18, 2017 |

| A party who may have led to the conflict of interests | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility  |
|---|--|--|--|---|
|   |  | Other Accrued Expenses<br>Notes Payable  | 28.27                                    | to March 17, 2018 with the amount of Baht 250 million with unsecured MLR of Krung Thai Bank +1%. During the year 2016, the Company received financial support from NSG several times under the margin of the Board of Directors approved to operate the business smoothly.<br>2. Outstanding balance from purchasing assets according to the Agreement dated on June 24, 2009 and Amendment of Memorandum dated on February 12, 2010 and dated on February 19, 2010 |
| 18. D Varee Hotels and Resorts Co., Ltd.              | Mr. Pramote Upattiya is the Cousin of Mr. Visanu Thepjaroen (the director and the shareholder of NUSA), the director of D Varee Hotels and Resorts Co., Ltd. | Revenues from Rental Income and Service<br><b>Outstanding balance</b><br>Other Accrued expenses<br>Accounts Receivable | 0.68<br><br>0.01<br>0.06                 | - Rental space fee at the Bangkok Medical Center  |
| 19. DNA Aesthetic Clinic Co., Ltd.                    | A related party (individual) through a related party (company), which originally is the joint venture  | Outstanding balance<br><b>Other Accrued expenses</b>   | 0.07                                     | - Promotional expenses for spa and aesthetic service that Nusasiri Public Company Limited offers to the customer  |

| A party who may have led to the conflict of interests                                       | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|---|--|--|--|--|
| 20. Panacee Medical Center Co., Ltd. , originally named “Villa Medica (Thailand) Co., Ltd.” | (Formerly) Mrs. Siriya Thepjaroen (the director and the major shareholder of NUSA) is the director and the major shareholder of Panacee Medical Center Co., Ltd., holding the proportion of 59.05% of shareholding. Presently, there has been already changed the shareholder, therefore, the transactions are disconnected with the Company (data as of February 1, 2017) Mr. Siwa Thepjaroen, the younger brother of Mr. Visanu Thepjaroen and the group of related parties and the group of concert party with Mr. Visanu Thepjaroen, Mrs. Siriya Thepjaroen, NSG and KMP are the shareholders of Panacee Medical Center Co., Ltd. , in the proportion of 2.75% (data as of February 1, 2017) | Revenues from Rental Income and Service<br><br>Outstanding balance<br>Accounts Receivable<br>Other Accounts Receivable<br>Other deposits | 1.55<br><br>1.64<br>2.85<br>0.26         | - Rental space fee at the Bangkok Mediplex by its price and terms are not different from the transaction that does with the unrelated party (company).<br>- Accounts Receivable of rental<br>- Other Accounts Receivable that “Nusasiri” advanced<br>- Other deposits for rental |
| 21. For Us Design Co., Ltd.   | A party associated with the director, conducting furniture business in different materials   | <b>Outstanding balance</b><br>Other Accounts Receivable<br>Construction Retention  | 0.05<br>1.09                             |  |



| A party who may have led to the conflict of interests                 | Relationship  | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|---|---|--|--|--|
| 22. Money Constructions 2012 (Thailand) Co., Ltd.                     | A party associated with the executive, conducting a business for non-residential buildings  | Construction fees<br><b>Outstanding balance</b><br>Other Accounts Receivable<br>Construction Retention | 1.42<br><br>0.01<br>3.02                 | - Construction expenses for projects of Nusasiri Public Company Limited  |
| 23. Gene Life Co., Ltd. ("Gene Life")                                 | Mrs. Duangdaow Chaichana as the younger sister of the director/the executive, a shareholder of Gene Life with the proportion of 10% (data as of April 28, 2016)<br>Mrs. Tiwakorn Chaichana as the wife of the director / the executive of Nusasiri Co., Ltd. ("NUSA"), a shareholder of Gene Life with the proportion of 45% (data as of June 29, 2010) | Revenues from Rental Income and Service<br><b>Outstanding balance</b><br>Accounts                      | 0.60<br><br>0.63                         | - Renting a condominium unit at the Bangkok Mediplex to Gene Life is a transfer of rights and duties from Nusasiri Grand Co., Ltd. in accordance with the existing lease agreement prior to the transfer date. (According to the sale agreement dated on June 24, 2009, and the lease of a condominium unit at Bangkok Mediplex to Gene Life is a normal business transaction of the Company. The price and terms of the lease are not different from the transactions with the unrelated parties. |
| 24. Rich Food Management Co., Ltd. (Rich Assets Management Co., Ltd.) | (Formerly) Mrs. Primrata Tiyajinya as the wife of Mr. Siwa Thepjaroen, the younger brother of Mr. Visanu Thepjaroen and the group of related party or the group of concert party. Presently, there has been already changed the shareholder, therefore, his transactions are disconnected with the Company (data as of February 17, 2015)               | <b>Outstanding balance</b><br>Prepaid Expenses   | 0.07                                     | - Marketing expenses for My Ozone Project which is a normal business transaction of the Company. The price and terms of the lease are not different from the transactions with the unrelated parties.  |

| A party who may have led to the conflict of interests | Relationship   | Nature of Transactions  | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|---|--|---|--|--|
| 25. Riya Food Group Co., Ltd.                         | A party associated with the director, conducting a restaurant business   | <b>Outstanding balance</b><br>Accounts Receivable<br>Prepaid Expenses<br>Advance - Account Payable<br>Other Accrued expenses                | 0.55<br>0.25<br>0.08<br>1.63             | - Accounts Receivable of rental fee, maintenance fee, Water bill and Electric bill at Nusa Avenue<br>- Security expense and cleaning expense at Nusa Avenue    |
| 26. Luxury Property (Thailand) Co.,Ltd.               | A party associated with the director, conducting a business for non-residential buildings  | Construction fees<br><b>Outstanding balance</b><br>Other Accounts Receivable<br>Other deposits<br>Account Payable<br>Construction Retention | 0.43<br>0.05<br>0.36<br>0.37<br>1.20     | - Construction expenses for State Tower and Nusasiri Public Company Limited  |
| 27. Speed Auto Service Co.,Ltd.                       | Automotive Parts & Accessories   | <b>Outstanding balance</b><br>Other Accrued expenses  | 0.22                                     | Construction expenses for State Tower and Nusasiri Public Company Limited  |
| 28. E.C.T system Co., Ltd.                            | Ms. Linda Mekkara is the director of Norwich Bangkok Co., Ltd., which formerly was the joint venture of NUSA and also the director of E.C.T system Co., Ltd. | <b>Outstanding balance</b><br>Construction Retention  | 1.97                                     | Construction fees for electrical and plumbing systems, construction fees for condominium and expenses of the air conditioning system for the Parc Exo project. |

| A party who may have led to the conflict of interests | Relationship  | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility  |
|---|---|--|--|---|
| 29. E.C.T International Co., Ltd.                     | Mr. Kamsuk Mekdara is the husband of Ms. Linda Mekdara, who is the director of E.C.T International Co., Ltd.  | <b>Outstanding balance</b><br>Construction Retention   | 0.58                                     | Construction fees for electrical and plumbing systems, construction fees for condominium and construction fees for a swimming pool at the Up-Ekkamai project.                                       |
| 30. N Hotel Co., Ltd.                                 | A party associated with the director conducting the hotel, resort and condominium business in Phuket province   | Accrued Interest Incomes—<br>a joint venture<br><b>Outstanding balance</b><br>Accounts Receivable<br>Other deposits<br>Loan and Accrued Interest Incomes | 0.59<br><br>0.30<br>0.29<br>11.91        | - Interest Incomes from N Hotel Co., Ltd.<br><br>- A deposit for land of Nusa One Co., Ltd.<br>- Short-Term Loan of Nusa One Co., Ltd.  |
| 31. S Gala Import Co., Ltd.<br>("SGALA")              | Ms. Issari Jirawatwittaya is the authorized director and the shareholder of Sarnsiri Inter Co., Ltd., who holds the proportion of 20.50% of shareholding (data as of December 28, 2013). Sarnsiri Inter Co., Ltd., also is a joint venture of NUSA, holding 25% of SGALA's shares (data as of March 10, 2011) | <b>Outstanding balance</b><br>Construction Retention   | 0.01                                     | - Construction Retention for tile and sanitary work, swimming pool and swimming pool 2 at the Parc Exo project.   |
| 32. L2N Construction Management Co., Ltd.<br>("L2N")  | Mr. Sorakrit Jirawatwittaya is the younger brother of Ms. Issari Jirawatwittaya (the authorized director and the shareholder of Sarnsiri Inter Co., Ltd., which is a joint venture of NUSA), holding 95% of L2N (data as of March 20 2012)  | <b>Outstanding balance</b><br>Deferred Revenues (Customers)  | 0.12                                     | - Construction Control expenses of NUSA in the Rama II project and the Parc Exo project, the rate is defined in the contract and is not different from the transactions with the unrelated parties. |

| A party who may have led to the conflict of interests | Relationship  | Nature of Transactions   | Value of Transaction 2018 (million baht)              | Necessity and Responsibility  |
|---|---|--|---|---|
| 33. O.L.Group 2013 Co., Ltd.                          | Mr. Jirawat Puttitrisin is the younger brother of Mrs. Siriya Thepjaroen (the director and the major shareholder of NUSA)   | <b>Outstanding balance</b><br>Account Payable  | 0.02  | - A normal business transaction in hiring NUSA as same as in other contractors. The terms of the contract are normal terms of trade with other contractors. |
| 34. ISCG Co., Ltd.                                    | Mr. Jirawat Puttitrisin is the younger brother of Mrs. Siriya Thepjaroen (the director and the major shareholder of NUSA), and also the director and the major shareholder of ISCG Co., Ltd, holding 40.00 % of shareholding (data as of November 12, 2013) | <b>Outstanding balance</b><br>Construction Retention   | 0.04  | - A deposit for construction and material costs of projects of Nusasiri Public Company Limited, having been implemented.                                    |
| 35. Siri Grand Property Co.,Ltd.                      | A joint venture for investment in the property business development to sell and develop lands and other developments related to a high-rise and low-rise property.  | Revenue from selling of land<br>Revenue from rental and service<br>Interest received<br>Other Revenue<br><b>Outstanding balance</b><br>Other Accounts Receivable<br>Loans Receivable | 889.68<br>0.64<br>18.86<br>9.81<br><br>0.11<br>284.06 | - Rental fee of Avenue Rama II project<br><br><br><br><br>- Advanced of Rama II project phase 2-3<br>- Loans and interest (Siri Grand Property Co., Ltd.)   |



| A party who may have led to the conflict of interests                            | Relationship   | Nature of Transactions   | Value of Transaction 2018 (million baht) | Necessity and Responsibility   |
|--|--|--|--|--|
| 36. Risland Grand Co., Ltd.<br>(Changed name from<br>Siri Grand Asset Co., Ltd.) | A joint venture for investment in the property business development to sell and develop lands and other developments related to a high-rise and low-rise property. | Revenue from selling of land<br>Interest received<br><br><b>Outstanding balance</b><br>Other Accounts Receivable<br>Loans Receivable | 327.55<br>9.79<br><br>0.05<br>147.50     | - Loans and interest (Risland Grand Co., Ltd.)   |
| 37. Advance received from customers and the several related parties              | The major shareholder, the director, the executive and the related parties of the major shareholder, the director, the executive                                   | <b>Outstanding balance</b><br>Deferred Revenues (Customers)  | 50.89                                    | These transactions are an advance receive for booking fee and down payment for the condominium units at Parc Exo, Up Ekamai, Nusa Chivani Pattaya, Fresh condo, Rama II phase 1 and Nusa State Tower which are normal business transactions. The price and terms of selling are not different from the transactions with the unrelated parties |

## REPORT FROM AUDIT COMMITTEES

The Audit Committees of Nusasiri Public Company Limited consists of 4 independent directors, appointed by the Board of Directors, not relate with management, which has all attributes with regard to the requirements of The Stock Exchange of Thailand and The Securities and Exchange Commission, Thailand.

1. Mr. Pradit Sawattananond  
Chairman of the Audit Committee
2. Mr. Somkit Sari  
Audit Committee
3. Mrs. Sirinongnard Prieupanich  
Audit Committee
4. Mr. Piboon Vorravanpreecha  
Audit Committee

Mr. Kandanai Sragtoneng serves as the Secretary of the Audit Committee.

All of the Audit Committees have sufficient knowledge, experience and independence in performing their duties and responsibilities deliberately under the Audit Committee Charter. In the last year, the Audit Committees held the 4-time meeting and meeting with External Audit 1-time, without management join the meeting, which had the critical operation as follows;

### 1. A Financial Audit

The Audit Committees audited the financial statements for the year 2018 by attending the meeting with the external auditor and the related executive to inquire and listen to the explanation. And also to confirm that the company's financial statements and the disclosure of critical information were accurate, complete, and reliable. The Audit Committees concluded opinion that the Company's financial statements prepared were correct, complete and adequate for disclosure of matter information based on accounting standard.

### 2. Auditing of an Internal Control System

The Audit Committees audited an evaluation of sufficiency of the company's internal control system by analyzing the report

of the internal auditors and the external auditor to ensure that the internal control of the company was sufficient to prevent and reduce any kind of risks that might occur. The Committees were firmly of the opinion that the company had the internal control system efficiently adequate to operate the business.

### 3. Risk Management

The Audit Committees checked and evaluated the effectiveness of the risk management processes of the company and suggested the company to appoint the Risk Management Sub-Committees who has duties to consider suggest the material risks including to suggest risks management plan and monitoring any risks that will affect to organization's goal and strategy.

### 4. Compliance with laws

The Audit Committees had an operational audit of the company and expressed opinion that the company observed the law and the requirements related to foster a good corporate governance and comply with the Securities and Exchange Act, Requirements of the Stock Exchange of Thailand as well as the law associated with the business of the company.

### 5. A Related- Party Transaction or a Conflict-of-Interest Transaction

The Audit Committees reviewed and commented on transactions related to a party/parties, and transactions that might lead to conflict of interest of the company. To determine whether the transactions were carried out under the business conditions reasonably required by the Stock Exchange of Thailand. The Audit Committees concluded opinion that the company could satisfy the correct criteria by doing business as reasonable, disclosed complete information accurately, and considered the interests of stakeholders as well.

### 6. Internal Audit Governance

The Audit Committees checked the internal audit to assess an effectiveness of the internal audit department by taking the au-

dit principles into consideration, focusing on a risk level of the business, an annual audit plan, information in the audit report, tracking a solving-problem result of the issues according to the report, auditing key issues and giving a suggestion for the effective and efficient improvement on the audit operation, which included the annual work performance evaluation of the internal audit department. In the Audit Committees' opinion, the internal audit was independent, appropriate and effective resulting in a good internal control, a good risk management and good corporate governance.

### 7. Check Fraud Prevention and Fraud Audit

The Audit Committees checked a fraud audit, which included checking measures and defining approaches in fraud prevention that might occur in the systems. Besides, The Committees also defined to receive a complaint, receive a whistle-blowing and protect a whistle-blower, together with giving a related person to conduct an investigation must follow the full procedure including to suggest the company to set the anti-corruption policies.

### 8. Selection and Appointment of Auditor for the year 2018

The Audit Committees considered a qualified external auditor from being independence, reputation, portfolio, and

reasonable remuneration. In this year, the Committees have proposed the external auditor from A.M.T Associates to the Board of Directors; meanwhile, the Annual General Meeting of Shareholders for the year 2018 has approved to appoint A.M.T Associates as external auditor of the company.

To summarize the overall picture, the Audit Committees have performed their duties with prudence independently throughout the working period. They had transparency and ethical conduct set forth in the Audit Committee Charter approved by the Board of Directors. The Audit Committees expressed opinion that the company has been reported the financial information making accurately, completely and reliably, has the internal control system and internal audit appropriately, including enforcing the law, rules and regulations relevant to the business operation of the company in the line with Corporate Governance, transparency and auditable the operation. The company are also able to maintain the benefits for all stakeholders.



(Mr. Pradit Sawattananond)

Chairman of the Audit Committee

## REPORT FROM THE NOMINATION AND REMUNERATION COMMITTEES

The Board of Directors of Nusasiri Company Limited has appointed four independent directors of the Nomination and Remuneration Committee as follows;

1.Mr.Somkid Sari

Chairman of the Nomination and Remuneration Committee

2.Mr.Pradit Sawattananond

Director of the Nomination and Remuneration Committee

3.Mrs.Sirinongnard Piewpanich

Director of the Nomination and Remuneration Committee

4.Mr.Piboon Vorravanprecha

Director of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has duty and responsibility of selecting suitable candidates to be the director and the high-level executive, as well as consider the format and criteria for the remuneration of directors and top executives in the line with the Good Corporate Governance.

In selecting and nominating of the Nomination and Remuneration Committee takes into the consideration the specific knowledge, abilities and experience beneficial to the Company's operations. They have good work experience, are able to devote their time to the Company adequately, have the Company Responsibility, and must not have the Conflict of Interest with the Company, including the qualification of these candidates must be proper as required by the Company by considering from proportion, number and composition of the committees in different fields in accordance with the Basic Legal Requirements, the Article of Association of the Company and the Good Corporate Governance.

The Nomination and Remuneration Committee has considered the determination of the remuneration as suitable as their duties and responsibilities, including complying with the Company's criteria as regards the Company's performance, the business environment, as well as economic conditions.

The Nomination and Remuneration Committee has completely finished their job assignment carefully, deliberately, fully and independently, including straightforwardly, and determines to perform their duties and responsibilities assigned by the principle of equality, fairness, and transparency in compliance with the Good Corporate Governance and for the highest benefits of all shareholders and stakeholders.



นายสมคิด ศรี

ประธานกรรมการสรรหาและกำหนดค่าตอบแทน



## REPORT FROM THE RISK MANAGEMENT SUBCOMMITTEES

Nusasiri Public Company Limited has realized the importance of risk management. Because seeing that risk management is an important foundation of business management. The risk management process, whether it is identifying risks, risk assessment, as well as control and regularly review of risks is considered an aggressive management that the company must do and follow. Therefore, has appointed the Risk Management Subcommittee which is responsible for determining the criteria and risk management policies so that the risk is at an acceptable level including monitoring and evaluating risk management results to report risk assessment results to the Executive Committee, Audit Committee and the Board of Directors.

The operations of the risk management subcommittees for the year 2018 were responsible for governance and risk management of the company by holding every quarterly meeting to analyze risks in various fields that may have impacted on its business operations, develop tools and a risk management system according to the current situation and also promote the development of risk management effectively. For the purpose that the risk management subcommittees followed the procedures of risk management process seriously, under the Corporate Governance Principles to ensure that the risk management was adequate, appropriate and helped the company to accomplish the business goals resulting in the maximum benefits to the company and the shareholder.

Mr. Somjit Chaichana  
Chairman of the Risk Management Subcommittees

## Report on the Board of Director's Responsibility for Financial Report

The Board of Directors is responsible for financial statements of Nusasiri Public Company Limited and the consolidated financial statements of Nusasiri Public Company Limited and its subsidiaries including the information technology regarding financial matters appear in the annual report. The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543., whereby appropriate accounting policies have been utilized and implemented on a continual basis with careful discretion and best practice for the forecast. Also, important information has been sufficiently disclosed in the notes to financial statements in order to be transparent and beneficial to shareholders and general investors.

The Board of Director has provided suitable and efficient internal control system to reasonably assure that the accounting information is correct, complete, adequate and timely in order to maintain the property and prevent dishonest act or adverse act in material matters. It has also appointed the Audit Committee comprising independent directors who perform supervisory duties and review accounting policies and quality of financial reports, internal control system and the internal audit procedures to be efficient. The opinions of the Audit Committee on the above-mentioned matters are as appear in the report of the Audit Committee as presented in the annual report.

The financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries have been audited by the auditor of the Company, which was A.M.T. & ASSOCIATES Office Limited. For the audit, the Board of Directors has provided information and documents in order for the auditor to be able to perform the auditing work and express opinions according to the accounting standards. Such opinions of the auditor appear without qualifying in the report of the auditor as presented in the annual report.

The Board of Directors is of the opinion that the overall internal control system of the Company has maintained an effective internal control at an adequate and appropriate level of protection and created reasonable confidence that the financial statements of Nusasiri Public Company Limited and the consolidated financial statements of Nusasiri Public Company Limited and its subsidiaries for the year ended 31 December 2018 are reliable in all material respects and have been prepared in accordance with Thai Financial Reporting standards and relevant laws and regulations.



Mr. Visanu Thecharoen  
Chairman of the Board of Directors

## Auditor's report and Financial Statements

NUSASIRI PUBLIC COMPANY LIMITED AND  
ITS SUBSIDIARIES  
THAILAND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2018  
AND  
INDEPENDENT AUDITOR'S REPORT  
EXPRESSED IN THAI BAHT

### INDEPENDENT AUDITOR'S REPORT

To The Shareholders and Board of Directors of Nusasiri Public Company Limited

#### Opinion

I have audited the consolidated financial statements of Nusasiri Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of Nusasiri Public Company Limited (the "Company") which comprise the consolidated and separate statements of financial position as of December 31, 2018, and the related consolidated and separate statements of changes in equity, income, comprehensive income and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Nusasiri Public Company Limited and its subsidiaries and of Nusasiri Public Company Limited as of December 31, 2018, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

#### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing ("TSAs"). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate financial statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statement as a whole, and in forming my opinion thereon, and I do not provide a separate

#### Key Audits Matters includes Auditing Procedures are as follows:

Presentation of valuation of inventories ( Consolidated and separate financial statements )

As described in notes 2.4 and 8 to the financial statement, inventories which are stated at the lower of cost and net realizable value are significant amount. The opportunity of the Group's net realizable value may be less than the cost of inventories due to customers are concerned about the slow economic recovery of Thailand therefor being slow down the decision to buy real estate and loan consideration of the financial institutions are strict hence, the customer was much more rejected a loan for purchasing residential property, effecting the Group's sales and revenue recognition are lower than the management's target which made the sale cycle to be longer. The management exercise significant judgment in determining the net realizable value which related to selling price, provided discount or sale promotion in order to stimulate sales in the future. Therefore, I have identified that considering the valuation of inventories is the significant matter that requires special attention in the audit.

#### My audit procedure on such matter as follows:

- Understanding of process of inventory classification and future business plan including the process of determination of budget sale and budget cost of each project and related selling expenses for the measurement of net realization value.
- Observing physical the project which is the Group's inventory.
- Assessing and testing internal controls related to calculation of cost of inventories and examination of sample supporting documents for cost of inventories occurring during the year.
- Considering and assessing the reasonable and supportable assumption and approaches in preparation of the estimate of net realizable value including analytical procedures in sales transactions occurring before and after the date of the financial statements with the costs of each project.

- Considered the adequacy of the information disclosure related to valuation of inventories.

Recognition of revenues from the sales of land, land including houses and condominium units (Consolidated and separate financial statements)

Revenues from the sales of land, land including houses and condominium units are significant accounting transaction and directly affect statement of income. In addition, the sale transactions of the Group are variety of arrangements and conditions such as sales promotion, discounts and special program to boost sales. Therefore, I gave significant attention to the revenue recognition of the Group. My audit procedure on such matter as follows:

I examined the Group's revenue recognition by assessing and testing its internal controls related to the revenue cycle of the sales of land, land including houses and condominium units. I applied a sampling method to select sales agreements occurring during the year and near the end of the accounting period to examine whether recognition of revenue from sale of real estate was in according to the conditions of the relevant agreements, and whether it was in compliance with the Group policy. I also performed analytical procedures on revenue of each project to detect possible irregularities in sales transactions throughout the period including consider the reasonable of the management in the Group's revenue recognition.

#### **Other Matter**

The consolidated financial statements of Nusasiri Public Company Limited and its subsidiaries and the separate financial statements of Nusasiri Public Company Limited for the year ended December 31, 2018, presented herein for comparison, were audited by another auditor in my office who expressed unqualified opinion on those statements under her report dated February 27, 2018.

#### **Other Information**

Management is responsible for the other information. The other information comprise the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon, which is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the

financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and the management of the Group.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current year and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **the costs of each project.**

Considered the adequacy of the information disclosure related

(JARUNEE NUAMMAE)  
Certified Public Accountant  
Registration No. 5596

A.M.T. & ASSOCIATES  
Bangkok, Thailand  
February 28, 2019



NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF FINANCIAL POSITION  
AS OF DECEMBER 31, 2018

|  |                              | ASSETS                            |                          |                               |                          |
|--|------------------------------|-----------------------------------|--------------------------|-------------------------------|--------------------------|
|  |                              | BAHT                              |                          |                               |                          |
|  |                              | Consolidated financial statements |                          | Separate financial statements |                          |
|  |                              | As of December 31,                |                          | As of December 31,            |                          |
|  | NOTE                         | 2018                              | 2017                     | 2018                          | 2017                     |
| <b>CURRENT ASSETS</b>  |                              |                                   |                          |                               |                          |
| Cash and cash equivalents  | 3                            | 49,292,310.73                     | 18,465,962.95            | 36,642,171.10                 | 6,224,032.23             |
| Current investment - deposit with financial institution                          | 22                           | 300,384,030.31                    | 450,051,263.01           | 300,384,030.31                | 450,051,263.01           |
| Trade receivables  |                              |                                   |                          |                               |                          |
| - Related parties - net  | 4 and 32.1                   | 4,806,661.39                      | 13,235,291.04            | 3,994,141.72                  | 8,133,789.09             |
| - Other parties - net  | 5                            | 22,352,166.06                     | 12,661,197.06            | 15,253,446.94                 | 4,852,789.76             |
| Other receivables - net  | 6 and 32.1                   | 527,753,303.25                    | 46,017,618.09            | 79,435,036.54                 | 88,348,169.64            |
| Short-term borrowings to related parties   | 7 and 32.1                   | 443,470,312.96                    | 14,757,661.94            | 3,375,751,456.64              | 1,661,202,924.00         |
| Inventories - net  | 8, 18, 20 and 22             | 2,226,655,214.24                  | 4,194,712,482.16         | 1,918,277,789.80              | 3,912,230,756.42         |
| Other current assets   |                              |                                   |                          |                               |                          |
| - Deposit for purchasing land, land including construction and condominium units | 32.1, 35.2, 35.6 and 35.7    | 180,363,044.00                    | 390,363,044.00           | 90,000,000.00                 | 300,000,000.00           |
| - Others   |                              | 128,565,629.70                    | 50,100,435.56            | -                             | -                        |
| <b>Total Current Assets</b>  |                              | <b>3,883,642,672.64</b>           | <b>5,190,364,955.81</b>  | <b>5,819,738,073.05</b>       | <b>6,431,043,724.15</b>  |
| <b>NON-CURRENT ASSETS</b>  |                              |                                   |                          |                               |                          |
| Restricted bank deposits   | 36.2                         | 20,780,801.01                     | 22,244,938.85            | -                             | -                        |
| Other receivables  | 6, 32.1 and 32.5             | -                                 | -                        | 453,791,720.00                | -                        |
| Other long-term investment   | 9                            | -                                 | 700,000,400.00           | -                             | -                        |
| Investments in subsidiaries  | 10                           | -                                 | -                        | 1,898,237,450.00              | 2,035,742,375.00         |
| Investments in associate and joint ventures                                      | 11                           | 487,286,763.81                    | 326,188,583.85           | 573,520,160.58                | 330,311,940.38           |
| Land held for development - net  | 12, 18, 20 and 22            | 2,521,821,524.92                  | 2,571,599,744.70         | 1,835,622,288.94              | 1,833,568,688.26         |
| Investment properties - net  | 13 and 20                    | 710,286,690.59                    | 721,260,697.92           | 740,379,133.21                | 743,986,304.61           |
| Property, plant and equipment - net  | 14, 18, 20, 21, 22 and 36.10 | 4,548,113,446.99                  | 2,921,605,344.70         | 136,169,207.77                | 144,728,742.02           |
| Intangible assets - net  | 15                           | 14,353,976.95                     | 5,912,721.94             | 3,311,003.04                  | 3,311,050.57             |
| Deferred tax assets - net  | 29                           | 9,256,712.66                      | 5,076,205.51             | 8,154,895.13                  | 3,616,159.15             |
| Other non-current assets   |                              |                                   |                          |                               |                          |
| - Advances for capital increase in subsidiary                                    | 10.1 and 32.1                | -                                 | -                        | 124,320,000.00                | 124,320,000.00           |
| - Deposit for purchasing investments   | 32.1 and 35.9                | 536,000,000.00                    | 138,000,000.00           | -                             | 138,000,000.00           |
| - Advance payment to contractor  | 36.10                        | 20,472,286.27                     | 191,731,674.96           | -                             | -                        |
| - Withholding income tax   |                              | 73,877,270.16                     | 41,999,981.15            | 61,069,444.69                 | 36,757,658.58            |
| - Others   | 32.1                         | 26,922,468.85                     | 18,057,217.42            | 8,756,503.09                  | 10,114,608.57            |
| <b>Total Non-Current Assets</b>  |                              | <b>8,969,171,942.21</b>           | <b>7,663,677,511.00</b>  | <b>5,843,331,806.45</b>       | <b>5,404,457,527.14</b>  |
| <b>TOTAL ASSETS</b>  |                              | <b>12,852,814,614.85</b>          | <b>12,854,042,466.81</b> | <b>11,663,069,879.50</b>      | <b>11,835,501,251.29</b> |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF FINANCIAL POSITION (CONTINUE)  
AS OF DECEMBER 31, 2018

LIABILITIES AND SHAREHOLDERS' EQUITY

|   | NOTE        | BAHT                              |                          |                               |                          |
|---|-------------|-----------------------------------|--------------------------|-------------------------------|--------------------------|
|   |             | Consolidated financial statements |                          | Separate financial statements |                          |
|   |             | As of December 31,                |                          | As of December 31,            |                          |
|   |             | 2018                              | 2017                     | 2018                          | 2017                     |
| <b>CURRENT LIABILITIES</b>  |             |                                   |                          |                               |                          |
| Trade payables  |             |                                   |                          |                               |                          |
| - Related parties   | 32.1        | 2,321,374.24                      | 2,769,345.27             | 140,392.30                    | 1,798,283.82             |
| - Other parties   |             | 86,549,462.05                     | 101,327,100.45           | 35,231,097.80                 | 49,932,382.95            |
| Other payables  | 16 and 32.1 | 814,733,949.02                    | 420,103,489.56           | 370,301,131.07                | 272,887,264.90           |
| Short-term debentures - net   | 22          | 59,282,118.80                     | -                        | 59,282,118.80                 | -                        |
| Current portion of finance lease obligations                                    | 19          | 21,652,869.48                     | 22,316,769.11            | 674,496.98                    | 2,325,944.98             |
| Current portion of long-term loans from financial institution                   | 20          | 743,565,971.49                    | 961,437,448.53           | 730,520,462.42                | 949,971,340.35           |
| Current portion of long-term loans from other persons                           | 21          | 99,806,343.69                     | 48,927,060.44            | -                             | -                        |
| Current portion of debentures   | 22          | 1,645,685,136.82                  | 798,194,487.23           | 1,645,685,136.82              | 798,194,487.23           |
| Short-term borrowings from related parties                                      | 17 and 32.1 | 47,967,141.36                     | 10,015,932.46            | 644,423,044.45                | 18,127,452.83            |
| Short-term borrowings from other parties  | 18          | 230,829,773.02                    | 894,134,665.98           | 181,552,603.33                | 695,186,149.46           |
| Current income tax payable  |             | 126,991.07                        | 2,434,905.47             | -                             | -                        |
| Provision for onerous contracts   | 30.2        | 12,576,746.00                     | 12,576,746.00            | -                             | -                        |
| Other current liabilities   |             |                                   |                          |                               |                          |
| - Construction retention  | 32.1        | 78,921,778.27                     | 88,510,790.01            | 56,752,683.72                 | 64,518,987.29            |
| - Others  |             | 238,932,552.41                    | 165,908,209.28           | 164,389,407.94                | 90,370,783.16            |
| <b>Total Current Liabilities</b>  |             | <b>4,082,952,207.72</b>           | <b>3,528,656,949.79</b>  | <b>3,888,952,575.63</b>       | <b>2,943,313,076.97</b>  |
| <b>NON-CURRENT LIABILITIES</b>  |             |                                   |                          |                               |                          |
| Other payables  | 16          | 1,017,781,805.17                  | 63,790,767.01            | -                             | -                        |
| Finance lease obligations - net   | 19          | 9,932,513.79                      | 30,918,824.72            | -                             | 692,702.57               |
| Long-term loan from financial institution - net                                 | 20          | 20,218,146.56                     | 524,608,022.05           | -                             | 493,567,966.47           |
| Long-term loan from other persons - net   | 21          | 219,949,589.08                    | 309,722,980.66           | -                             | -                        |
| Long-term debentures - net  | 22          | 290,781,917.49                    | 1,286,915,825.13         | 290,781,917.49                | 1,286,915,825.13         |
| Employee benefit obligation   | 23          | 8,750,590.81                      | 9,132,559.88             | 6,366,988.28                  | 7,644,640.56             |
| <b>Total Non-Current Liabilities</b>  |             | <b>1,567,414,562.90</b>           | <b>2,225,088,979.45</b>  | <b>297,148,905.77</b>         | <b>1,788,821,134.73</b>  |
| <b>TOTAL LIABILITIES</b>  |             | <b>5,650,366,770.62</b>           | <b>5,753,745,929.24</b>  | <b>4,186,101,481.40</b>       | <b>4,732,134,211.70</b>  |
| <b>SHAREHOLDERS' EQUITY</b>   |             |                                   |                          |                               |                          |
| Share Capital - Baht 1.00 each  | 24          |                                   |                          |                               |                          |
| Authorized share capital  |             |                                   |                          |                               |                          |
| 10,160,910,748 ordinary shares as of December 31, 2018                          |             |                                   |                          |                               |                          |
| 10,488,054,292 ordinary shares as of December 31, 2017                          |             | 10,160,910,748.00                 | 10,488,054,292.00        | 10,160,910,748.00             | 10,488,054,292.00        |
| Issued and paid - up share capital  |             |                                   |                          |                               |                          |
| 7,641,078,761 ordinary shares as of December 31, 2018                           |             |                                   |                          |                               |                          |
| 6,947,134,128 ordinary shares as of December 31, 2017                           |             | 7,641,078,761.00                  | 6,947,134,128.00         | 7,641,078,761.00              | 6,947,134,128.00         |
| Premium on ordinary shares  | 24          | 9,926,154.00                      | 356,896,102.00           | 9,926,154.00                  | 356,896,102.00           |
| Retained earnings (Deficit)   |             |                                   |                          |                               |                          |
| Appropriated - Legal reserve  | 26          | 11,116,910.61                     | 11,116,910.61            | 2,838,072.78                  | 2,838,072.78             |
| Unappropriated (After Quasi-reorganization of company's capital in August 2012) |             | (563,035,335.05)                  | (344,580,113.53)         | (176,874,589.68)              | (203,501,263.19)         |
| Other components of equity  | 10          | (11,488,493.26)                   | (8,902,347.33)           | -                             | -                        |
| <b>Total equity attributable to owners of the parent</b>                        |             | <b>7,087,597,997.30</b>           | <b>6,961,664,679.75</b>  | <b>7,476,968,398.10</b>       | <b>7,103,367,039.59</b>  |
| Non-controlling interests   |             | 114,849,846.93                    | 138,631,857.82           | -                             | -                        |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>   |             | <b>7,202,447,844.23</b>           | <b>7,100,296,537.57</b>  | <b>7,476,968,398.10</b>       | <b>7,103,367,039.59</b>  |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>                               |             | <b>12,852,814,614.85</b>          | <b>12,854,042,466.81</b> | <b>11,663,069,879.50</b>      | <b>11,835,501,251.29</b> |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGES IN EQUITY  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2018

|    |  | BAHT  |  |                                   |  |  |  |  |
|----|--|---|--|-----------------------------------|--|--|--|--|
|    |  | Equity attributable to owners of the parent |  |                                   |  |  |  |  |
|    |  | Retained earnings (Deficit)                 |  | Other components of equity        |  |  |  |  |
|    |  |   |  | Other comprehensive income (loss) |  |  |  |  |
|    |  |   |  | Exchange differences              |  |  |  |  |
|    |  |   |  | on translation of                 |  |  |  |  |
|    |  |   |  | financial statements              |  |  |  |  |
|    |  |   |  | in foreign currency               |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
|    |  |   |  | owners of the parent              |  |  |  |  |
|    |  |   |  | Total equity                      |  |  |  |  |
|    |  |   |  | attributable to                   |  |  |  |  |
| </ |  |   |  |                                   |  |  |  |  |

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGES IN EQUITY  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2018

BAHT

|  | Note | Equity attributable to owners of the parent |                            |                              |  |  |                 |                  |   |                           |                            |
|--|------|---|----------------------------|------------------------------|--|--|-----------------|------------------|---|---------------------------|----------------------------|
|  |      | Issued and paid-up share capital            | Premium on ordinary shares | Appropriated - Legal reserve | Unappropriated   | Other components of equity                                 |                 |                  | Total equity attributable to owners of the parent | Non-controlling interests | Total shareholders' equity |
|  |      |   |                            |                              |  | Other comprehensive income (loss)                          |                 |                  |   |                           |                            |
|  |      |   |                            |                              |  | Exchange differences                                       |                 |                  |   |                           |                            |
|  |      |   |                            |                              | Actuarial gains (losses) on defined employee benefit plans | on translation of financial statements in foreign currency |                 |                  |   |                           |                            |
| Balance as of January 1, 2018                  |      | 6,947,134,128.00                            | 356,896,102.00             | 11,116,910.61                | (344,580,113.53)   | -  | (8,902,347.33)  | 6,961,664,679.75 | 138,631,857.82                                    | 7,100,296,537.57          |                            |
| Increase in ordinary share capital             | 24   | 693,944,633.00                              | (346,969,948.00)           | -                            | -  | -  | -               | 346,974,685.00   | -   | 346,974,685.00            |                            |
| Total comprehensive income (loss) for the year |      | -   | -                          | -                            | (221,709,673.85)   | 3,254,452.33   | (2,586,145.93)  | (221,041,367.45) | (23,782,010.89)                                   | (244,823,378.34)          |                            |
| Transferred to retained earnings               |      | -   | -                          | -                            | 3,254,452.33   | (3,254,452.33)   | -               | -                | -   | -                         |                            |
| Ending balance as of December 31, 2018         |      | 7,641,078,761.00                            | 9,926,154.00               | 11,116,910.61                | (563,035,335.05)   | -  | (11,488,493.26) | 7,087,597,997.30 | 114,849,846.93                                    | 7,202,447,844.23          |                            |
| Balance as of January 1, 2017                  |      | 6,947,134,128.00                            | 356,896,102.00             | 11,116,910.61                | (103,710,853.36)   | -  | (1,744,566.19)  | 7,209,691,721.06 | 150,140,671.62                                    | 7,359,832,392.68          |                            |
| Total comprehensive income (loss) for the year |      | -   | -                          | -                            | (240,869,260.17)   | -  | (7,157,781.14)  | (248,027,041.31) | (11,508,813.80)                                   | (259,535,855.11)          |                            |
| Ending balance as of December 31, 2017         |      | 6,947,134,128.00                            | 356,896,102.00             | 11,116,910.61                | (344,580,113.53)   | -  | (8,902,347.33)  | 6,961,664,679.75 | 138,631,857.82                                    | 7,100,296,537.57          |                            |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGES IN EQUITY  
SEPARATE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2018

|  | Note | BAHT                                |                               |                                 |                         |   |                               |
|--|------|-------------------------------------|-------------------------------|---------------------------------|-------------------------|---|-------------------------------|
|  |      | Issued and paid-up<br>share capital | Premium on<br>ordinary shares | Retained earnings (Deficit)     |                         | Other components of equity  |                               |
|  |      |                                     |                               | Appropriated -<br>Legal reserve | Unappropriated          | Other comprehensive income (loss)<br>Actuarial gains (losses)<br>on defined<br>employee benefit plans | Total<br>Shareholder's equity |
| Balance as of January 1, 2018                  |      | 6,947,134,128.00                    | 356,896,102.00                | 2,838,072.78                    | (203,501,263.19)        | -   | 7,103,367,039.59              |
| Increase in ordinary share capital             | 24   | 693,944,633.00                      | (346,969,948.00)              | -                               | -                       | -   | 346,974,685.00                |
| Total comprehensive income (loss) for the year |      | -                                   | -                             | -                               | 23,769,569.39           | 2,857,104.12  | 26,626,673.51                 |
| Transferred to retained earnings               |      | -                                   | -                             | -                               | 2,857,104.12            | (2,857,104.12)  | -                             |
| Ending balance as of December 31, 2018         |      | <u>7,641,078,761.00</u>             | <u>9,926,154.00</u>           | <u>2,838,072.78</u>             | <u>(176,874,589.68)</u> | <u>-</u>  | <u>7,476,968,398.10</u>       |
| Balance as of January 1, 2017                  |      | 6,947,134,128.00                    | 356,896,102.00                | 2,838,072.78                    | (120,398,743.83)        | -   | 7,186,469,558.95              |
| Total comprehensive income (loss) for the year |      | -                                   | -                             | -                               | (83,102,519.36)         | -   | (83,102,519.36)               |
| Ending balance as of December 31, 2017         |      | <u>6,947,134,128.00</u>             | <u>356,896,102.00</u>         | <u>2,838,072.78</u>             | <u>(203,501,263.19)</u> | <u>-</u>  | <u>7,103,367,039.59</u>       |

The accompanying notes are an integral part of these financial statements.



NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2018

|   |               | BAHT                              |                  |                                  |                  |
|---|---------------|-----------------------------------|------------------|----------------------------------|------------------|
|   |               | Consolidated financial statements |                  | Separate financial statements    |                  |
|   |               | for the years ended December 31,  |                  | for the years ended December 31, |                  |
| NOTE  |               | 2018                              | 2017             | 2018                             | 2017             |
| REVENUES  |               |                                   |                  |                                  |                  |
| Revenues from the sale of land, land including houses and condominium units | 32.2          | 2,532,197,747.83                  | 1,345,996,994.45 | 2,469,336,995.61                 | 703,944,496.00   |
| Revenue from rental income and service                                      | 32.2          | 181,924,967.70                    | 110,224,084.26   | 26,729,479.16                    | 25,870,932.69    |
| Other income  |               |                                   |                  |                                  |                  |
| - Interest income   | 9 and 32.2    | 202,783,442.61                    | 7,371,105.10     | 177,796,424.79                   | 119,826,242.44   |
| - Management fee  | 32.2          | -                                 | 480,000.00       | 24,960,000.00                    | 34,276,800.00    |
| - Gain on sale of investment in subsidiary                                  | 10            | -                                 | 32,576,584.52    | -                                | 17,500,000.00    |
| - Fair value gain on investment   | 10            | -                                 | 32,574,501.18    | -                                | -                |
| - Gain on sale of investment in associate and joint venture                 | 11            | -                                 | 890,242.67       | 6,010,185.69                     | 3,500,000.00     |
| - Gain of exchange rate   |               | 5,405,506.64                      | 458,577.09       | 55,376.06                        | 403,604.98       |
| - Others  | 32.2          | 53,535,786.42                     | 30,094,027.43    | 26,075,191.83                    | 13,041,788.40    |
| Total Revenues  |               | 2,975,847,451.20                  | 1,560,666,116.70 | 2,730,963,653.14                 | 918,363,864.51   |
| EXPENSES  |               |                                   |                  |                                  |                  |
| Cost of sales of land, land including houses and condominium units          |               | 2,054,181,883.14                  | 878,197,925.41   | 2,045,461,016.27                 | 445,855,318.68   |
| Cost of rental income and services  |               | 236,489,758.56                    | 179,915,982.58   | 16,562,721.70                    | 26,905,418.51    |
| Selling expenses  | 32.2          | 214,225,500.91                    | 202,476,500.89   | 168,803,198.81                   | 130,560,001.24   |
| Administrative expenses   | 32.2 and 35.7 | 372,387,881.72                    | 351,009,651.34   | 188,098,676.01                   | 173,450,299.13   |
| Other expenses  |               |                                   |                  |                                  |                  |
| - Loss on sale of investment in associate                                   | 11            | 1,859,195.00                      | -                | -                                | -                |
| - Loss on impairment of assets  | 38.5          | 44,599,494.29                     | -                | 44,599,494.29                    | -                |
| - Loss on provision for onerous contracts                                   | 30.2          | -                                 | 10,944,122.78    | -                                | -                |
| Finance cost  | 32.2          | 231,010,461.00                    | 165,403,521.66   | 248,921,988.68                   | 225,885,776.60   |
| Total Expenses  | 28            | 3,154,754,174.62                  | 1,787,947,704.66 | 2,712,447,095.76                 | 1,002,656,814.16 |
| SHARE OF LOSS FROM INVESTMENT IN ASSOCIATE AND JOINT VENTURES               |               |                                   |                  |                                  |                  |
|   | 11            | 71,452,090.48                     | 19,011,815.87    | -                                | -                |
| PROFIT (LOSS) BEFORE INCOME TAX EXPENSES                                    |               |                                   |                  |                                  |                  |
|   |               | (250,358,813.90)                  | (246,293,403.83) | 18,516,557.38                    | (84,292,949.65)  |
| TAX EXPENSE (TAX INCOME)  |               |                                   |                  |                                  |                  |
|   | 29            | (4,867,129.16)                    | 6,084,670.14     | (5,253,012.01)                   | (1,190,430.29)   |
| PROFIT (LOSS) FOR THE YEAR  |               |                                   |                  |                                  |                  |
|   |               | (245,491,684.74)                  | (252,378,073.97) | 23,769,569.39                    | (83,102,519.36)  |
| PROFIT (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT                          |               |                                   |                  |                                  |                  |
|   |               | (221,709,673.85)                  | (240,869,260.17) | 23,769,569.39                    | (83,102,519.36)  |
| NON - CONTROLLING INTERESTS   |               |                                   |                  |                                  |                  |
|   |               | (23,782,010.89)                   | (11,508,813.80)  | -                                | -                |
|   |               | (245,491,684.74)                  | (252,378,073.97) | 23,769,569.39                    | (83,102,519.36)  |
| EARNINGS (LOSS) PER SHARE   |               |                                   |                  |                                  |                  |
| BASIC EARNINGS (LOSS) PER SHARE   | 31            | (0.0292)                          | (0.0347)         | 0.0031                           | (0.0120)         |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2018

|   | BAHT  |   |                 |
|---|---|---|-----------------|
|   | Consolidated financial statements<br>for the years ended December 31, | Separate financial statements<br>for the years ended December 31, |                 |
|   | 2018  | 2017  | 2018            |
|   |   |   | 2017            |
| PROFIT (LOSS) FOR THE YEAR  | (245,491,684.74)  | (252,378,073.97)  | 23,769,569.39   |
|   |   |   | (83,102,519.36) |
| OTHER COMPREHENSIVE INCOME (LOSS) :   |   |   |                 |
| Item that will not be reclassified subsequently to profit or loss :             |   |   |                 |
| Actuarial (gains) losses on defined employee benefit plans                      | 4,068,065.41  | -   | 3,571,380.15    |
| Income tax related to other components of equity                                | (813,613.08)  | -   | (714,276.03)    |
| Total item that will not be reclassified subsequently to profit or loss         | 3,254,452.33  | -   | 2,857,104.12    |
|   |   |   |                 |
| Item that will be reclassified subsequently to profit or loss :                 |   |   |                 |
| Exchange differences on translation of financial statements in foreign currency | (2,586,145.93)  | (7,157,781.14)  | -               |
| Income tax related to other components of equity                                | -   | -   | -               |
| Total item that will be reclassified subsequently to profit or loss             | (2,586,145.93)  | (7,157,781.14)  | -               |
|   |   |   |                 |
| TOTAL COMPREHENSIVE INCOME (LOSS)<br>FOR THE YEAR - NET OF TAX                  | 668,306.40  | (7,157,781.14)  | 2,857,104.12    |
|   |   |   |                 |
| TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR                                  | (244,823,378.34)  | (259,535,855.11)  | 26,626,673.51   |
|   |   |   | (83,102,519.36) |
| TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT          | (221,041,367.45)  | (248,027,041.31)  | 26,626,673.51   |
| NON-CONTROLLING INTERESTS   | (23,782,010.89)   | (11,508,813.80)   | -               |
|   |   |   |                 |
|   | (244,823,378.34)  | (259,535,855.11)  | 26,626,673.51   |
|   |   |   | (83,102,519.36) |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2018

|  | BAHT                              |                  |                                  |                  |
|--|-----------------------------------|------------------|----------------------------------|------------------|
|  | Consolidated financial statements |                  | Separate financial statements    |                  |
|  | for the years ended December 31,  |                  | for the years ended December 31, |                  |
|  | 2018                              | 2017             | 2018                             | 2017             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                                   |                  |                                  |                  |
| Profit (loss) for the year   | (245,491,684.74)                  | (252,378,073.97) | 23,769,569.39                    | (83,102,519.36)  |
| Adjustments to reconcile profit (loss) for the year to net cash used provided by (used in) from operating activities         |                                   |                  |                                  |                  |
| Depreciation and amortization  | 72,039,440.87                     | 76,932,141.78    | 21,881,182.44                    | 30,825,596.19    |
| Allowance for doubtful account (Reversal)  | (9,831,413.94)                    | 12,096,413.95    | (9,831,413.94)                   | 11,666,079.41    |
| Employee benefit expenses  | 3,686,096.34                      | 1,928,822.88     | 2,293,727.87                     | 1,279,207.56     |
| Interest incomes   | (202,783,442.61)                  | (7,371,105.10)   | (177,796,424.79)                 | (119,826,242.44) |
| Gain on sale of investment in subsidiary   | -                                 | (32,576,359.52)  | -                                | (17,500,000.00)  |
| Loss (gain) on sale of investment in associate and joint ventures  | 1,859,195.00                      | (890,242.67)     | (6,010,185.69)                   | (3,500,000.00)   |
| Loss on devaluation of inventories   | 6,534,638.68                      | -                | 6,534,638.68                     | -                |
| Loss on impairment of assets   | 44,599,494.29                     | -                | 44,599,494.29                    | -                |
| Fair value gain on investment  | -                                 | (32,574,501.18)  | -                                | -                |
| Penalty for termination of contract  | 10,000,000.00                     | -                | 10,000,000.00                    | -                |
| Loss (gain) on disposal of assets  | -                                 | (45,881.67)      | -                                | (45,881.67)      |
| Loss on write-off of assets  | -                                 | 2,374,551.99     | -                                | -                |
| Loss on write-off of intangible  | 174,748.17                        | 662,143.58       | -                                | -                |
| Loss on provision for onerous contracts  | -                                 | 10,944,122.78    | -                                | -                |
| Finance cost   | 189,257,049.75                    | 121,566,361.55   | 207,168,577.43                   | 182,048,616.49   |
| Expense of issuing the debentures  | 41,753,411.25                     | 30,397,396.60    | 41,753,411.25                    | 30,397,396.60    |
| Share of loss from investments in associate and joint ventures   | 71,452,090.48                     | 19,011,815.87    | -                                | -                |
| Current tax expenses of the current year   | 126,991.07                        | 8,601,935.15     | -                                | -                |
| Deferred tax expense (income)  | (4,994,120.23)                    | (2,517,265.02)   | (5,253,012.01)                   | (1,190,430.29)   |
| Decrease (increase) in trade account receivables - related parties   | 16,953,722.49                     | (7,347,535.25)   | 12,664,740.21                    | (2,246,033.30)   |
| Decrease (increase) in trade account receivables - other parties   | (8,384,647.90)                    | (10,662,119.22)  | (9,094,336.08)                   | (2,423,377.38)   |
| Decrease (increase) in other receivables   | (15,544,779.16)                   | 18,332,695.10    | (43,378,586.90)                  | 1,478,052.44     |
| Decrease (increase) in inventories   | 1,814,635,755.91                  | 382,440,238.33   | 1,840,531,454.61                 | 257,001,019.39   |
| Decrease (increase) in other current assets - deposit for purchasing land, land including construction and condominium units | 200,000,000.00                    | -                | 200,000,000.00                   | -                |
| Decrease (increase) in other current assets - others   | (78,465,194.14)                   | (38,630,867.11)  | -                                | -                |
| Decrease (increase) in restricted bank deposits  | 1,464,137.84                      | (50,045.08)      | -                                | -                |
| Decrease (increase) in land held for development   | (905,105.62)                      | -                | 116,136,884.29                   | -                |
| Decrease (increase) in other non current assets - others   | (28,865,251.43)                   | (3,653,860.89)   | (18,641,894.52)                  | (822,825.95)     |
| Increase (decrease) in trade payables - related parties  | (447,971.03)                      | (715,963.10)     | (1,657,891.52)                   | (688,890.11)     |
| Increase (decrease) in trade payables - other parties  | (14,777,638.40)                   | 24,590,820.09    | (14,701,285.15)                  | (726,275.92)     |
| Increase (decrease) in other payable   | 156,881,012.77                    | 135,891,461.37   | 114,230,316.23                   | 105,893,666.07   |
| Increase (decrease) in other current liabilities - construction retention  | (9,589,011.74)                    | (12,053,251.54)  | (7,766,303.57)                   | (8,155,926.97)   |
| Increase (decrease) in other current liabilities - others  | 73,024,343.13                     | 6,551,499.39     | 74,018,624.78                    | 27,198,148.29    |
| Interest received  | 9,453,274.14                      | 7,023,645.26     | 916,410.51                       | 12,612,710.46    |
| Income tax paid  | (31,877,289.01)                   | (57,166,509.27)  | (24,311,786.11)                  | (9,457,521.30)   |
| Net cash inflows (outflow) from operating activities   | 2,061,937,852.23                  | 400,712,485.08   | 2,398,055,911.70                 | 410,714,568.21   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                                   |                  |                                  |                  |
| Decrease (increase) in investments in subsidiaries   | -                                 | -                | 137,504,925.00                   | (38,749,775.00)  |
| Decrease (increase) in investments in associate and joint ventures   | (369,207,920.20)                  | (204,312,240.38) | (369,207,920.20)                 | (204,312,240.38) |
| Decrease (increase) in other long - term investment  | 232,987,576.00                    | -                | -                                | -                |
| Decrease (increase) in other non - current assets  |                                   |                  |                                  |                  |
| - Advances for capital increase in subsidiary  | -                                 | -                | -                                | (16,200,000.00)  |
| - Deposit for purchasing investments   | (398,000,000.00)                  | (31,125,054.00)  | (263,500,000.00)                 | (31,125,054.00)  |
| - Advance payment to contractors   | 171,259,388.69                    | (178,606,674.96) | -                                | -                |
| Decrease (increase) in short-term borrowings to related parties  | (399,709,797.90)                  | (16,543,755.77)  | (1,538,194,714.99)               | (144,308,446.14) |
| Proceeds from disposal of investment in subsidiary - net   | -                                 | 174,695,042.98   | -                                | 175,000,000.00   |
| Proceeds from disposal of investment in associate and joint venture - net  | 132,009,885.69                    | 35,000,000.00    | 132,009,885.69                   | 35,000,000.00    |
| Proceeds from disposal of vehicle  | -                                 | 1,392,623.00     | -                                | 1,392,623.00     |
| Acquisition in investment properties   | (1,463,351.00)                    | (13,545,995.59)  | (2,012,247.25)                   | (2,304,761.23)   |
| Acquisition in property, plant and equipment   | (1,531,821,830.89)                | (265,010,005.23) | (3,033,651.14)                   | (1,596,973.58)   |
| Acquisition in intangible assets   | (9,880,880.18)                    | (6,810,480.00)   | (571,636.80)                     | (1,407,371.00)   |
| Increase (Decrease) in payable from purchase assets  | 1,191,740,484.85                  | (3,999,130.95)   | (8,069,345.37)                   | -                |
| Interest received from short-term borrowing to related parties   | 167,327,315.35                    | -                | 526,196.63                       | 26,342,186.61    |
| Exchange differences on translation of financial statements in foreign currency  | (2,586,145.93)                    | (7,157,781.14)   | -                                | -                |
| Net cash inflows (outflow) from investing activities   | (817,345,275.52)                  | (516,023,452.04) | (1,914,548,508.43)               | (202,269,811.72) |

The accompanying notes are an integral part of these financial statements.

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CASH FLOWS (CONTINUE)  
FOR THE YEAR ENDED DECEMBER 31, 2018

| NOTE  | BAHT                              |                  |                                  |                  |
|---|-----------------------------------|------------------|----------------------------------|------------------|
|   | Consolidated financial statements |                  | Separate financial statements    |                  |
|   | for the years ended December 31,  |                  | for the years ended December 31, |                  |
|   | 2018                              | 2017             | 2018                             | 2017             |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |                                   |                  |                                  |                  |
| Decrease (increase) in current investments - deposits with financial institutions | 149,667,232.70                    | (450,051,263.01) | 149,667,232.70                   | (450,051,263.01) |
| Increase (decrease) short - term borrowings from related parties                  | 37,277,905.33                     | 5,311,009.97     | 621,124,861.51                   | (45,244,093.29)  |
| Increase (decrease) short - term borrowings from other parties                    | (671,000,000.00)                  | (173,000,000.00) | (522,000,000.00)                 | (27,000,000.00)  |
| Increase (decrease) short - term borrowings from other persons                    | (50,000,000.00)                   | 358,650,041.10   | -                                | -                |
| Repayment of financial lease obligations  | (23,673,753.00)                   | (19,475,392.37)  | (2,436,336.00)                   | (2,237,221.97)   |
| Increase (decrease) in long-term borrowings from financial institution            | (723,481,364.93)                  | (174,770,550.57) | (714,238,856.80)                 | (166,106,470.07) |
| Proceeds from increase in ordinary share capital                                  | 346,974,685.00                    | -                | 346,974,685.00                   | -                |
| Proceeds from issuance debenture  | 755,000,000.00                    | 1,324,200,000.00 | 755,000,000.00                   | 1,324,200,000.00 |
| Redeemed the debenture  | (860,000,000.00)                  | (634,600,000.00) | (860,000,000.00)                 | (634,600,000.00) |
| Expense of issuing the debentures paid  | (26,114,550.50)                   | (43,837,160.11)  | (26,114,550.50)                  | (43,837,160.11)  |
| Finance cost paid   | (148,416,383.53)                  | (102,562,708.90) | (201,066,300.31)                 | (174,406,510.59) |
| Net cash inflows (outflow) from financing activities                              | (1,213,766,228.93)                | 89,863,976.11    | (453,089,264.40)                 | (219,282,719.04) |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS - NET                            | 30,826,347.78                     | (25,446,990.85)  | 30,418,138.87                    | (10,837,962.55)  |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR                                      | 18,465,962.95                     | 43,912,953.80    | 6,224,032.23                     | 17,061,994.78    |
| CASH AND CASH EQUIVALENTS, END OF YEAR  | 3 49,292,310.73                   | 18,465,962.95    | 36,642,171.10                    | 6,224,032.23     |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION</b>                         |                                   |                  |                                  |                  |
| Activities not effecting cash :   |                                   |                  |                                  |                  |
| For the year ended December 31, 2018  |                                   |                  |                                  |                  |
| Transfer inventory to land held for development                                   | 139.47                            | -                | 139.47                           | -                |
| Transfer inventory to investment properties                                       | -                                 | -                | 7.42                             | -                |
| Transfer inventory to property, plant and equipment                               | 7.42                              | -                | -                                | -                |
| Transfer land held for development to property, plant and equipment               | 168.87                            | -                | -                                | -                |
| Due to sale of other long-term investment   |                                   |                  |                                  |                  |
| Decrease in other long-term investment  | 467.01                            | -                | -                                | -                |
| Increase in receivable from the sale back shares                                  | 467.01                            | -                | -                                | -                |
| Due to transfer deposit for purchasing investments to subsidiary                  |                                   |                  |                                  |                  |
| Increase in other receivables   | -                                 | -                | 401.50                           | -                |
| Decrease in deposit for purchasing investments                                    | -                                 | -                | (401.50)                         | -                |
| For the year ended December 31, 2017  |                                   |                  |                                  |                  |
| Transfer investment in subsidiary to investment in joint venture                  | -                                 | 142.42           | -                                | 157.50           |
| Increase in financial lease obligation from purchase vehicle                      | -                                 | 62.57            | -                                | 4.58             |
| Due to transfer the project from subsidiary                                       |                                   |                  |                                  |                  |
| Increase in inventory   | -                                 | -                | -                                | 403.98           |
| Increase in property, plant and equipment - net                                   | -                                 | -                | -                                | 4.65             |
| Decrease in short-term borrowing to related parties                               | -                                 | -                | -                                | (406.51)         |
| Decrease from sale of investment in subsidiary                                    |                                   |                  |                                  |                  |
| Decrease in other receivables   | -                                 | (20.56)          | -                                | -                |
| Decrease in short-term borrowing to related parties                               | -                                 | (2.13)           | -                                | -                |
| Decrease in inventory   | -                                 | (373.42)         | -                                | -                |
| Decrease in other current assets  | -                                 | (0.01)           | -                                | -                |
| Decrease in property, plant and equipment - net                                   | -                                 | (4.95)           | -                                | -                |
| Decrease in non-other current assets  | -                                 | (0.02)           | -                                | -                |
| Decrease in account payable - other parties                                       | -                                 | 5.26             | -                                | -                |
| Decrease in other payable - other parties   | -                                 | 109.60           | -                                | -                |
| Decrease in short-term borrowing from related parties                             | -                                 | 1.21             | -                                | -                |
| Decrease in other current liabilities - construction retention                    | -                                 | 0.42             | -                                | -                |
| Decrease in other current liabilities - others                                    | -                                 | 0.06             | -                                | -                |
| Increase in others payable from investments in joint ventures                     | -                                 | 0.02             | -                                | -                |
| Increase in others payable from purchase property, plant and equipment            | -                                 | 63.79            | -                                | -                |
| Transfer the inventories to property, plant and equipment                         | -                                 | 59.67            | -                                | 26.86            |
| Transfer the inventories to investment property                                   | -                                 | -                | -                                | 34.16            |
| Transfer the inventories to land held for development                             | -                                 | 2,041.20         | -                                | 1,661.34         |
| Transfer the land held for development to inventory                               | -                                 | 37.51            | -                                | -                |

# NOTES TO FINANCIAL STATEMENTS

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2018

## 1. GENERAL INFORMATION

### 1.1 General matter

Nusasiri Public Company Limited established as juristic person in accordance with the public company limited on May 13, 1994. The address of its registered office is 2922/209 Charn Issara Tower2, 13<sup>th</sup> floor (12A), New Petchburi Road, Bangkapi, Huay Kwang, Bangkok. The Company operates in Thailand and is principally engaged in property development.

### 1.2 Major Shareholders

As of December 31, 2018 and 2017, the Company's major shareholders consisted of:

| Shareholders' name                            | % of holding |       |
|---|--------------|-------|
|   | 2018         | 2017  |
| Kitti-issaranon's Group                       | 13.53        | 11.55 |
| Thepcharoen's Group                           | 12.76        | 14.17 |
| Rungroangnawarat's Group                      | 6.83         | 7.26  |
| Sirirat's Group                               | 6.43         | 7.07  |
| Harnkraivilai's Group                         | 4.33         | 4.43  |
| Ms. Artika Thokaew                            | 3.53         | 3.89  |
| Piroj Sirirat's Group                         | 2.92         | -     |
| Hongrattanaichit's Group                      | 2.87         | 1.75  |
| Sawattananond' s Group                        | 2.47         | 2.75  |
| Ms. Somsri Tangtirawat                        | 2.12         | -     |
| Mrs. Supattra Luangprasert                    | 1.79         | 2.02  |
| Mr. Rawat Predarajata                         | 1.55         | 1.87  |
| Thoresen Thai Agencies Public Company Limited | 1.25         | 1.60  |
| Mr. Nattaphol Thonawanic                      | 0.25         | 1.51  |
| Mr. Komol Jungrungrangkit                     | 0.03         | 1.93  |

### 1.3 Basis for the preparation of financial statements

These financial statements are prepared in accordance with Accounting Standards and guidelines promulgated by the Federation of Accounting Professions.

These financial statements are prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

An English language version of the financial statements has been prepared from the financial statements that were issued in Thai language. In case of conflict or difference in understanding, the financial statements in Thai language shall prevail.



These consolidated financial statements include the financial statements of Nusasiri Public Company Limited and its subsidiaries, which is controlled by the Company, as follows:

| Company  | Type of Business   | Country of incorporation | Holding of investment (%) |                   |
|--|--|--------------------------|---------------------------|-------------------|
|  |  |                          | December 31, 2018         | December 31, 2017 |
| <u>Directly owned:</u>   |  |                          |                           |                   |
| Nusa Legend Siam Co., Ltd.   | Cultural Theme Park and Art Cultural Center Thailand   | Thailand                 | 99.99                     | 99.99             |
| Nusa My Ozone Co., Ltd.  | Property development and golf course   | Thailand                 | 75.00                     | 75.00             |
| Nusa Laya Co., Ltd.  | Hotel and plaza  | Thailand                 | 99.99                     | 99.99             |
| SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel Co., Ltd.) | Condominium development  | Thailand                 | -*                        | -*                |
| Nusa State Tower Co., Ltd.   | Land for sale, land and buildings, condominium and other aspects related to real estate development  | Thailand                 | 99.99                     | 99.99             |
| Nusa One Co., Ltd.   | Services real estate development, buy, sell, rent, lease space, project management and other services related to real estate development                 | Thailand                 | 99.99                     | 99.99             |
| Nusa Power Co., Ltd.   | Conduct an all-inclusive business of manufacture, distribute, and distributing agent of all types of electrical energy and investment in other companies | Thailand                 | -***                      | 99.99             |
| Nusa Pattaya Condominium Co., Ltd.   | Land for sale, land and buildings and other aspects related to real estate development   | Thailand                 | 99.99                     | 99.99             |
| Nusa Chivani Phuket Co., Ltd.  | Land for sale, land and buildings and other aspects related to real estate development   | Thailand                 | 99.99                     | 99.99             |
| Nusa Laya Condominium Co., Ltd.  | Real estate development and other aspects related to real estate development   | Thailand                 | 99.99                     | 99.99             |
| Panacee Group Co., Ltd.<br>(Formerly name Nusa Sriracha Grand Seaview Co., Ltd.)   | Real estate development and other aspects related to real estate development   | Thailand                 | 99.99                     | 99.99             |
| Nusa Residence Chiangmai Co., Ltd.   | Real estate development and other aspects related to real estate development   | Thailand                 | 99.99                     | 99.99             |
| Nusasiri Logistics (BVI) Ltd.  | Transportation services  | British Virgin Islands   | 100.00                    | 100.00            |

| Company   | Type of Business   | Country of incorporation | Holding of investment (%) |                   |
|---|--|--------------------------|---------------------------|-------------------|
|   |  |                          | December 31, 2018         | December 31, 2017 |
| <u>Directly owned:</u>  |  |                          |                           |                   |
| Nusa Sriracha<br>Condotel C Co., Ltd.                                     | Real estate development and other aspects related to real estate development | Thailand                 | 99.99                     | 99.99             |
| Nusa Maikhao Beach Co., Ltd.  | Real estate development and other aspects related to real estate development | Thailand                 | 99.99                     | 99.99             |
| <u>Indirectly Owned:</u>  |  |                          |                           |                   |
| My Ozone Residence Co., Ltd.<br>(99.99% owned by Nusa My Ozone Co., Ltd.) | Real estate development and other aspects related to real estate development | Thailand                 | 75.00                     | 75.00             |
| Nusa Pay Co., Ltd.<br>(99.99 % owned by Nusa Legend Siam Co., Ltd.)       | Business as an intermediary in the payment item                              | Thailand                 | **-                       | **-               |

\* On May 29, 2017, the Company has sold 1.575 million ordinary shares of Nusa Sriracha Condotel Co., Ltd. to a local company and lost control over such subsidiary company therefore changed the status of the investment in Nusa Sriracha Condotel Co., Ltd. from investment in subsidiary to investment in joint venture as discussed in note 11 to the financial statements. Therefore, as of December 31, 2017, the Company had not include such subsidiary company to combine in the consolidated financial statements. However, the consolidated financial statements for the year ended December 31, 2017, have included the results of operations of such subsidiary company until the date of loss control.

\*\* As of December 31, 2017, the Company does not include a subsidiary, Nusa Pay Co., Ltd. in the preparation the consolidated financial statements as the subsidiary have registered a liquidation to the Ministry of Commerce on December 21, 2017, according to the resolution of Extraordinary Meeting of Shareholders on December 18, 2017. However, the consolidated financial statements for the year ended December 31, 2017, have included the operating results of the subsidiary until the liquidation date. And on April 10, 2018, the subsidiary have completed liquidation to the Ministry of Commerce.

\*\*\* The Board of Directors' Meeting No.8/2561 of Nusasiri Public Company Limited ("the Company" or "NUSA") held on October 10, 2018 has passed the resolution to improve an investment structure of the Company's subsidiary by transferring shares of Nusa Power Co., Ltd. to Nusa One Co., Ltd. as a shareholder according to the Book Value at the date of transfer. On the same day, the Company has entered into the share transfer agreement to Nusa One Co., Ltd. As a result, Nusa One Co., Ltd. has held 99.99% of shares in Nusa Power Co., Ltd. and changed from direct investment to indirect investment in a subsidiary. As of December 31, 2018, the Company does not include a subsidiary, Nusa Power Co., Ltd. in the preparation the consolidated financial statements as the subsidiary have registered a liquidation to the Ministry of Commerce on October 17, 2018, according to the resolution of Extraordinary Meeting of Shareholders No. 2/2561 held on October 16, 2018. However, the consolidated financial statements for the year ended December 31, 2018, have included the operating results of the subsidiary until the liquidation date, which is currently under the liquidation.

- a) The assets and liabilities in the financial statements of overseas subsidiary company is translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statement of changes in shareholders' equity.
- b) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

#### 1.4 Adoption of new financial reporting standards

##### 1.4.1 Financial reporting standards which are effective for the current year

During the year, the Company and its subsidiaries adopted a number of revised and new accounting standards and financial reporting standards including their interpretations, issued by the Federation of Accounting Professions, which are effective for financial statements year beginning on or after January 1, 2018. Adoption of the above financial reporting standards in the current period do not have material effect on the financial statements.

##### 1.4.2 Financial reporting standards which are not effective for the current year

During the year, the Federation of Accounting Professions has issued the new accounting standard, financial reporting standards and financial reporting standard interpretations, which are effective for financial statements period beginning on or after January 1 in the year indicated as follows:

|   | <u>Year effective</u> |
|---|-----------------------|
| Accounting Standard   |                       |
| TAS 1 Presentation of Financial Statements (revised 2018)   | 2019                  |
| TAS 2 Inventories (revised 2018)  | 2019                  |
| TAS 7 Statement of Cash Flows (revised 2018)  | 2019                  |
| TAS 8 Accounting Policies, Changes in Accounting<br>Estimates and Errors (revised 2018)           | 2019                  |
| TAS 10 Events after the Reporting Period (revised 2018)   | 2019                  |
| TAS 12 Income Taxes (revised 2018)  | 2019                  |
| TAS 16 Property, Plant and Equipment (revised 2018)   | 2019                  |
| TAS 17 Leases (revised 2018)  | 2019                  |
| TAS 19 Employee Benefits (revised 2018)   | 2019                  |
| TAS 20 Accounting for Government Grants and Disclosure of<br>Government Assistance (revised 2018) | 2019                  |
| TAS 21 The Effects of Changes in Foreign Exchange Rates (revised 2018)                            | 2019                  |
| TAS 23 Borrowing Costs (revised 2018)   | 2019                  |
| TAS 24 Related Party Disclosures (revised 2018)   | 2019                  |
| TAS 26 Accounting and Reporting by Retirement Benefit Plans (revised 2018)                        | 2019                  |
| TAS 27 Separate Financial Statements (revised 2018)   | 2019                  |
| TAS 28 Investments in Associates and Joint Ventures (revised 2018)                                | 2019                  |
| TAS 29 Financial Reporting in Hyperinflationary Economies (revised 2018)                          | 2019                  |
| TAS 32 Financial Instruments: Presentation  | 2020                  |
| TAS 33 Earnings per Share (revised 2018)  | 2019                  |
| TAS 34 Interim Financial Reporting (revised 2018)   | 2019                  |
| TAS 36 Impairment of Assets (revised 2018)  | 2019                  |

|   | <u>Year effective</u> |
|---|-----------------------|
| <b>Accounting Standard</b>  |                       |
| TAS 37 Provisions, Contingent Liabilities and Contingent Assets (revised 2018)                      | 2019                  |
| TAS 38 Intangible Assets (revised 2018)   | 2019                  |
| TAS 40 Investment Property (revised 2018)   | 2019                  |
| TAS 41 Agriculture (revised 2018)   | 2019                  |
| <b>Financial Reporting Standard</b>   |                       |
| TFRS 1 First - time Adoption of Thai Financial Reporting Standards                                  | 2019                  |
| TFRS 2 Share - based Payment (revised 2018)   | 2019                  |
| TFRS 3 Business Combinations (revised 2018)   | 2019                  |
| TFRS 5 Non - current Assets Held for Sale and Discontinued Operations (revised 2018)                | 2019                  |
| TFRS 6 Exploration for and Evaluation of Mineral Resources (revised 2018)                           | 2019                  |
| TFRS 7 Financial Instruments : Disclosures  | 2020                  |
| TFRS 8 Operating Segments (revised 2018)  | 2019                  |
| TFRS 9 Financial Instruments  | 2020                  |
| TFRS10 Consolidated Financial Statements (revised 2018)   | 2019                  |
| TFRS11 Joint Arrangements (revised 2018)  | 2019                  |
| TFRS12 Disclosure of Interests in Other Entities (revised 2018)                                     | 2019                  |
| TFRS13 Fair Value Measurement (revised 2018)  | 2019                  |
| TFRS15 Revenue from Contracts with Customers  | 2019                  |
| <b>Accounting Standard Interpretations</b>  |                       |
| TSIC 10 Government Assistance - No Specific Relation to Operating Activities (revised 2018)         | 2019                  |
| TSIC 15 Operating Leases - Incentives (revised 2018)  | 2019                  |
| TSIC 25 Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2018)    | 2019                  |
| TSIC 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2018) | 2019                  |
| TSIC 29 Service Concession Arrangements: Disclosures (revised 2018)                                 | 2019                  |
| TSIC 32 Intangible Assets - Web Site Costs (revised 2018)   | 2019                  |
| <b>Financial Reporting Standard Interpretations</b>   |                       |
| TFRIC 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2018)     | 2019                  |
| TFRIC4 Determining whether an Arrangement contains a Lease (revised 2018)                           | 2019                  |

Year effective

## Financial Reporting Standard Interpretations

|  |      |
|--|------|
| TFRIC5 Rights to Interests arising from Decommissioning,<br>Restoration and Environmental Rehabilitation Funds<br>(revised 2018) | 2019 |
| TFRIC7 Applying the Restatement Approach under TAS 29<br>Financial Reporting in Hyperinflationary Economies<br>(revised 2018)    | 2019 |
| TFRIC10 Interim Financial Reporting and Impairment (revised 2018)  | 2019 |
| TFRIC12 Service Concession Arrangements (revised 2018)   | 2019 |
| TFRIC14 TAS 19 - The Limit on a Defined Benefit Asset,<br>Minimum Funding Requirements and their Interaction<br>(revised 2018)   | 2019 |
| TFRIC16 Hedges of a Net Investment in a Foreign Operation  | 2020 |
| TFRIC17 Distributions of Non - Cash Assets to Owners (revised 2018)  | 2019 |
| TFRIC19 Extinguishing Financial Liabilities with Equity Instruments  | 2020 |
| TFRIC20 Stripping Costs in the Production Phase of a Surface Mine<br>(revised 2018)  | 2019 |
| TFRIC21 Levies (revised 2018)  | 2019 |

The management of the Group has assessed TAS, TFRS, TSIC and TFRIC which are effective for financial statements year beginning on or after January 1, 2019 that TAS 1, TAS 2, TAS 7, TAS 8, TAS 10, TAS 12, TAS 16, TAS 17, TAS 19, TAS 21, TAS 23, TAS 24, TAS 27, TAS 28, TAS 33, TAS 34, TAS 36, TAS 37, TAS 38, TAS 40 and TFRS 3, TFRS 8, TFRS 10, TFRS 11, TFRS 12 and TFRS 13 will not have material impact on the financial statements when it is applied. For the other TAS, TFRS, TSIC and TFRIC are not relevant to the Company's business, therefore they do not have impact on the financial statement when they are applied.

And the management of the Group is currently evaluating the impact of TFRS 15 which is effective for financial statements year beginning on or after January 1, 2019 and TAS, TFRS and TFRIC which are effective for financial statements year beginning on or after January 1, 2020 to the financial statements when they are adopted.

1.5 Related person and parties

As of December 31, 2018, Enterprises that control or are controlled by, directly or indirectly control through one or more intermediaries, or are under common control by the Company, are as follows:

| Name                               | Relationship   |
|------------------------------------|--|
| <u>Directly owned</u>              |  |
| Nusa Legend Siam Co., Ltd.         | Subsidiary   |
| Nusa My Ozone Co., Ltd.            | Subsidiary   |
| Nusa Laya Co., Ltd.                | Subsidiary   |
| Nusa State Tower Co., Ltd.         | Subsidiary   |
| Nusa One Co., Ltd.                 | Subsidiary   |
| Nusa Power Co., Ltd.               | Subsidiary and indirect owned since October 10, 2018 (registered the dissolution of the Company on October 17, 2018) |
| Nusa Pattaya Condominium Co., Ltd. | Subsidiary   |
| Nusa Chivani Phuket Co., Ltd.      | Subsidiary   |



| Name   | Relationship   |
|--|--|
| <u>Directly owned</u>  |  |
| Nusa Laya Condominium Co., Ltd.  | Subsidiary   |
| Panacee Group Co., Ltd.<br>(Formerly name Nusa Sriracha Grand Seaview Co., Ltd.)           | Subsidiary   |
| Nusa Residence Chiangmai Co., Ltd.   | Subsidiary   |
| Nusasiri Logistics (BVI) Limited<br>(Incorporated in British Virgin Islands)               | Subsidiary   |
| Nusa Sriracha Condotel C Co., Ltd.   | Subsidiary   |
| Nusa Maikhao Beach Co., Ltd.   | Subsidiary   |
| <u>Indirectly owned</u>  |  |
| My Ozone Residence Co., Ltd.   | Subsidiary of Nusa My Ozone Co., Ltd.  |
| Nusa Pay Co., Ltd.   | Subsidiary of Nusa Legend Siam Co., Ltd.<br>(registered the dissolution of the Company on December 21, 2017)                   |
| <u>Direct joint ventures</u>   |  |
| N Hotel Co., Ltd.  | Joint venture  |
| Panacee Medical Hong Kong Ltd.<br>(Incorporated in Hong Kong)                              | Joint venture  |
| Siri Grand Property Co., Ltd.  | Joint venture  |
| Risland Grand Co., Ltd.  | Joint venture  |
| <u>Associate</u>   |  |
| SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel Co., Ltd.)         | Subsidiary and joint venture since May 29, 2017 and associate since November 21, 2017 and unrelated party since April 10, 2018 |
| <u>Indirect joint venture</u>  |  |
| Qinhuandao Panacee Hospital China Ltd.<br>(Incorporated in the People's Republic of China) | Joint venture of Panacee Medical Hong Kong Ltd.  |
| <u>Related parties</u>   |  |
| Nusasiri Grand Public Co., Ltd.  | Related party through director   |
| K M P Property Co., Ltd.   | Related party through director   |
| VS Best Cars Co., Ltd.   | Related party through director   |
| Jean Life Co., Ltd.  | Related party through director   |
| Thai Mediplex Co., Ltd.  | Related party through director   |
| G.K.Build And Design Co., Ltd.   | Related party through director   |
| The Success Heritage Management Co., Ltd.  | Related party through director   |
| Nusa Playa Hotel & Spa Co., Ltd.   | Related party through director   |
| K N Pharmacy Co., Ltd.   | Related party through director   |
| Verawan Asset Co., Ltd.  | Related party through director   |
| O.L. Group 2013 Co., Ltd.  | Related party through director   |
| The Kaya Co., Ltd.   | Related party through director   |
| ISCG Co., Ltd.   | Related party through director   |
| D Varee Hotels & Resorts Co., Ltd.   | Related party through director   |

| Name   | Relationship  |
|--|---|
| <u>Related parties</u>                       |   |
| Money Construction 2012 (Thailand) Co., Ltd. | Related party through director  |
| Riya Food Group Co., Ltd.                    | Related party through director  |
| Panacee Medical Center Co., Ltd.             | Related party through shareholder and director                        |
| Rich Food Management Co., Ltd.               | Related party through shareholder and director                        |
| Phusiri Property Co., Ltd.                   | Related party through shareholder                                     |
| Speed Auto Service Co., Ltd.                 | Related party through shareholder                                     |
| Westfield Co., Ltd.                          | Related party through management                                      |
| P.A. Management and Consultant Co., Ltd.     | Related party through management                                      |
| VJK Luxury Car Co., Ltd.                     | Related party through management                                      |
| The Kris Villa Co., Ltd.                     | Related party through management                                      |
| For Us Design Co., Ltd.                      | Related party through management                                      |
| Luxury Property (Thailand) Co., Ltd.         | Related party through management                                      |
| Norwich Bangkok Co., Ltd.                    | Associate Company and related party since December 26, 2014           |
| DNA Clinic Vecharum Co., Ltd.                | Related party through related party which was originally an associate |
| S Gala Import Co., Ltd.                      | Related party through related party which was originally an associate |
| L2N Construction Management Co., Ltd.        | Related party through related party which was originally an associate |
| E.C.T. System Co., Ltd.                      | Related party through related party which was originally an associate |
| E.C.T. International Co., Ltd.               | Related party through related party which was originally an associate |
| E.C.T. Professional Co., Ltd.                | Related party through related party which was originally an associate |
| Villa Medica (Phuket) Co., Ltd.              | Related party through director  |
| <u>Related persons</u>                       |   |
| Mr. Visanu Thepcharoen                       | Director  |
| Mr. Sompijitr Chaichanajarak                 | Director  |
| Mrs. Siriya Thepcharoen                      | Director  |
| Mr. Pradit Svattananon                       | Director  |
| Mr. Anant Svattananon                        | Shareholder   |
| Ms. Artika Thokaew                           | Shareholder   |
| Mr. Yuranun Pamornmontri                     | Shareholder   |
| Ms. Nichamon Kaoropkittiwang                 | Shareholder   |
| Mrs. Supattra Luangprasert                   | Shareholder   |
| Mr. Sitha Tiwaree                            | Shareholder   |
| Mr. Sirawit Thepcharoen                      | Shareholder   |
| Mr. Vongsakorn Thepcharoen                   | Shareholder   |
| Mr. Shakrit Sirirat                          | Shareholder   |
| Mr. Virasak Sirirat                          | Shareholder   |

| Name                           | Relationship  |
|--------------------------------|---|
| <u>Related persons</u>         |   |
| Ms. Khongkwan Winthuphan       | Shareholder   |
| Mrs. Somporn Thepcharoen       | Related person through director                                       |
| Ms. Visanee Thepcharoen        | Related person through director                                       |
| Mr. Sirawat Thepcharoen        | Related person through director                                       |
| Ms. Jittanun Puttitrisin       | Related person through director                                       |
| Mr. Jeerawat Puttitrisin       | Related person through director                                       |
| Ms. Kamonporn Kritsana         | Related person through director                                       |
| Mr. Kritsana Thepcharoen       | Related person through director                                       |
| Mrs. Primrata Tiyaajinda       | Related party through shareholder and director                        |
| Ms. Napatr Amnakkamane         | Related party through related party which was originally an associate |
| Ms. Issaree Jirawatwithtaya    | Related party through related party which was originally an associate |
| Ms. Watcharaporn Kraissakdawad | Related party through related party which was originally an associate |
| Mr. Wasin Sirirat              | Related person through related party                                  |
| Mr. Pongsak Thongdee           | Related person through related party                                  |
| Ms. Anocha Thepcharoen         | Related person through related party                                  |
| Ms. Luckhana Jariyawatsakul    | Related person through shareholder                                    |
| Mr. Thorn Dhanasukon           | Related person through shareholder                                    |

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Revenue and Cost Recognition

#### a) Revenues Recognition

Revenues from sales of land, land and houses and condominium units are recognized as revenue when the Company and its subsidiaries has transferred to the buyer the significant risks and rewards of ownership of the land, land and houses and condominium units and the Company and its subsidiaries retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over land, houses and land and condominium units sold, directly and indirectly. The amount of revenue, cost incurred or to be incurred in respect of the transaction can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company and its subsidiaries.

Revenues from construction services are recognized on the percentage of completion method, and the percentage of completion based on the assessment of the Company's project engineers. The recognized revenues which are not yet due per the contracts have been presented under the caption of "Unbilled receivables" in the statements of financial position.

Revenues from rental income and services of condominium units are recognized on an accrual basis over the period of contracts, except for revenues from rental which was accrued over 6 months such revenue is recognized when received.

Revenues related to hotel operations is recognized when goods are supplied and services rendered.

Revenues from barter transactions on goods or service and barter transaction involving advertising services are recognition on fair value.

## b) Cost

### Cost of sales of land, land and houses and condominium units

*The Company bought the assets to develop further.*

In determining the cost of sales of land, land and houses, the anticipated total development costs (after recognizing the costs incurred to date) are attributed to land already sold and then recognized as cost in the income statement.

In determining the cost of condominium units, the anticipated cost are attributed to condominium units already sold.

*The Company is developing the project itself from the beginning.*

In determining the cost of land, land and houses sold and cost of residential condominium units sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to land and houses sold on the basis of the salable area and to residential condominium units sold on the basis of the salable area weighted to the selling price of the unit, and then recognized as costs in profit or loss concurrently with revenue from sales.

### Cost of construction services

Cost of construction services are recognized on percentage of work completed method, and the percentage of completion is based on the assessment of the Company's project engineers. Provision for anticipated losses on construction projects is made in the accounts in full when the possibility of loss is ascertained. Differences between the percentage of work completed costs and the actual costs are recognized as current assets or current liabilities in the statements of financial position.

## 2.2 Cash and cash equivalents

Cash and cash equivalents are cash on hand, cheque on hand, deposit at banks on saving accounts and current accounts.

## 2.3 Allowance for doubtful accounts

The Company provides the allowance for doubtful accounts by reviewing the current status of existing receivables and the losses were estimated on the amounts anticipated uncollectible.

## 2.4 Inventories

Real estate development costs are state at the lower of cost or net realizable value. Costs include costs of land, development, construction, interest capitalized to cost of projects and related expenses of real estate project.

Condominium units for sales are stated at the lower of cost or net realizable value.

## 2.5 Non-current asset held for sale

Non-current asset held for sale is state at the lower of book value or fair value less cost of sale.

## 2.6 Capitalization of borrowing costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

To the extent that funds are borrowed specifically for the development of projects, interest costs are presented as the actual borrowing costs less any investment income from the temporary investment of those borrowings. To the extent that funds are borrowed and used for the general purposes, the interest costs are determined by applying a capitalisation rate to the expenditures on the project. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the entity that are outstanding during the year, other than borrowings made for specific purposes.

As of December 31, 2018 and 2017, the interest capitalized for the year amount to Baht 33.45 million and Baht 248.75 million respectively (the Company only: amount to Baht 13.56 million and Baht 132.42 million respectively).

## 2.7 Investment

Investment in non-marketable equity securities, classify as other investments, are stated at cost net of allowance for impairment loss (if any).

Investment in associate company and joint venture are accounted for under the equity method in the consolidated financial statements and are accounted for under the cost method in the separate financial statements, less allowance for impairment loss on the investment, (if any).

Investment in subsidiary company is accounted for under the cost method in the separate financial statements, less allowance for impairment loss on the investment, (if any).

The Company and its subsidiaries recognize impairment loss on the investment in the statements of income.

The Company and its subsidiaries are use weighted average method for computation of the cost of investment.

In the case of transferring a type of investment to another, the Company and its subsidiaries adjust the value of the investment by fair value at the date of reclassification of investments is the difference between book value and fair value at the transfer date is recognized in the statement of income or is reflected in other components of shareholders' equity, depending on the type of investments with transfer.

## 2.8 Land held for development

Land held for development are stated at cost net of allowance for loss on diminution in value of projects (if any). Costs include costs of land, land development, public utilities cost, project development cost and borrowing cost which occurred during the developed period in past.



## 2.9 Investment properties

Condominium units for rent and cost of improvement are stated at cost less accumulated depreciation and accumulated impairment losses (if any).

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets 5 - 40 years.

Investment properties for rent under construction are stated at cost. Cost includes cost of land, development, cost of self-constructed investment property directly attributable to bringing the investment property to a working condition for its intended use and capitalized borrowing costs.

## 2.10 Property, plant and equipment

Land is stated at cost.

Equipment are stated at cost less accumulated depreciation and accumulated impairment losses (if any).

Depreciation of equipment is calculated by the straight-line method base on the estimated useful lives as follows:

|  | YEARS     |
|--|-----------|
| Furniture, fixtures and office equipment       | 3 - 5     |
| Billboard                                      | 10        |
| Building and sales office building improvement | 5 - 7, 40 |
| Vehicles                                       | 3 - 20    |

## 2.11 Intangible assets

Intangible assets are stated at cost net of accumulated amortization. Amortization is calculated on the straight-line method over a period as follows:

|                   | YEARS  |
|-------------------|--------|
| Computer software | 5 - 10 |
| Trademark         | 10     |

## 2.12 Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risks and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

### 2.12.1 Finance lease agreement

The Company and its subsidiaries records vehicles under financial leases as assets and liabilities in the statements of financial position at amount equal to the fair value of the leased property at the inception of the lease or, if lower, at the present value of the minimum lease payments. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease. The interest charge is recorded to periods during the lease term based on the remaining balance of the liability for each period.

### 2.12.2 Operating leases

Leases of property, plant and equipment which do not transfer substantially all risk and rewards of ownership are classified as operating leases. Operating leases payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

### 2.13 Deferred finance costs

Deferred finance costs, consist of deferred cost of financing and deferred expense of issuing the debentures, are presented as a deduction against the related loan account or debenture account and amortized by using the approximate effective rate over the term of the loan or debenture.

The amortization of deferred finance costs are included in finance cost in the statement of income.

### 2.14 Impairment of Assets

The Company and its subsidiaries reviews the impairment of assets whenever events or changes in circumstances indicate that the recoverable amount (the higher of asset's selling price or value in use) of assets is below the carrying amount. The review is made for individual assets or for the cash-generating unit.

If the carrying value of an asset exceeds its recoverable amount, the Company and its subsidiaries recognizes the impairment losses by reducing the carrying value of the asset to its recoverable amount and recording the devaluation in statements of income or reducing revaluation increment in assets in case that those assets were previously revalued. The reversal of impairment losses recognized in prior years is recorded as part of other income or as a revaluation increment in assets when there is an indication that the impairment losses recognized for the assets no longer exist or decreased. Such a reversal should not exceed the carrying amount that would have been determined (net of the associated depreciation or amortization).

### 2.15 Financial instruments

Financial instruments on the statements of financial position include cash and deposits at banks, investment, trade account receivables and payables, and accrued expenses. The particular recognition methods adopted are disclosed in the individual policy associated with each items.

### 2.16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of on active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable input related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs for such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

#### 2.17 Accounting judgments and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ. The significant areas of estimation uncertainty and critical judgments related to allowance for doubtful account, allowance for declining in value of inventories, depreciation, allowance for impairment of asset, provisions, employee benefit obligation, leases and litigation.

#### 2.18 Provision for onerous contracts

A provision for onerous contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the Group's obligations under the contract. The provision is measured at the present value of the lower of the expected cost of termination the contract and the expected net. Cost of continuing with the contract. Before a provisions is established, the Group recognizes any impairment loss on the assets associated with that contract.

#### 2.19 Employee benefits

Salaries, wages, bonuses, contributions to the social security fund, provident fund and other benefits are recognized as expenses when incurred.

Severance Payment as specified in Thai Law are recognized as expenses in the income statement along the service period of employees. The Company and its subsidiaries' post - employment benefit obligations are estimated by a qualified actuary under the actuarial assumption using the Projected Unit Credit Method.

However, the actual benefit obligation may be different from the estimate.

The Company and its subsidiaries recognized the actuarial gains or losses arising from defined benefit plan in the period incurred in statements of income.

#### 2.20 Litigation

The Company and its subsidiaries have contingent liabilities as a result of litigation. The management of the Company has used judgment to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded in the financial statements.

#### 2.21 Income tax

Income tax for the year comprises current and deferred tax. Current and deferred tax are recognized in the statement of income except to the extent that they relate to business combination or items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

## 2.22 Foreign currency transactions

Transactions in foreign currencies are converted at the exchange rate of the transaction date. Assets and liabilities in foreign currencies at the end of year are converted at average bank buying and selling rate at that date respectively, excluding transactions in foreign currencies forward position which are recorded at forward exchange rate.

Gain or loss from translation is included in determining earnings.

## 2.23 Earnings (loss) per share

Basic earnings (loss) per share are determined by dividing the profit (loss) attributable to owners of the parent for the year by the weighted average number of ordinary shares outstanding.

Diluted earnings (loss) per share is calculated by dividing the profit (loss) attributable to owners of the parent for the year by the weighted average number of ordinary shares outstanding plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place at the beginning of the year or, if later, the date of the issue of the potential ordinary shares

## 3. CASH AND CASH EQUIVALENTS

As of December 31, 2018 and 2017, the Company and its subsidiaries have cash and cash equivalents as follows:

|                                    | BAHT                              |                      |                               |                     |
|------------------------------------|-----------------------------------|----------------------|-------------------------------|---------------------|
|                                    | Consolidated financial statements |                      | Separate financial statements |                     |
|                                    | 2018                              | 2017                 | 2018                          | 2017                |
| Cash                               | 1,910,202.20                      | 1,995,051.39         | 340,005.76                    | 768,214.43          |
| Cheque on hand                     | 949,471.00                        | 500,000.00           | 449,471.00                    | -                   |
| Deposits at financial institutions | 46,432,637.53                     | 15,970,911.56        | 35,852,694.34                 | 5,455,817.80        |
| Total                              | <u>49,292,310.73</u>              | <u>18,465,962.95</u> | <u>36,642,171.10</u>          | <u>6,224,032.23</u> |

#### 4. TRADE RECEIVABLES - RELATED PARTIES - NET

As of December 31, 2018 and 2017, the trade receivables - related parties are classified by aging as follows:

|   | BAHT                              |                      |                               |                     |
|---|-----------------------------------|----------------------|-------------------------------|---------------------|
|   | Consolidated financial statements |                      | Separate financial statements |                     |
|   | 2018                              | 2017                 | 2018                          | 2017                |
| Current   | 515,803.67                        | 1,907,346.31         | 786,388.51                    | 1,635,516.06        |
| Overdue   |                                   |                      |                               |                     |
| Less than 3 months                                | 1,204,066.00                      | 1,200,937.19         | 680,783.43                    | 1,180,826.35        |
| Over 3 months to 6 months                         | 858,278.15                        | 3,088,440.31         | 851,175.15                    | 1,656,594.96        |
| Over 6 months to 12 months                        | 2,073,984.63                      | 5,099,966.45         | 1,675,794.63                  | 1,722,250.94        |
| Over 12 months                                    | 473,637.05                        | 10,782,801.73        | 319,108.11                    | 10,782,801.73       |
| Total   | 5,125,769.50                      | 22,079,491.99        | 4,313,249.83                  | 16,977,990.04       |
| <u>Less</u> Allowance for doubtful accounts       | (319,108.11)                      | (8,844,200.95)       | (319,108.11)                  | (8,844,200.95)      |
| Trade accounts receivable - related parties - net | <u>4,806,661.39</u>               | <u>13,235,291.04</u> | <u>3,994,141.72</u>           | <u>8,133,789.09</u> |

The movement of allowance for doubtful accounts for the year ended December 31, 2018 is as follows:

|                          | BAHT                              |                               |
|--------------------------|-----------------------------------|-------------------------------|
|                          | Consolidated financial statements | Separate financial statements |
| Beginning balance        | (8,844,200.95)                    | (8,844,200.95)                |
| Receive during the year  | 8,525,092.84                      | 8,525,092.84                  |
| Increase during the year | -                                 | -                             |
| Ending balance           | <u>(319,108.11)</u>               | <u>(319,108.11)</u>           |



## 5. TRADE RECEIVABLES - OTHER PARTIES - NET

As of December 31, 2018 and 2017, the trade receivables - other parties are classified by aging as follows:

|   | BAHT                              |                        |                               |                        |
|---|-----------------------------------|------------------------|-------------------------------|------------------------|
|   | Consolidated financial statements |                        | Separate financial statements |                        |
|   | 2018                              | 2017                   | 2018                          | 2017                   |
| Current   | 14,443,869.04                     | 7,422,910.83           | 11,208,708.98                 | 2,722,110.97           |
| Overdue   |                                   |                        |                               |                        |
| Less than 3 months                                | 1,723,225.49                      | 2,989,255.83           | 1,342,075.49                  | 2,124,040.40           |
| Over 3 months to 6 months                         | 1,701,788.01                      | 3,025,785.86           | 886,843.38                    | 1,755,978.87           |
| Over 6 months to 12 months                        | 1,296,017.45                      | 672,343.71             | 950,338.19                    | 282,057.50             |
| Over 12 months                                    | 43,152,208.04                     | 39,822,163.90          | 40,830,422.87                 | 39,239,865.09          |
| Total   | 62,317,108.43                     | 53,932,460.13          | 55,218,388.91                 | 46,124,052.83          |
| <u>Less</u> Allowance for doubtful accounts       | <u>(39,964,941.97)</u>            | <u>(41,271,263.07)</u> | <u>(39,964,941.97)</u>        | <u>(41,271,263.07)</u> |
| Trade accounts receivable - related parties - net | <u>22,352,166.06</u>              | <u>12,661,197.06</u>   | <u>15,253,446.94</u>          | <u>4,852,789.76</u>    |

The movement of allowance for doubtful accounts for the year ended December 31, 2018 is as follows:

|                          | BAHT                              |                               |
|--------------------------|-----------------------------------|-------------------------------|
|                          | Consolidated financial statements | Separate financial statements |
| Beginning balance        | (41,271,263.07)                   | (41,271,263.07)               |
| Receive during the year  | 1,306,321.10                      | 1,306,321.10                  |
| Increase during the year | -                                 | -                             |
| Ending balance           | <u>(39,964,941.97)</u>            | <u>(39,964,941.97)</u>        |

## 6. OTHER RECEIVABLES - NET

As of December 31, 2018 and 2017, the Company and its subsidiaries have other receivables as follows:

|   |      | BAHT                              |                      |                               |                      |
|---|------|-----------------------------------|----------------------|-------------------------------|----------------------|
|   |      | Consolidated financial statements |                      | Separate financial statements |                      |
|   | Note | 2018                              | 2017                 | 2018                          | 2017                 |
| <b>Current</b>  |      |                                   |                      |                               |                      |
| Receivable from the sale back shares  | 9    | 466,190,906.00                    | -                    | -                             | -                    |
| Receivable from the transfer project to the subsidiary                            | 32.1 | -                                 | -                    | -                             | 52,291,720.00        |
| Advance due to  | 32.1 | 2,644,431.64                      | 4,569,187.34         | 2,207,292.21                  | 2,985,883.62         |
| Prepaid expenses  | 32.1 | 24,267,467.46                     | 23,296,483.09        | 12,124,034.07                 | 13,728,737.83        |
| Advance payment to contractors  |      | 10,560,191.86                     | 4,240,003.45         | 7,874,445.84                  | 2,998,874.25         |
| Accrued incomes   |      | 1,286,757.50                      | 299,235.53           | 35,952,000.00                 | 9,531,600.00         |
| Accrued interest receivable   | 9    | 5,102,555.26                      | -                    | -                             | -                    |
| Others  |      | 19,594,732.88                     | 15,506,448.03        | 23,171,003.77                 | 8,705,093.29         |
| Total   |      | 529,647,042.60                    | 47,911,357.44        | 81,328,775.89                 | 90,241,908.99        |
| <u>Less</u> Allowance for doubtful accounts                                       |      | (1,893,739.35)                    | (1,893,739.35)       | (1,893,739.35)                | (1,893,739.35)       |
| Current - net   |      | <u>527,753,303.25</u>             | <u>46,017,618.09</u> | <u>79,435,036.54</u>          | <u>88,348,169.64</u> |
| <b>Non-Current</b>  |      |                                   |                      |                               |                      |
| Receivable from the transfer project to the subsidiary                            |      | -                                 | -                    | 52,291,720.00                 | -                    |
| Receivable from the transfer deposit for purchasing investments to the subsidiary | 32.5 | -                                 | -                    | 401,500,000.00                | -                    |
| Non-Current   |      | -                                 | -                    | 453,791,720.00                | -                    |
| Total   |      | <u>527,753,303.25</u>             | <u>46,017,618.09</u> | <u>533,226,756.54</u>         | <u>88,348,169.64</u> |

The movement of allowance for doubtful accounts for the year ended December 31, 2018 is as follows:

|                          | BAHT                              |                               |
|--------------------------|-----------------------------------|-------------------------------|
|                          | Consolidated financial statements | Separate financial statements |
| Beginning balance        | (1,893,739.35)                    | (1,893,739.35)                |
| Increase during the year | -                                 | -                             |
| Ending balance           | <u>(1,893,739.35)</u>             | <u>(1,893,739.35)</u>         |

As of December 31, 2018, receivable from the transfer project to the subsidiary and receivable from the transfer deposit for purchasing investment to the subsidiary were reclassified as non-current asset in the statement of financial position to be consistent with the current situation.

## 7. SHORT-TERM BORROWINGS TO RELATED PARTIES

|   | BAHT                                  |                |                 |
|---|---------------------------------------|----------------|-----------------|
|   | Consolidated financial statements     |                |                 |
|   | Balance as of<br>December 31,<br>2017 | Increase       | Decrease        |
| Joint Venture                                     | 3,200,000.00                          | 420,620,000.00 | (9,700,000.00)  |
| Associate   | 11,210,202.10                         | 4,000,000.00   | (15,210,202.10) |
| Total short-term borrowings                       | 14,410,202.10                         | 424,620,000.00 | (24,910,202.10) |
| Accrued interest receivable                       | 347,459.84                            |                |                 |
| Total short-term borrowings<br>to related parties | 14,757,661.94                         |                |                 |
|   |                                       |                | 414,120,000.00  |
|   |                                       |                | -               |
|   |                                       |                | 414,120,000.00  |
|   |                                       |                | 29,350,312.96   |
|   |                                       |                | 443,470,312.96  |

|   | BAHT                                  |                  |                  |
|---|---------------------------------------|------------------|------------------|
|   | Consolidated financial statements     |                  |                  |
|   | Balance as of<br>December 31,<br>2017 | Increase         | Decrease         |
| Subsidiaries                                      | 1,556,099,970.89                      | 1,759,361,962.48 | (622,087,247.49) |
| Joint Venture                                     | 3,200,000.00                          | 420,620,000.00   | (9,700,000.00)   |
| Associate   | 10,000,000.00                         | 4,000,000.00     | (14,000,000.00)  |
| Total short-term borrowings                       | 1,569,299,970.89                      | 2,183,981,962.48 | (645,787,247.49) |
| Accrued interest receivable                       | 91,902,953.11                         |                  |                  |
| Total short-term borrowings<br>to related parties | 1,661,202,924.00                      |                  |                  |
|   |                                       |                  | 2,693,374,685.88 |
|   |                                       |                  | 414,120,000.00   |
|   |                                       |                  | -                |
|   |                                       |                  | 3,107,494,685.88 |
|   |                                       |                  | 268,256,770.76   |
|   |                                       |                  | 3,375,751,456.64 |

### Loan to subsidiaries

As of December 31, 2018 and 2017 Short-term borrowings to subsidiaries are promissory notes repayable within one year, interest rate of MLR plus 1% p.a. and no collateral.

From January 1, 2019 to the reporting date, the Company had additional loans to several subsidiaries in the total amount of Baht 145.61 million.

### Loan to joint ventures

The Board of Directors' Meeting No. 1/2561 on January 29, 2018 has passed the resolution to provide financial aids as follows;

- Siri Grand Property Co., Ltd. gave a financial loan of not exceeding Baht 265.2 million with the interest rate 7.75% per annum.
- Risland Grand Co., Ltd. gave a financial loan of not exceeding Baht 137.7 million with the interest rate 7.75% per annum.

During the 1<sup>st</sup> quarter year 2018 the Company ("the Lender") signed the Loan Agreement with both the joint venture mentioned above ("the Borrower") in the amount of Baht 402.9 million and set the loan repayment date on the date that the Lender calls for payment. The Borrower accepted to pay the interest to the Lender every 3 months after the Borrower received the loan.

8. INVENTORIES - NET

|   | BAHT                              |                         |                               |                         |
|---|-----------------------------------|-------------------------|-------------------------------|-------------------------|
|   | Consolidated financial statements |                         | Separate financial statements |                         |
|   | 2018                              | 2017                    | 2018                          | 2017                    |
| Condominium units for sales                               | 57,283,151.08                     | 39,963,812.00           | 4,203,956.08                  | 4,203,817.30            |
| Supplies for services                                     | 4,854,116.39                      | 4,890,654.07            | -                             | -                       |
| Real estate development cost                              | 2,171,052,585.45                  | 4,149,858,016.09        | 1,920,608,472.40              | 3,908,026,939.12        |
| Total   | 2,233,189,852.92                  | 4,194,712,482.16        | 1,924,812,428.48              | 3,912,230,756.42        |
| <u>Less</u> Allowance for decline in value of inventories | (6,534,638.68)                    | -                       | (6,534,638.68)                | -                       |
| Inventories-net   | <u>2,226,655,214.24</u>           | <u>4,194,712,482.16</u> | <u>1,918,277,789.80</u>       | <u>3,912,230,756.42</u> |

Movements of the inventories for the year ended December 31, 2018 are as follows:

|  | Note | BAHT                              |                               |
|--|------|-----------------------------------|-------------------------------|
|  |      | Consolidated financial statements | Separate financial statements |
| Balance as of December 31, 2017                                |      | 4,194,712,482.16                  | 3,912,230,756.42              |
| <u>Add</u> Increase in real estate development cost            |      | 206,095,082.72                    | 62,244,098.35                 |
| <u>Add</u> Capitalized interest                                |      | 33,451,044.51                     | 19,932,334.72                 |
| <u>Less</u> Costs transferred to cost of sales during the year |      | (2,054,181,883.14)                | (1,922,707,887.68)            |
| Costs transferred to land held for development                 | 12   | (139,465,203.95)                  | (139,465,203.95)              |
| Costs transferred to investment properties                     | 13   | -                                 | (7,421,669.38)                |
| Costs transferred to property, plant and equipment             |      | (7,421,669.38)                    | -                             |
| Balance as of December 31, 2018                                |      | <u>2,233,189,852.92</u>           | <u>1,924,812,428.48</u>       |

As of December 31, 2018 and 2017, most of the condominium units, land including construction of the Company and its subsidiaries are mortgaged as security for short-term loans from other parties, credit facilities and debentures with other persons, several local banks and several financial institutions as discussed in notes 18, 20 and 22 to the financial statements.

9. OTHER LONG - TERM INVESTMENT

|   | BAHT                              |                |                               |      |
|---|-----------------------------------|----------------|-------------------------------|------|
|   | Consolidated financial statements |                | Separate financial statements |      |
|   | 2018                              | 2017           | 2018                          | 2017 |
| Investment in Wind Energy Holding Co., Ltd. | -                                 | 700,000,400.00 | -                             | -    |

On October 29, 2015, the Board of Directors Meeting No. 12/2558 has resolution to approve Nusa Power Company Limited (“Nusa Power”) to investment in Wind Energy Holding Company Limited (“WEH”) by acquiring WEH’s shares from DD Mart Holding Company Limited (“DD MART”), who currently owns 1,272,728 shares of WEH at par value of Baht 10 per share or 1.17% of WEH’s sold shares Nusa Power acquired the shares at Baht 550 per share for a total of Baht 700 million. For the transaction, the Company has hired UOB KayHain (Thailand) Public Company Limited (“UOBKH”) for the valuation of WEH ordinary shares and determine the appropriateness of the investment by two valuation methods,

1) Market Multiple Method

1.1) Price to Earnings Ratio : Assessed valuation of Baht 643.97 per share

1.2) Enterprise Value to EBITDA Ratio : Assessed valuation of Baht 711.20 per share

2) Discounted Cash flow Method : Assessed valuation of Baht 895.32 per share

If the worst case assumptions that the Board of Directors have asked the consultants to adjust to were to materialize, the price of WEH shares will be Baht 565.14 per share.

On October 29, 2015, Nusa Power (the “Buyer”) has entered into share purchase agreement with DD MART (the “Seller”) to purchase 1,272,728 shares with par value of Baht 10 per share at price of Baht 550 per share for a total value of Baht 700 million with various necessary conditions to prevent risks as stipulated in the agreement.

In case (a) WEH shares are not listed into Thai Stock Exchange within three years from the date of this agreement or (b) the initial public offering price (IPO price) of WEH shares is less than the purchase price as stated in this agreement, the Seller is obliged to purchase all WEH shares from the Buyer at the purchase price (Baht 700 million) plus interest as specified in the agreement. In the meantime, the Buyer is obliged to sell WEH shares and return all dividend or other benefits linked to the shares that have been received or committed plus interest on dividend as specified in the agreement to the Seller. The transaction is set to complete within November 15, 2018 or within 15 days since the date that the Buyer informed to the Seller or within an agreeing time frame that both parties shall agree.

On September 21, 2018, the DD Mart Holding Co., Ltd. (“DD MART”) has issued the intention letter to repurchase shares of Wind Energy Holding Co., Ltd. (“WEH”) in the number of 1,272,728 shares from Nusa Power Co., Ltd. (“Nusa Power”) at the price of Baht 550 per share, totaling of Baht 700,00,400 with the interest rate at 7.5% per annum or equivalent to Baht 157,500,000. As consequence, the total repurchase price with the interest is Baht 857,500,400 by making the payment in 3 installments

NUSA’s Board of Directors Meeting No. 8/2561 held on October 10, 2018 passed the resolution to approve of the sale of shares in WEH to DD MART by authorizing the Executive Committee and/or Chief Executive Officer to negotiate and can change the conditions. But the dates of payments are subject to a period of time which is not later than July 15, 2019.

On October 16, 2018 Nusa Power (“the buyer”) has informed the result of WEH’s share repurchase consideration to DD MART (“the seller”). After discussion, they could reach agreement of payment terms in order to repurchase shares. The repurchase price (calculated as at November 15, 2018) is Baht 867,012,824 divided into 3 installments as follows;

1<sup>st</sup> installment: the amount of Baht 400,000,000 will be paid on November 15, 2018

2<sup>nd</sup> installment: the amount of Baht 246,000,000 together with its interest at MLR rate (Krung Thai Bank) +2%, but not less than 8.5% will be paid within March 15, 2019

3<sup>rd</sup> installment: the amount of Baht 221,012,824 together with its interest at MLR rate (Krung Thai Bank) +2%, but not less than 8.5% will be paid within July 15, 2019

In case that the seller defaults on one of the payments, the others are considered as all default. The seller agrees to pay the principal and its interest at the rate of 21% per annum from the date of default until the complete payment to the buyer. The details of any other terms or conditions were set forth in the supplement agreement to share purchase agreement dated October 29, 2015, which will be signed between the buyer and seller afterwards.

On October 18, 2018, a liquidator of Nusa Power (“the seller”) has signed the share purchase agreement with Nusa One Co., Ltd. (“the buyer”) as the following details;

1. The seller owns 1,272,728 shares of WEH

2. The seller agrees to sell and the buyer agrees to buy the number of 1,272,728 shares at the price of Baht 550 per share, totaling of Baht 700,000,400. The buyer agrees to pay at this price on the date that the seller returned the investment to the buyer as mutually agreed. Although the said investment is not enough, the buyer agrees to pay the seller completely.

3. On the same day that the buyer has paid completely, the seller agrees to transfer WEH shares in the amount specified in Clause No.1 to the buyer immediately and within 15 days from the date of this agreement. The seller agrees to submit a copy of the shareholder register of WEH showing the change of shareholder's name to the buyer. In addition, if there is any expense about the execution of this share purchase agreement, the seller will be responsible.

On October 22, 2018, a liquidator of Nusa Power has informed the registrar of WEH regarding the transfer of 1,272,728 shares of WEH at the price of Baht 10 per share to Nusa One Co., Ltd.

Later on October 29, 2018, DD MART has issued an acknowledgement and intention letter to repurchase shares as stated in the agreement.

Presently, Nusa One Company Limited, who is a major shareholder of Nusa Power Company Limited and holds 99.99% (as described in note to the financial statements No.1.3), is a transferee of all WEH's shares from NUSA POWER and a payee for the said shares to DD MART according to the conditions specified in the share purchase agreement.

Subsequently, on November 5, 2018, Nusa One has entered into the memorandum of agreement with DD MART on the terms and conditions contained below;

1. Unless texts in this memorandum are otherwise defined, both parties will provide words used in this memorandum according to the definition and meaning as set forth in the share purchase agreement.
2. DD MART agrees to pay the said shares together with 7.5% of interest per annum, calculated until November 15, 2018. Therefore, the total amount of payment is Baht 867,012,824 by divided into 3 installments;
  - 1<sup>st</sup> installment: the amount of Baht 400,000,000 will be within November 5, 2018
  - 2<sup>nd</sup> installment: the amount of Baht 259,027,801 which comes from the share price of Baht 246,000,000 together with its interest calculated based on the outstanding share price at MLR rate (Krung Thai Bank) +2% per annum, but not less than 8.5% per annum will be paid within March 15, 2019
  - 3<sup>rd</sup> installment: the remaining amount together with its interest calculated based on the outstanding share price at MLR rate (Krung Thai Bank) +2% per annum, but not less than 8.5% per annum will be paid within July 15, 2019
3. Both parties agree that Nusa One has a duty to transfer the shares to DD MART within 15 days from the date of the complete first payment as specified in clause No.2 ("the Date of Share Transfer")
4. To guarantee payment under this memorandum on the date of share transfer, DD MART agrees to make the following collateral agreement.
  - (1) Share Pledge Agreement  
DD MART provides Miss Nanthida Kittti Issanon to pledge 1,272,728 ordinary shares of WEH to Nusa One Co.,Ltd.
  - (2) Guarantee Agreement  
DD MART gives Miss Nanthida Kittti Issanon to enter into the Guarantee Agreement with Nusa One Co.,Ltd. in order to insure the payment as set forth in this agreement.
5. If DD MART defaults the payment date and conditions as prescribed on clause No.2, it will be deemed that the others are all defaults. As a result, DD MART agrees to pay the outstanding with its interest at the rate of 21% per annum from the date of the default payment until the date of complete payment.

On the same day, Nusa One Co., Ltd. has already received the first payment of Baht 400 million on selling WEH's shares back (compose of received from the share price of Baht 232.99 million and interest of Baht 167.01 million). Subsequently, on November 14, 2018, Nusa One already transferred the WEH's share to DD MART and already made the collateral agreement and conditions as stated in the said memorandum.



## 10. INVESTMENTS IN SUBSIDIARIES

Detail of investments in subsidiaries as presented in separate financial statements as of December 31, 2018 and 2017 are as follows:

|  |                          |        |                               |         | BAHT                    |                         |
|--|--------------------------|--------|-------------------------------|---------|-------------------------|-------------------------|
|  | Million Baht             |        | Separate financial statements |         |                         |                         |
|  | Paid-up<br>share capital |        | Share Holding                 |         | Cost Method             |                         |
|  | 2018                     | 2017   | 2018                          | 2017    | 2018                    | 2017                    |
| <u>Directly owned:</u>                                   |                          |        |                               |         |                         |                         |
| Nusa Legend Siam Co., Ltd.                               | 400.00                   | 400.00 | 99.99%                        | 99.99%  | 399,960,000.00          | 399,960,000.00          |
| Nusa My Ozone Co., Ltd.                                  | 400.00                   | 400.00 | 75.00%                        | 75.00%  | 299,998,000.00          | 299,998,000.00          |
| Nusa Laya Co., Ltd.                                      | 332.50                   | 96.50  | 99.99%                        | 99.99%  | 332,499,700.00          | 96,499,700.00           |
| Nusa State Tower Co., Ltd.                               | 5.00                     | 5.00   | 99.99%                        | 99.99%  | 4,999,700.00            | 4,999,700.00            |
| Nusa One Co., Ltd.                                       | 40.00                    | 40.00  | 99.99%                        | 99.99%  | 39,999,700.00           | 39,999,700.00           |
| Nusa Power Co., Ltd.                                     | -                        | 700.75 | -                             | 99.99%  | -                       | 700,749,700.00          |
| Nusa Pattaya Condominium Co., Ltd.                       | 150.00                   | 150.00 | 99.99%                        | 99.99%  | 149,999,700.00          | 149,999,700.00          |
| Nusa Chivani Phuket Co., Ltd.                            | 50.00                    | 50.00  | 99.99%                        | 99.99%  | 49,999,700.00           | 49,999,700.00           |
| Nusa Laya Condominium Co., Ltd.                          | 145.00                   | 145.00 | 99.99%                        | 99.99%  | 144,999,700.00          | 144,999,700.00          |
| Panacee Group Co., Ltd.                                  | 128.00                   | 128.00 | 99.99%                        | 99.99%  | 127,999,700.00          | 127,999,700.00          |
| (Formerly name Nusa Sriracha Grand<br>Seaview Co., Ltd.) |                          |        |                               |         |                         |                         |
| Nusa Residence Chiangmai Co., Ltd.                       | 18.00                    | 18.00  | 99.99%                        | 99.99%  | 17,999,925.00           | 17,999,925.00           |
| Nusasiri Logistics (BVI) Limited                         | 0.04                     | 0.04   | 100.00%                       | 100.00% | 37,000.00               | 37,000.00               |
| Nusa Sriracha Condotel C Co., Ltd.                       | 328.50                   | 1.25   | 99.99%                        | 99.99%  | 328,494,700.00          | 1,249,925.00            |
| Nusa Maikho Beach Co., Ltd.                              | 1.25                     | 1.25   | 99.99%                        | 99.99%  | <u>1,249,925.00</u>     | <u>1,249,925.00</u>     |
|  |                          |        |                               |         | <u>1,898,237,450.00</u> | <u>2,035,742,375.00</u> |

10.1 The resolution from the Board of Directors Meeting No. 14/2558 held on November 25, 2015. Approved the capital increase in Nusasiri Logistics (BVI) Ltd. of no more than 185 million baht (249.95 million shares at USD 0.02 per share) that is to be gradually paid according to business needs and financial status of the company. As of December 31, 2018, the Company has paid advances for capital increase in Nusasiri Logistics (BVI) Ltd. of Baht 124.32 million. At present under the registered share capital.

10.2 During Quarter 2, 2017, the Company sold its ordinary shares in Nusa Sriracha Condotel Co., Ltd., with details as follows:

On May 29, 2017, the Board of Directors' meeting had approved the transaction to asset disposition of subsidiary "Nusa Sriracha Condotel Co., Ltd." by selling investment in a subsidiary, in proportion of 50% of the registered share capital, which is 3.15 million ordinary shares. The Company will dispose 1.575 million ordinary shares of a subsidiary at a par value of Baht 100 per share to a local company, total trading volume was Baht 175 million or Baht 111.11 per share.

As stated in the share sale agreement of Nusa Sriracha Condotel Co., Ltd. "NSC" dated May 29, 2017, the Company "Seller" and Buyer agreed to enter into share sale agreement. The details are as follows:

- 1) Seller agree to sell Buyers agree to buy ordinary shares in NSC amounting to 1.575 million shares at Baht 111.11 per share in total amount is Baht 175 million.
- 2) Both parties agreed that
  - a) After the transfer of shares, NSC will transfer ownership of 2 plots of land with total area 5-0-69.70 rai, which is the location of Building B and Building A to the Seller and/or other persons designated by the Seller. NSC will share the fees and taxes result from the sale of such land with the Seller by half.
  - b) Central land, which is the location of the sale office, central road and 6 vacant land title deeds, with total area 1-0-22.60 rai, the Seller has the right to the such land of 52.19% and NSC has the right to the such land of 47.81%.
- 3) If the Seller has been paid, the purchase price of the Buyer is correct. However, the Seller is not able to transfer the traded shares as well as fulfill the conditions specified in this contract to the Buyer. Seller agrees to refund all money received to the Buyer together with interest at the rate of saving deposit of Krung Thai Bank Public Company Limited on the date of entering into this contract or the Buyer chooses to sue the Seller for the transfer of the traded shares.

As at the contract date, the Company received payment from the Buyer of Baht 175 million.

And on May 29, 2017, the Company has successfully transferred NSC shares to the Buyer. After the sale, the Company's proportion shareholding decreased from 99.99% to 50%. The decrease in shareholding concluded that it lost control over such subsidiary company. Therefore, the status of investment in NSC changed from investment in subsidiary to investment in joint venture. The Company recognised the sale of investment and changed the status of investment in NSC as follows:

- Deregonise the assets and liabilities of the former subsidiary from the consolidated statement of financial position and
- Recognise the investment retained in the former subsidiary as investment in joint venture at the fair value as at the date the control is lost amounting to Baht 175 million (equivalent to the selling price of 50% interest in the subsidiary). The fair value is recognised as the cost on initial recognition of investment in the joint venture in the consolidated financial statements and
- Recognise the difference arising from the adjustment to fair value amounting to Baht 32.58 million as fair value gain in the consolidated income statement and
- Recognise gain resulting from the sale of investment amounting to Baht 32.58 million in the consolidated income statement.

However as of December 31, 2017, the Company is in the process of reviewing its fair value which will be completed within 12 months from the date on which the investment is recognised as investment in joint venture. If new information is obtained about facts and circumstances that existed at the change of investment status date which would require further adjustment to the values initially recognised, then such adjustments would be recorded when this information becomes available.

For the separated financial statement, the Company recorded the changes in the status the former subsidiary as investment in joint venture with the remaining book value as at the date the control is lost amounting to Baht 157.50 million. And recognised gain resulting from the sale of investment amounting to Baht 17.5 million in the income statement.

10.3 During Quarter 3, 2017, the extraordinary general meeting of shareholders no. 4/2560 of subsidiary (Nusa One Co., Ltd.) on September 28, 2017, had approved the subsidiary to call for the remaining paid up capital for an amount of Baht 3.75 million (50,000 ordinary shares at Baht 75.00 per shares). The Company will be pay for an amount of Baht 3.75 million (49,997 ordinary shares at Baht 75.00 per shares) as a portion of the Company shareholders. And approved the increase registered capital of Baht 35 million (350,000 ordinary shares at Baht 100.00 per shares) from the original registered capital of Baht 5 million to the new registered capital of Baht 40 million by paying share capital in full. The subsidiary already had registered increase capital of Baht 35 million with paid up capital of Baht 38.75 million with the Ministry of Commerce on September 29, 2017.

10.4 As described in Notes to the financial statements No.1.3, the Company has made the agreement to transfer shares from Nusa Power Co., Ltd. to Nusa One Co., Ltd. as on October,10 2018 causing Nusa One Co., Ltd. to hold 99.99% of shares in Nusa Power Co., Ltd. and changed from direct investment to indirect investment in a subsidiary

Later on October 17, 2018, Nusa Power Co., Ltd. have registered a liquidation to the Ministry of Commerce, according to the resolution of Extraordinary Meeting of Shareholders No. 2/2561 held on October 16, 2018 which is currently under the liquidation.

10.5 From October 1, 2018 to the reporting date, the Company has additional invested in the following subsidiary:

1) The resolution of Extraordinary General Meeting of Shareholders No.1/2561 of subsidiary (Nusa Laya Co., Ltd.) held on November 2, 2018 approved the increase registered share capital of total Baht 236 million (ordinary share 2,360,000 shares at Baht 100 per share) to Baht 332.5 million. On November 6, 2018, the Company has to pay the investment amounted Baht 236 million (ordinary share 2,360,000 shares of Baht 100 each). The subsidiary had registered the increase registered share capital and paid up share capital with the Ministry of Commerce on November 12, 2018.

2) The resolution of Extraordinary General Meeting of Shareholders No.1/2561 of subsidiary (Nusa Sriracha Condotel C Co., Ltd.) held on November 2, 2018 approved the registered capital increase of total Baht 323.495 million (ordinary share 3,234,950 shares at Baht 100 per share) to Baht 328.495 million. On November 6, 2018, the Company has to pay the investment amounted Baht 327.245 million (ordinary share 50,000 shares of Baht 75 each and ordinary share 3,234,950 shares of Baht 100 each). At present, the subsidiary had registered the increase registered share capital and paid up share capital with the Ministry of Commerce on November 15, 2018.

11. INVESTMENTS IN ASSOCIATE AND JOINT VENTURES

As of December 31, 2018 and 2017, Investments in associate and joint ventures were as follows:

|   |                            |      |                       |   |               |        | BAHT                              |                |
|---|----------------------------|------|-----------------------|---|---------------|--------|-----------------------------------|----------------|
|   |                            |      |                       |   |               |        | Consolidated financial statements |                |
|   |                            |      | Paid-up share capital |   | Share Holding |        | Equity method                     |                |
| Company's name  | Type of Business           | Note | 2018                  | 2017                                    | 2018          | 2017   | 2018                              | 2017           |
| <u>Associate</u>  |                            |      |                       |   |               |        |                                   |                |
| SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | Condominium<br>development | 10   | -                     | 315 Million Baht                        | -             | 40.00% | -                                 | 135,329,061.51 |
| <u>Joint Ventures</u>   |                            |      |                       |   |               |        |                                   |                |
| N Hotel Co., Ltd.   | Hotel                      |      | 385 Million Baht      | 355 Million Baht                        | 47.50%        | 47.50% | 95,239,095.53                     | 106,420,280.71 |
| Panacee Medical Hong Kong Ltd.  | Wellness                   |      | 6 Million USD         | 10.35 Million HKD<br>(1.33 Million USD) | 91.66%        | 62.48% | 154,032,498.61                    | 27,025,994.34  |
| Siri Grand Property Co., Ltd.   | Real estate<br>development |      | 350 Million Baht      | 113 Million Baht                        | 51.00%        | 51.00% | 147,008,174.00                    | 57,413,247.29  |
| Risland Grand Co., Ltd.   | Real estate<br>development |      | 180 Million Baht      | -                                       | 51.00%        | -      | 91,006,995.67                     | -              |
| Total   |                            |      |                       |   |               |        | 487,286,763.81                    | 326,188,583.85 |

| Company's name  | Type of Business           | Note | Paid-up share capital |   | Share Holding |        | BAHT                          |                       |
|---|----------------------------|------|-----------------------|---|---------------|--------|-------------------------------|-----------------------|
|   |                            |      |                       |   |               |        | Separate financial statements |                       |
|   |                            |      | 2018                  | 2017                                    | 2018          | 2017   | Cost method                   |                       |
|   |                            |      |                       |   |               |        | 2018                          | 2017                  |
| <u>Associate</u>  |                            |      |                       |   |               |        |                               |                       |
| SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | Condominium<br>development | 10   | -                     | 315 Million Baht                        | -             | 40.00% | -                             | 125,999,700.00        |
| <u>Joint Ventures</u>   |                            |      |                       |   |               |        |                               |                       |
| N Hotel Co., Ltd.   | Hotel                      |      | 385 Million Baht      | 355 Million Baht                        | 47.50%        | 47.50% | 124,363,849.00                | 119,613,849.00        |
| Panacee Medical Hong Kong Ltd.  | Wellness                   |      | 6 Million USD         | 10.35 Million HKD<br>(1.33 Million USD) | 91.66%        | 62.48% | 178,856,341.58                | 27,272,421.38         |
| Siri Grand Property Co., Ltd.   | Real estate<br>development |      | 350 Million Baht      | 113 Million Baht                        | 51.00%        | 51.00% | 178,499,970.00                | 57,425,970.00         |
| Risland Grand Co., Ltd.   | Real estate<br>development |      | 180 Million Baht      | -                                       | 51.00%        | -      | 91,800,000.00                 | -                     |
| Total   |                            |      |                       |   |               |        | <u>573,520,160.58</u>         | <u>330,311,940.38</u> |

1) SFC Venture Sriracha Co., Ltd. (Formerly name Nusa Sriracha Condotel Co., Ltd.)

As discussed in note 10.2 to the financial statements, during Quarter 2, 2017, the Company sold a part of ordinary shares in a subsidiary (Nusa Sriracha Condotel Co., Ltd.). After the sale, the Company lost control over such company and changed the status of the investment from investment in subsidiary to investment in joint venture. The Company's proportion shareholding decreased from 99.99% to 50.00%.

The Board of Director meeting No.09/2560 held on October 30, 2017, Board approved the transactions to asset disposition of subsidiary "Nusa Sriracha Condotel Company Limited" by selling investment in subsidiary in proportion of 10% of the registered share capital 3,150,000 ordinary shares or 315,000 ordinary shares at Baht 111.11 per share totaling Baht 35 million. Selling price per share which already sold in Quarter 2, 2017 as described in note 10.2 to the financial statements. Board of director considering that land price and current project are not increasing in value so the selling price should be the same.

On November 21, 2017, the Company reached the Agreement to sell 315,000 shares of Nusa Sriracha Condotel Co., Ltd. ("NSC") with a local company at Baht 35 million and has already received the payment from the buyer as well. The Company has recognized gain on sales of such investment in the consolidated statement of income of Baht 0.89 million (the separated statement of income of Bath 3.5 million). And on the same day, the Company has signed the Shareholder Agreement with a local company by designating the proportion of shareholding in NSC at 40:60; it meant that the Company held 40% of shares and the other party held 60% of shares. Besides, both parties needed to comply with terms and conditions agreeing upon the agreement; as a consequence, this investment has been restructured from investment in joint venture to investment in associate.

The Board of Directors' Meeting No.4/2561 held on April 9, 2018 passed the resolution to approve that the Company could enter into the additional transaction of disposals of capital investment of Nusa Sriracha Condotel Company Limited to a local company by disposing the rest of its investments in the ratio of 40% of the registered capital of 3,150,000 shares or equivalent to 1,260,000 ordinary shares with a trading price Baht 104.77 per share. The total transaction value was Baht 132 million reserved as working capital and enhanced liquidity of the Company.

On April 10, 2018, the Company has reached the Share Purchase Agreement of Nusasiri Sriracha Condotel Co., Ltd. ("NSC") with a local company by selling 1,260,000 shares in the amount of Baht 132 million, and the Company also received the payment on the signing date. In addition, both parties must comply with the terms and conditions as specified in the Agreement. The Company recognised loss resulting from the sale of investment of Bath 1.86 million in the consolidated statement of income for the year ended December 31, 2018 respectively ( the Company only : the Company recognised gain resulting from sale of investment of Baht 6.01 million in the statement of income for the year ended December 31, 2018.)

2) N Hotel Co., Ltd.

On June 13, 14 and July 4, 2016, the Company (Buyer) entered into memorandums of right purchase in an investment and shareholding in N Hotel Co., Ltd. ("N Hotel") and share transfer agreements with two related persons and another person (Sellers). The sellers intended to sell 18.75%, 13.75% and 15% of the total shares of N Hotel amounted to Baht 46.88 million, Baht 34.38 million and Baht 37.50 million respectively. The Buyer paid deposits to the sellers Baht 42.19 million, Baht 25 million and Baht 7 million respectively on the same day of these memorandums and Baht 26.75 million on July 12, 2016. The buyer shall pay the remaining balances when the buyer has audited the financial statements of N Hotel for 2015 with a condition that the total liabilities shall not exceed a certain agreed amount. The buyer and the sellers shall complete the share transfer agreements within 3 months from the date of these memorandums.

In November and December 2016, however, the Buyer and the Seller entered into an additional memorandum to extend the payment of the remaining balance to within December 31, 2016 and within March 31, 2017 respectively.



The above transaction is subject to the resolution of the Board of Directors Meeting No 5/2559 held on June 13, 2016, the board approved the Company to purchase shares from two related persons and another person being shareholders of N Hotel not more than 47.5% and Baht 120 million. The Company appointed T.A. Management Corporation (1999) Co., Ltd. to appraise the land and buildings of N Hotel. The Company measured the purchase price by reference to an appraisal value minus liabilities of N Hotel.

On March 10, 2017, the three sellers agreed to reduce the sell price to be consistent with the liabilities of N Hotel Co., Ltd. exceed the terms specified in the agreement. The Company and the three sellers agreed the new selling price at the total amount Baht 110.11 million, which the Company has already paid partial amount of Baht 106.87 million.

On April 3, 2017, the Company has paid the remaining amount Baht 3.24 million and completed the process of shares transfer by all sellers. At the present, the Company holds 47.5% of total register shared of N Hotel Co., Ltd. "N Hotel". In the same day, N Hotel asking for capital increase for an amount of Baht 20 million (3 million ordinary shares at Baht 6.67 per share) the Company paid for the capital increase by the company portion which is 47.5% or Baht 9.5 million (1.425 million ordinary shares at Baht 6.67 per share). On April 5, 2017, N Hotel had registered for the increase in capital of Baht 30 million and paid up capital of Baht 20 million with the Ministry of Commerce.

Subsequently on February 28, 2018, N Hotel asking for capital increase for an amount of Baht 10 million (3 million ordinary shares at Baht 3.33 per share) the Company paid for the capital increase by the Company portion which is 47.5% or Baht 4.75 million (1.425 million ordinary shares at Baht 3.33 per share), On June 28, 2018, N Hotel had registered for the increase paid up capital with the Ministry of Commerce.

During the current year, the Company completed the process of measuring the fair value of investment in joint venture, found that the purchase price of the investment as to approximate the fair value of the net asset value at the Company's proportion.

### 3) Panacee Medical Hong Kong Limited

During quarter 3, 2017, the Company has invested in ordinary shares in proportion of 56% of the registered share capital 5,600 shares from the excising shareholder of Panacee Medical Hong Kong Limited (PNCH) at price of HKD 1 per share at par value totaling HKD 5,600.

The above transaction is subject to the resolution of the Board of Directors Meeting No. 5/2560 held on May 29, 2017, by approval the transection in proportion of 61% of the registered share.

On October 30, 2017, the Board of Director Meeting No. 9/2560 has approved to increased proportion the acquisition of assets from approved the transaction in proportion of the register share 61% to 78.57% and approved the capital increased in PNCH from the registered capital share amount HKD 10,000 to new registered capital share amount HKD 55,681,819 (USD 7 million) is divided into ordinary share amount 55,681,819 shares at par value HKD 1 per share. After increased capital share, the Company shall be invested in proportion of 78.57% amount HKD 43,749,205 (USD 5.5 million), ordinary share 43,749,205 shares at par value of HKD 1 per share.

On December 12, 2017, the Company paid up the capital increase of HKD 6.46 million (USD 0.84 million). Later on December 30, 2018, PNCH had registered the capital increase.

On April 5, 2018, the Company paid up the capital increase of USD 1.99 million (Baht 64 million). Later on December 30, 2018, PNCH had registered the capital increase.

On August 2, 2018, the Company paid up the capital increase of USD 2.67 million ( Baht 89 million). Later on December 30, 2018, PNCH had registered the capital increase.

On December 24, 2018, the Board of Directors' Meeting No. 10/2018 passed a resolution approving the purchase of 1,393 ordinary shares from the existing shareholders at a price of USD 1 million (approximately Baht 32.52 million, exchange rate as of December 24, 2018), resulting the Company holding in PNCH is increased to 92.50% and 1,000 shares of the repurchased shares are sold to an independent investor at a price of USD 1 million (approximately Baht 32.52 million, exchange rate as of December 24, 2018). And the Company holding in PNCH is reduced to 82.50% of the registered capital. At present, the Company has not entered into a purchase and sale agreement in accordance with the resolution of the Board of Directors Meeting. However, as of December 31, 2018, the independent investor has paid the advance for purchase the said shares of USD 1 million to the Company (equivalent to Baht 33 million).

4) Siri Grand Property Co., Ltd.

Board of Director of subsidiary (Nusa One Co., Ltd.) Meeting No. 3/2560 held on September 12, 2017, the meeting approved to entered to joint venture agreement a local company to established Siri Grand Property Co., Ltd. to jointly invest in property development for sale business, land development and other related to horizontal and vertical real estate development. The subsidiary hold 51 percent of registered capital and local company hold 49 percent of registered capital.

On October 9, 2017, the subsidiary already had invest Baht 50,970 (5,097 ordinary shares at Bath 10.00 per share) in Siri Grand Property Co., Ltd. with paid-up share capital Baht 100,000 which already registered with the Ministry of Commerce on October 16, 2017.

Board of Director meeting No. 9/2560 held on October 30, 2017, Board approved to acquisition the ordinary shares of subsidiary (Nusa One Co., Ltd.) in Siri Grand Property Co., Ltd. for 5,097 ordinary shares at Baht 10 per shares in totaling Baht 50,970, Board also approved to increase its registered share capital Baht 300,000,000 from Baht 100,000 to Baht 300,100,000.

On September 18, 2017 and December 4, 2017, the Company entered into the Joint Venture Agreement and the Supplemental Agreement with a local company to develop the land and established the joint venture companies (Siri Grand Property Co., Ltd. and Risland Grand Co., Ltd.).

On 4 and 22 December 2017, the Company paid an additional capital in a proportion to the shareholding of 51% in the amount of Baht 51 million and Baht 6.38 million respectively (the paid-up ordinary shares of 5.1 million at Baht 10 per share and paid-up ordinary shares of 2.55 million at Baht 2.5 per share respectively). Siri Grand Property Co., Ltd. has registered the capital increase of Baht 100 million and Baht 50 million and paid-up capital of Baht 100 million and Baht 12.5 million with the Ministry of Commerce on December 7, 2017 and January 4, 2018 respectively.

On January 30, 2018, the Company paid an additional capital of Baht 19.13 million (the paid-up ordinary shares of 2.55 million at Baht 7.5 per share). Siri Grand Property Co., Ltd. has registered the paid-up capital of Baht 37.5 million with the Ministry of Commerce on January 31, 2018.

On January 30, 2018, the Company paid an additional capital of Baht 101.95 million in proportion to its shareholding (51%) (the paid-up ordinary shares of 10.195 million at Baht 10 per share). Siri Grand Property Co., Ltd. registered the capital increase and paid-up capital of Baht 199.90 million with the Ministry of Commerce on January 31, 2018.

5) Risland Grand Co., Ltd.

On October 30, 2017, the Board of Directors' Meeting No. 9/2560 has passed the resolution to approve the Company to establish a joint venture with a local company, and registered under the name of Siri Grand Assets Co., Ltd. with a registered capital of Baht 100,000 divided into 10,000 ordinary shares at a par value of Baht 10 each. Furthermore, the Company planned to increase the registered capital from Baht 100,000 to Baht 300,100,000 to invest property development business for sales, land development and others relevant to property development both horizontal and vertical. The Company held 51% of shares and the other party held 49% of shares. Later on the Board of Directors' Meeting No. 1/2561 on January 29, 2018, has approved to change the registered name from Siri Grand Assets Co., Ltd. to Risland Grand Co., Ltd.

Afterwards, on January 10, 2018 and January 30, 2018, the Company has already paid capital of Baht 0.05 million and Baht 91.75 million respectively (0.005 million of ordinary shares at a par value of Baht 10 each and 9.175 million of ordinary shares at a par value of Baht 10 each respectively). On January 15, 2018, Risland Grand Co., Ltd. has registered a registered capital and paid-up capital of Baht 0.10 million with the Ministry of Commerce and on January 31, 2018, the Company has registered a capital increase and paid-up capital of Baht 180 million with the Ministry of Commerce.

## 12. LAND HELD FOR DEVELOPMENT-NET

|   | Note | BAHT                              |                         |                               |                         |
|---|------|-----------------------------------|-------------------------|-------------------------------|-------------------------|
|   |      | Consolidated financial statements |                         | Separate financial statements |                         |
|   |      | 2018                              | 2017                    | 2018                          | 2017                    |
| Land and construction held for development            |      | 2,543,096,243.90                  | 2,571,599,744.70        | 1,856,897,007.92              | 1,833,568,688.26        |
| <u>Less</u> Allowance for decline in value of project |      | (21,274,718.98)                   | -                       | (21,274,718.98)               | -                       |
| Land held for development - Net                       |      | <u>2,521,821,524.92</u>           | <u>2,571,599,744.70</u> | <u>1,835,622,288.94</u>       | <u>1,833,568,688.26</u> |

Movements of land held for development for the year ended December 31, 2018 are as follows:

|  | Note | BAHT                              |                               |
|--|------|-----------------------------------|-------------------------------|
|  |      | Consolidated financial statements | Separate financial statements |
| Balance as of December 31, 2017                                |      | 2,571,599,744.70                  | 1,833,568,688.26              |
| <u>Add</u> Increase during year                                |      | 905,105.62                        | 81,605.62                     |
| <u>Add</u> Costs transferred from inventories                  | 8    | 139,465,203.95                    | 139,465,203.95                |
| <u>Less</u> Costs transferred to property, plant and equipment | 14   | (168,873,810.37)                  | -                             |
| <u>Less</u> Costs transferred to cost of sales during the year |      | -                                 | (116,218,489.91)              |
| Balance as of December 31, 2018                                |      | <u>2,543,096,243.90</u>           | <u>1,856,897,007.92</u>       |

As of December 31, 2018 and 2017, the Company and its subsidiary have some mortgaged land held for development to secure the credit facilities with a financial institution and secure bill of exchanges with lenders as described in note 18, note 20 and note 22 to the financial statements.

13. INVESTMENT PROPERTIES - NET

|                                 | Note | BAHT  |  |  |
|---------------------------------|------|---|--|--|
|                                 |      | Condominium units for rent included improvement | Consolidated financial statements<br>Building for rent | Investment properties in progress<br>Total |
| <u>Cost</u>                     |      |   |  |  |
| As of December 31, 2017         |      | 266,263,360.91                                  | 546,596,511.38   | 814,914,272.29                             |
| Additions                       |      | -   | 372,486.00   | 1,463,351.00                               |
| Transferred from inventories    |      | -   | -  | -  |
| Disposal/write-off              |      | -   | -  | -  |
| As of December 31, 2018         |      | 266,263,360.91                                  | 546,968,997.38   | 816,377,623.29                             |
| <u>Accumulated depreciation</u> |      |   |  |  |
| As of December 31, 2017         |      | (60,558,765.18)                                 | (33,094,809.19)  | (93,653,574.37)                            |
| Depreciation for the year       |      | (6,696,508.61)                                  | (5,740,849.72)   | (12,437,358.33)                            |
| As of December 31, 2018         |      | (67,255,273.79)                                 | (38,835,658.91)  | (106,090,932.70)                           |
| <u>Net Book Value</u>           |      |   |  |  |
| As of December 31, 2017         |      | 205,704,595.73                                  | 513,501,702.19   | 721,260,697.92                             |
| As of December 31, 2018         |      | 199,008,087.12                                  | 508,133,338.47   | 710,286,690.59                             |

| Cost                         | Note | BAHT   |                   |                                   |                  |
|------------------------------|------|--|-------------------|-----------------------------------|------------------|
|                              |      | Separate financial statements  |                   |                                   |                  |
|                              |      | Land and houses for rent and Condominium units for rent included improvement | Building for rent | Investment properties in progress | Total            |
| As of December 31, 2017      |      | 289,180,220.32   | 546,596,511.38    | 2,054,400.00                      | 837,831,131.70   |
| Additions                    |      | 548,896.25   | 372,486.00        | 1,090,865.00                      | 2,012,247.25     |
| Transferred from inventories | 8    | 7,421,669.38   | -                 | -                                 | 7,421,669.38     |
| Disposal/write-off           |      | -  | -                 | -                                 | -                |
| As of December 31, 2018      |      | 297,150,785.95   | 546,968,997.38    | 3,145,265.00                      | 847,265,048.33   |
| Accumulated depreciation     |      |  |                   |                                   |                  |
| As of December 31, 2017      |      | (60,750,017.90)  | (33,094,809.19)   | -                                 | (93,844,827.09)  |
| Depreciation for the year    |      | (7,300,238.31)   | (5,740,849.72)    | -                                 | (13,041,088.03)  |
| As of December 31, 2018      |      | (68,050,256.21)  | (38,835,658.91)   | -                                 | (106,885,915.12) |
| Net Book Value               |      |  |                   |                                   |                  |
| As of December 31, 2017      |      | 228,430,202.42   | 513,501,702.19    | 2,054,400.00                      | 743,986,304.61   |
| As of December 31, 2018      |      | 299,100,529.74   | 508,133,338.47    | 3,145,265.00                      | 740,379,133.21   |

Condominium units for rent and investment properties in progress are mortgaged to secure the credit facilities with a local bank as described in note 20 to the financial statements.

Fair value of investment properties as of December 31, 2018 and 2017 are as follows:

|  | Million Baht                      |        |                               |        |
|--|-----------------------------------|--------|-------------------------------|--------|
|  | Consolidated financial statements |        | Separate financial statements |        |
|  | 2018                              | 2017   | 2018                          | 2017   |
| Land and houses for rent and condominium units for rent included improvement | 407.28                            | 407.28 | 454.04                        | 451.18 |
| Building for rent  | 681.87                            | 541.38 | 681.87                        | 541.38 |
| Total  | 1,089.15                          | 948.66 | 1,135.91                      | 992.56 |

- 1) Fair value of land and houses for rent and condominium units for rent included improvement determined based on the selling price of condominium units of the project and book value of cost of condominium units improvement.
- 2) Fair value of building for rent determined base on valuation performed by an independent valuer, determined based on market approach and income approach in year 2018 and performed by the management of the Company, determined based on income approach in year 2017.

## 14. PROPERTY, PLANT AND EQUIPMENT - NET

|  | BAHT                              |               |   |                |  |                 |                                   |   |                  |
|--|-----------------------------------|---------------|---|----------------|--|-----------------|-----------------------------------|---|------------------|
|  | Consolidated financial statements |               |   |                |  |                 |                                   |   |                  |
|  |                                   | Land          | Fixture, furniture and office equipment | Billboard      | Building and sales office building improvement | Vehicle         | Land and construction in progress | Utensils, glassware, silverware and linen | Total            |
| Cost                                       |                                   |               |   |                |  |                 |                                   |   |                  |
| As of December 31, 2017                    |                                   | 16,383,616.64 | 99,492,552.53                           | 3,923,028.87   | 423,111,972.32                                 | 234,721,819.04  | 2,241,549,929.30                  | -   | 3,019,182,918.70 |
| Additions                                  |                                   | -             | 14,236,270.61                           | -              | 3,376,886.68                                   | 2,800,000.00    | 1,491,678,414.03                  | 1,730,259.57                              | 1,513,821,830.89 |
| Transferred from inventories               | 8                                 | 778,667.66    | -                                       | -              | 6,643,001.72                                   | -               | -                                 | -   | 7,421,669.38     |
| Transferred from land held for development |                                   | -             | -                                       | -              | -  | -               | 168,873,810.37                    | -   | 168,873,810.37   |
| Transferred                                | 12                                | -             | -                                       | -              | 1,478,356.09                                   | -               | (1,478,356.09)                    | -   | -                |
| Disposal/write-off                         |                                   | -             | (978,413.29)                            | -              | -  | -               | -                                 | -   | (978,413.29)     |
| Effect of movements in exchange rates      |                                   | -             | -                                       | -              | -  | (1,103,040.00)  | -                                 | -   | (1,103,040.00)   |
| As of December 31, 2018                    |                                   | 17,162,284.30 | 112,750,409.85                          | 3,923,028.87   | 434,610,216.81                                 | 236,418,779.04  | 3,900,623,797.61                  | 1,730,259.57                              | 4,707,218,776.05 |
| Accumulated depreciation                   |                                   |               |   |                |  |                 |                                   |   |                  |
| As of December 31, 2017                    |                                   | -             | (34,063,869.59)                         | (1,278,449.40) | (26,011,390.93)                                | (36,223,864.08) | -                                 | -   | (97,577,574.00)  |
| Depreciation for the year                  |                                   | -             | (19,531,132.79)                         | (434,323.50)   | (21,282,349.21)                                | (17,210,799.04) | -                                 | -   | (58,458,604.54)  |
| Disposal/write-off                         |                                   | -             | 144,369.44                              | -              | -  | -               | -                                 | -   | 144,369.94       |
| Effect of movements in exchange rates      |                                   | -             | -                                       | -              | -  | 111,254.85      | -                                 | -   | 111,254.85       |
| As of December 31, 2018                    |                                   | -             | (53,450,632.44)                         | (1,712,772.90) | (47,293,740.14)                                | (53,323,408.27) | -                                 | -   | (155,780,553.75) |
| Less Allowance for impairment              | 38.5                              | -             | -                                       | -              | (3,324,775.31)                                 | -               | -                                 | -   | (3,324,775.31)   |
| Net Book Value                             |                                   |               |   |                |  |                 |                                   |   |                  |
| As of December 31, 2017                    |                                   | 16,383,616.64 | 65,428,682.94                           | 2,644,579.47   | 397,100,581.39                                 | 198,497,954.96  | 2,241,549,929.30                  | -   | 2,921,605,344.70 |
| As of December 31, 2018                    |                                   | 17,162,284.30 | 59,299,777.41                           | 2,210,255.97   | 383,991,701.36                                 | 183,095,370.77  | 3,900,623,797.61                  | 1,730,259.57                              | 4,548,113,446.99 |



## BAHT

|                                 | Separate financial statements |   |           |  |                 |                                   |                 |
|---------------------------------|-------------------------------|---|-----------|--|-----------------|-----------------------------------|-----------------|
|                                 | Land                          | Fixture, furniture and office equipment | Billboard | Building and sales office building improvement | Vehicle         | Land and construction in progress | Total           |
| <u>Cost</u>                     |                               |   |           |  |                 |                                   |                 |
| As of December 31, 2017         | 6,595,872.05                  | 23,840,271.15                           | -         | 34,184,433.71                                  | 15,727,478.09   | 93,310,460.61                     | 173,658,515.61  |
| Additions                       | -                             | 1,398,651.14                            | -         | -  | 1,100,000.00    | 535,000.00                        | 3,033,651.14    |
| Transferred from inventories    | -                             | -                                       | -         | -  | -               | -                                 | -               |
| Disposal/write-off              | -                             | -                                       | -         | -  | -               | -                                 | -               |
| As of December 31, 2018         | 6,595,872.05                  | 25,238,922.29                           | -         | 34,184,433.71                                  | 16,827,478.09   | 93,845,460.61                     | 176,692,166.75  |
| <u>Accumulated depreciation</u> |                               |   |           |  |                 |                                   |                 |
| As of December 31, 2017         | -                             | (15,649,501.94)                         | -         | (5,007,008.49)                                 | (8,273,263.16)  | -                                 | (28,929,773.59) |
| Depreciation for the year       | -                             | (2,927,728.09)                          | -         | (2,914,633.26)                                 | (2,426,048.73)  | -                                 | (8,268,410.08)  |
| Disposal/write-off              | -                             | -                                       | -         | -  | -               | -                                 | -               |
| As of December 31, 2018         | -                             | (18,577,230.03)                         | -         | (7,921,641.75)                                 | (10,699,311.89) | -                                 | (37,198,183.67) |
| Less Allowance for impairment   | 38.5                          | -                                       | -         | (3,324,775.31)                                 | -               | -                                 | (3,324,775.31)  |
| <u>Net Book Value</u>           |                               |   |           |  |                 |                                   |                 |
| As of December 31, 2017         | 6,595,872.05                  | 8,190,769.21                            | -         | 29,177,425.22                                  | 7,454,214.93    | 93,310,460.61                     | 144,728,742.02  |
| As of December 31, 2018         | 6,595,872.05                  | 6,661,692.26                            | -         | 22,938,016.65                                  | 6,128,166.20    | 93,845,460.61                     | 136,169,207.77  |

Depreciation charges for the years 2018 and 2017 amounted to Baht 58.46 million and Baht 55.34 million (the Company only: Baht 8.27 million and Baht 8.11 million respectively).

As of December 31, 2018 and 2017, the Company and subsidiary have fully depreciated fixed assets but is still in use in the original cost of Baht 16.39 million and Baht 12.44 million respectively.

As of December 31, 2018 and 2017, Land and construction in progress including capitalized interest cost of Baht 204.71 million and Baht 115.50 million respectively (the Company only:-).

As of December 31, 2018 and 2017, Land including construction of the subsidiaries are mortgaged to secure credit facilities, bill of exchanges and debenture with several financial institutions and lenders as described in note 18, 20, 21, 22 and 36.10 to the financial statements.

15. INTANGIBLE ASSETS - NET

|                                 | BAHT                              |                      |                |
|---------------------------------|-----------------------------------|----------------------|----------------|
|                                 | Consolidated financial statements |                      |                |
|                                 | Computer software                 | Software in progress | Total          |
| <u>Cost</u>                     |                                   |                      |                |
| As of December 31, 2017         | 7,775,657.29                      | 1,178,477.20         | 8,954,134.49   |
| Additions                       | 4,957,604.80                      | 4,923,275.38         | 9,880,880.18   |
| Transfer in (out)               | 1,178,477.20                      | (1,178,477.20)       | -              |
| Disposal/write-off              | (174,748.17)                      | -                    | (174,748.17)   |
| As of December 31, 2018         | 13,736,991.12                     | 4,923,275.38         | 18,660,266.50  |
| <u>Accumulated amortization</u> |                                   |                      |                |
| As of December 31, 2017         | (3,041,412.55)                    | -                    | (3,041,412.55) |
| Amortization for the year       | (1,264,877.00)                    | -                    | (1,264,877.00) |
| Disposal/write-off              | -                                 | -                    | -              |
| As of December 31, 2018         | (4,306,289.55)                    | -                    | (4,306,289.55) |
| <u>0.0Net Book Value</u>        |                                   |                      |                |
| As of December 31, 2017         | 4,734,244.74                      | 1,178,477.20         | 5,912,721.94   |
| As of December 31, 2018         | 9,430,701.57                      | 4,923,275.38         | 14,353,976.95  |

|                                 | BAHT                          |                      |                |
|---------------------------------|-------------------------------|----------------------|----------------|
|                                 | Separate financial statements |                      |                |
|                                 | Computer software             | Software in progress | Total          |
| <u>Cost</u>                     |                               |                      |                |
| As of December 31, 2017         | 6,055,274.54                  | -                    | 6,055,274.54   |
| Additions                       | 571,636.80                    | -                    | 571,636.80     |
| As of December 31, 2018         | 6,626,911.34                  | -                    | 6,626,911.34   |
| <u>Accumulated amortization</u> |                               |                      |                |
| As of December 31, 2017         | (2,744,223.97)                | -                    | (2,744,223.97) |
| Amortization for the year       | (571,684.33)                  | -                    | (571,684.33)   |
| As of December 31, 2018         | (3,315,908.30)                | -                    | (3,315,908.30) |
| <u>Net Book Value</u>           |                               |                      |                |
| As of December 31, 2017         | 3,311,050.57                  | -                    | 3,311,050.57   |
| As of December 31, 2018         | 3,311,003.04                  | -                    | 3,311,003.04   |

16. OTHER PAYABLES

As of December 31, 2018 and 2017, the Company and its subsidiaries have the other payables as follows:

|   | Note          | BAHT                              |                              |                               |                              |
|---|---------------|-----------------------------------|------------------------------|-------------------------------|------------------------------|
|   |               | Consolidated financial statements |                              | Separate financial statements |                              |
|   |               | 2018                              | 2017                         | 2018                          | 2017                         |
| <b>Current</b>                                |               |                                   |                              |                               |                              |
| Advance received from sale of investment      | 11            | 33,000,000.00                     | -                            | 33,000,000.00                 | -                            |
| Advance received from customer                | 32.1          | 299,654,393.57                    | 97,184,745.31                | 120,558,990.75                | 38,231,993.40                |
| Advance received from sale of land            | 32.1 and 32.3 | -                                 | 100,000,000.00               | -                             | 100,000,000.00               |
| Payable from construction and purchase assets |               | 306,688,651.87                    | 68,939,205.18                | 5,451,467.02                  | 14,443,691.81                |
| Accrued expenses                              | 32.1          | 122,917,508.89                    | 107,508,396.82               | 141,549,533.48                | 85,057,392.95                |
| Accrued interest                              |               | 40,879,251.40                     | 36,662,685.26                | 19,080,855.29                 | 27,827,959.98                |
| Others  | 32.1          | 11,594,143.29                     | 9,808,456.99                 | 50,660,284.53                 | 7,326,226.76                 |
|   |               | <u>814,733,949.02</u>             | <u>420,103,489.56</u>        | <u>370,301,131.07</u>         | <u>272,887,264.90</u>        |
| <b>Non-current</b>                            |               |                                   |                              |                               |                              |
| Payable from construction                     |               | 1,017,781,805.17                  | 63,790,767.01                | -                             | -                            |
|   |               | <u>1,017,781,805.17</u>           | <u>63,790,767.01</u>         | <u>-</u>                      | <u>-</u>                     |
| <b>Total</b>                                  |               | <u><u>1,832,515,754.19</u></u>    | <u><u>483,894,256.57</u></u> | <u><u>370,301,131.07</u></u>  | <u><u>272,887,264.90</u></u> |

## 17. SHORT - TERM BORROWINGS FROM RELATED PARTIES

As of December 31, 2018 and 2017, short-term and from relate person and loan from relate parties are promissory notes repayable within on year as follows:

|   | BAHT                                  |                |                  |                                       |
|---|---------------------------------------|----------------|------------------|---------------------------------------|
|   | Consolidated financial statements     |                |                  | Balance as of<br>December 31,<br>2018 |
|   | Balance as of<br>December 31,<br>2017 | Increase       | Decrease         |                                       |
| The related parties                                 | 10,000,000.00                         | 180,580,000.00 | (162,800,000.00) | 27,780,000.00                         |
| Joint Venture                                       | -                                     | 200,000.00     | (200,000.00)     | -                                     |
| Associate   | 2,094.67                              | -              | (2,094.67)       | -                                     |
| Relate person                                       | -                                     | 19,500,000.00  | -                | 19,500,000.00                         |
| Total borrowings                                    | 10,002,094.67                         | 200,280,000.00 | (163,002,094.67) | 47,280,000.00                         |
| Accrued interest                                    | 13,837.79                             |                |                  | 687,141.36                            |
| Total short-term borrowings<br>from related parties | <u>10,015,932.46</u>                  |                |                  | <u>47,967,141.36</u>                  |

|   | BAHT                                  |                |                  |                                       |
|---|---------------------------------------|----------------|------------------|---------------------------------------|
|   | Separate financial statements         |                |                  | Balance as of<br>December 31,<br>2018 |
|   | Balance as of<br>December 31,<br>2017 | Increase       | Decrease         |                                       |
| The subsidiaries                                    | 4,115,121.53                          | 705,799,164.13 | (102,454,302.62) | 607,459,983.04                        |
| The related parties                                 | 10,000,000.00                         | 180,580,000.00 | (162,800,000.00) | 27,780,000.00                         |
| Total borrowings                                    | 14,115,121.53                         | 886,379,164.13 | (265,254,302.62) | 635,239,983.04                        |
| Accrued interest                                    | 4,012,331.30                          |                |                  | 9,183,061.41                          |
| Total short-term borrowings<br>from related parties | <u>18,127,452.83</u>                  |                |                  | <u>644,423,044.45</u>                 |

### Loans from the subsidiary

As of December 31, 2018 and 2017, loans from the subsidiaries are twelve-months promissory notes with, interest rate of 3% and MLR plus 1% p.a. and no collateral.

From January 1, 2019 to the reporting date, the Company had additional loans from 2 subsidiaries in the total amount of Baht 13.40 million.

### Loans from the related party

As of December 31, 2018 and 2017, loans from a related party are promissory notes repayable within one year, interest rate of MLR plus 1% p.a. and no collateral.

Such loans are complies with the conditions of the memorandum for financial support with a related party in the credit facility of Baht 250 million (December 31, 2017: Baht 250 million).

18. SHORT - TERM BORROWINGS FROM OTHER PARTIES

|  | BAHT                              |                       |                               |                       |
|--|-----------------------------------|-----------------------|-------------------------------|-----------------------|
|  | Consolidated financial statements |                       | Separate financial statements |                       |
|  | 2018                              | 2017                  | 2018                          | 2017                  |
| -Bill of exchanges, maturity date within 270 days<br>A Securities Company  | -                                 | 290,000,000.00        | -                             | 290,000,000.00        |
| <u>Less Discount</u>   | -                                 | (6,414,356.34)        | -                             | (6,414,356.34)        |
| <u>Total</u>   | -                                 | 283,585,643.66        | -                             | 283,585,643.66        |
| -Bill of exchanges, maturity date between 2 to 4 months<br>(interest rate of 7.00 to 8.00% p.a. in year 2018 and maturity date between 11 days to 6 months, interest rate 4.40% to 10.00% p.a. in year 2017) |                                   |                       |                               |                       |
| The other parties  | 180,000,000.00                    | 320,000,000.00        | 130,000,000.00                | 260,000,000.00        |
| The other persons  | -                                 | 242,000,000.00        | -                             | 103,000,000.00        |
| <u>Less Discount</u>   | (1,156,528.47)                    | (2,845,311.32)        | (433,698.16)                  | (2,245,982.63)        |
| <u>Total</u>   | 178,843,471.53                    | 559,154,688.68        | 129,566,301.84                | 360,754,017.37        |
| - short - term loans from other Persons  | 51,000,000.00                     | 50,000,000.00         | 51,000,000.00                 | 50,000,000.00         |
| - Accrued interest   | 986,301.49                        | 1,394,333.64          | 986,301.49                    | 846,488.43            |
| <u>Total short - term borrowings from other parties</u>  | <u>230,829,773.02</u>             | <u>894,134,665.98</u> | <u>181,552,603.33</u>         | <u>695,186,149.46</u> |

At the Executive Committee Meeting No.9/2558 held on September 17, 2015, the Board of Directors approved to issue and offer bill of exchanges and debentures not exceeding Baht 3,000 million. In year 2016, the Company issued and offered unsecured and specified bill of exchanges, totaling within Baht 600 million. The bill of exchanges were issued with discount to institutional investors and/or high net worth investors.

On April 20, 2017, the Company has entered into loan agreement with other person for an amount of Baht 50 million. The Company agreed to repayment all amount within 6 months since the Company received full loans. Both parties agreed the interest rate at 6.5% p.a. interest will be pay every 3 months which first payment will be apply on July 26, 2017. Loan guarantee by mortgage land of subsidiary company and 23 units of condominium for sale of the Company. Later, on April 27, 2017, The Company received full amount of loan. Later on October 25, 2017, the Company has entered into the additional annex loan agreement, the Company and lender agreed to extend time to pay interest and principle to lender on April 26, 2018. The Company and the Lender agreed to extend the interest payment period and repayment of principal to the Lender on April 26, 2018. Later on April 25, 2018, the Company and the Lender have entered have entered into the Memorandum of Understanding for the second extension to pay the interest and repay the principal to the Lender on November 26, 2018. The Company agreed to pay the interest of the remaining loan to the Lender at the rate of 6.5% per annum (which is the net amount after the withholding tax) by agreeing to commence the first payment by May 26, 2018 and the next payment by every quarterly until the complete repayment of the principal.

During the first quarter of 2018, the Company reached the several Loan Agreement with other parties amounting to Baht 51 million. The principal repayment will be due on February, 2019 and March 2019 at the interest rate of 6.25% per annum, payable on quarterly basis. Guaranteed by the mortgage of land buildings of two subsidiaries together with the guarantee of a director the Company.

As of December 31, 2018 and 2017, short-term bills of exchange of one subsidiary and three subsidiaries respectively of Baht 50 and Baht 199 million respectively, were guaranteed by the Company.

As of December 31, 2017, some of bills of exchange and short-term loan agreement of the Company guaranteed by mortgage of land and construction on land of two subsidiaries in the amount of Baht 560 million and jointly guaranteed by Nusa My Ozone Co., Ltd. in the amount not exceeding Baht 100 million.

As of December 31, 2018, some of bill of exchange and short-term loan agreement of the Company guaranteed by mortgage of land and construction on land of two subsidiaries in the amount of Baht 190 million.



19. FINANCIAL LEASE OBLIGATIONS - NET

|  | BAHT                              |                        |                               |                       |
|--|-----------------------------------|------------------------|-------------------------------|-----------------------|
|  | Consolidated financial statements |                        | Separate financial statements |                       |
|  | 2018                              | 2017                   | 2018                          | 2017                  |
| Financial lease obligations - vehicle                    | 32,817,265.30                     | 56,491,018.30          | 683,922.00                    | 3,120,258.00          |
| <u>Less</u> Deferred interest                            | <u>(1,231,882.03)</u>             | <u>(3,255,424.47)</u>  | <u>(9,425.02)</u>             | <u>(101,610.45)</u>   |
|  | 31,585,383.27                     | 53,235,593.83          | 674,496.98                    | 3,018,647.55          |
| <u>Less</u> Current portion of finance lease obligations | <u>(21,652,869.48)</u>            | <u>(22,316,769.11)</u> | <u>(674,496.98)</u>           | <u>(2,325,944.98)</u> |
| Finance lease obligations - Net                          | <u>9,932,513.79</u>               | <u>30,918,824.72</u>   | <u>-</u>                      | <u>692,702.57</u>     |

As of December 31, 2018, the Company and subsidiaries has finance lease obligations with the year of payment as follows:

|                                    | BAHT                              |                     |                      |
|------------------------------------|-----------------------------------|---------------------|----------------------|
|                                    | Consolidated financial statements |                     |                      |
|                                    | Principal                         | Deferred interest   | Total                |
| Payment due within 1 year          | 21,652,869.48                     | 1,141,946.61        | 22,794,816.09        |
| Payment due over 1 year to 5 years | 9,932,513.79                      | 89,935.42           | 10,022,449.21        |
| Total                              | <u>31,585,385.27</u>              | <u>1,231,882.03</u> | <u>32,817,265.30</u> |

|                                    | BAHT                          |                   |                   |
|------------------------------------|-------------------------------|-------------------|-------------------|
|                                    | Separate financial statements |                   |                   |
|                                    | Principal                     | Deferred interest | Total             |
| Payment due within 1 year          | 674,496.98                    | 9,425.02          | 683,922.00        |
| Payment due over 1 year to 5 years | -                             | -                 | -                 |
| Total                              | <u>674,496.98</u>             | <u>9,425.02</u>   | <u>683,922.00</u> |

Under the term of lease contracts referred to above, the Company and subsidiaries shall comply with certain conditions and restriction as specified in the said lease contracts.

20. LONG - TERM LOAN FROM FINANCIAL INSTITUTION - NET

|  | BAHT                              |               |                               |               |
|--|-----------------------------------|---------------|-------------------------------|---------------|
|  | Consolidated financial statements |               | Separate financial statements |               |
|  | 2018                              | 2017          | 2018                          | 2017          |
| Loan agreements with the 1 <sup>st</sup> local bank  |                                   |               |                               |               |
| Credit facility totaling Baht 237 million as of December 31, 2018 (December 31, 2017 Baht 329.50 million), repayment within year 2015, the amount to repayment under the proportion of mortgage free of each sold plot at least 75 percent of the selling price in each agreement as follow: |                                   |               |                               |               |
| - Land and construction (the repayment shall be not lower than Baht 1.18 - 2.68 million in each agreement)   |                                   |               |                               |               |
| - Land (the repayment shall be not lower than Baht 18,750 per square wah)  |                                   |               |                               |               |
| On September 25, 2015 and September 26, 2018, the Company entered into the additional amendment agreement with bank, the Company agreed to pay principal and interest within October 2, 2018 and within February 2, 2019 respectively.   |                                   |               |                               |               |
| On January 31, 2019, the Company entered into an additional memorandum of agreement requesting to extend the repayment period to October 2, 2020 by changing the repayment conditions such as  |                                   |               |                               |               |
| - To pay profit (interest) every months  |                                   |               |                               |               |
| - Repayment of principal on a quarterly basis  |                                   |               |                               |               |
| Currently, it is under the consideration of the bank.  | 75,252,117.80                     | 94,067,642.80 | 75,252,117.80                 | 94,067,642.80 |

Loan agreements with the 2<sup>nd</sup> local bank

- Loan no.1 repayment within year 2015, repayment the higher amount between the minimum amount to repayment under the loan agreement and the amount to repayment under the proportion of mortgage free of each sold asset as stipulated in each agreement.

On February 25, 2015, the Company entered into the additional amendment agreement with the bank. The Company agreed to pay principal and interest within February 11, 2019.

On January 31, 2017, the Company was unable to pay the interests and principal under the terms and conditions in memorandum agreement.

On March 27, 2017, the Company has entered additional memorandum agreement with the bank agreed to revised the terms of the payment conditions and the Company agreed to pay interest and principal according to the new conditions within February 2019, and the bank agreed to waive the difference between the default interest rate and the contractual interest rate due to the Company already paid interest and principal under the terms and conditions in memorandum agreement.

## BAHT

|  | Consolidated financial statements |                | Separate financial statements |                |
|--|-----------------------------------|----------------|-------------------------------|----------------|
|  | 2018                              | 2017           | 2018                          | 2017           |
|  | 68,524,000.00                     | 521,342,527.55 | 68,524,000.00                 | 521,342,527.55 |
|  | 301,629,153.04                    | 459,376,016.29 | 301,629,153.04                | 459,376,016.29 |

As of December 31, 2017, the Company was unable to pay the interest and principle under the terms and conditions in memorandum agreement.

On January 25, 2018, the Company has entered additional amendment agreement No.1 the bank agreed to the company will pay a part principal and interest of loan no.1 within January 2018, and agreed to charge the default interest rate at the contractual rate plus 0.05% from the default date until the payment date and revised the terms of the payment conditions of the remaining balance of loan no.1 to another 44 months to be due within October 11, 2022.

On March 31, 2018, the Company was unable to pay the principal and interest under the terms and conditions in memorandum agreement.

- Loan no.2 credit facility totaling Baht 1.208 million, repayment within December 2015, the amount to repayment under the proportion of mortgage free of each sold plot at 80 percent of the selling price of agreement.

On December 18, 2015, the company entered into the additional amendment agreement with the bank. Both parties have agreed to extend the period of repayment to another 36 months to be due within December 20, 2018.

On January 25, 2018, the Company has entered additional amendment agreement No.1 the bank agreed to revised the terms of payment loan no.2 to another 24 months to be due within December 20, 2020.

On March 31, 2018, the Company was unable to pay the principal and interest under the terms and conditions in memorandum agreement.

Later on June 15, 2018, the Company entered into the additional amendment agreement No.2; in the meantime, the bank asked the Company to proceed as follows:

1. From June to the end of September 2018, the Company would provide a mortgage release of a condominium unit at the rate of 90% of the net price under the Sale and Purchase Agreement for Condominium Unit or the Condominium Unit Reservation Contract, and its price was not less than the appraised value. After releasing the mortgage, its money had to be deposited into the account registered business collateral worth Baht 50 million as collateral for repayment of Loan no.1 and Loan no. 2 only.

## BAHT

| Consolidated financial statements |      | Separate financial statements |      |
|-----------------------------------|------|-------------------------------|------|
| 2018                              | 2017 | 2018                          | 2017 |

2. At maturity date (on September 30, 2018 as defined in article 1), the Company will have automatically permitted the Bank to deduct the money from the given account to pay for the principal and interest accrued from January to May 2018. The Bank will also consider to revised the terms of the payment conditions and waive the difference between the default interest rate and the contractual interest rate to the Company if the Company commits to pay the outstanding of Baht 50 million under the said amendment.

On October 9, 2018, the Company entered into the additional memorandum of a loan agreement No.3 with the Bank. And the Bank has asked the Company to proceed as follows;

1. To extend one month of a mortgage release for a condominium unit at the rate of 90% of the net price under the Sale and Purchase Agreement for Condominium Units or the Condominium Unit Reservation Contract, and its price was not less than the appraised value from the original date of September 30, 2018 to October 31, 2018. The money receiving from mortgage release will be additionally deposited into the account registered business collateral worth Baht 100 million. When including the original amount, it will be the total of Baht 150 million, collateral for repayment of loan No.1 and loan No.2.

2. When it reaches a maturity date (October 31, 2018) as specified in Clause No. 1, the Company agrees to allows the bank to deduct money from the given account to pay for the principal at the rate of 89% of the total amount of mortgage-free registered business collateral and the interest accrued from January to September 2018 at the rate of 11% of the total amount of mortgage-free registered business collateral.

Subsequently, on November 6, 2018, the Company has made the additional memorandum of a loan agreement No.4. And the Bank has asked the Company to proceed as follows;

1. The first loan amount has reduced Baht 28.88 million.

2. The second loan amount has reduced Baht 7.34 million.

3. Set accrued interest from the date of default payment until the interest payment in July 2018 at the contractual rate.

4. The Company agreed to pay interest from August 2018 until the unpaid amount of all credit loans at the contractual rate before signing this additional memorandum of a loan agreement.

## BAHT

| Consolidated financial statements |      | Separate financial statements |      |
|-----------------------------------|------|-------------------------------|------|
| 2018                              | 2017 | 2018                          | 2017 |

5. After signing this additional memorandum of a loan agreement, the Company agreed to pay interest of all credit loans on the last working day of every month.
6. When the Company signed this additional memorandum of a loan agreement, the Company agreed to deposit the money from mortgage release to the account registered business collateral to be collateral to the bank for debt repayment allocation respectively.
7. The Company could redeem the collateral and release mortgage of condominium units under the terms of this memorandum.
8. Allow to change a condition of the second loan repayment temporarily.
9. The Company agreed to take the money from the mortgage release to repay for the principal according to debt repayment allocation as specified in the memorandum.
10. The late charge occurred from the date of default payment (as of December 31, 2018) was the total amount of Baht 45,13 million. The bank would waive the charge when the Company completely repaid to the Bank. The management of the Company believes that it could afford such payments. Therefore, it is recognized the contractual rate in the income statement for the year ended December 31, 2018.

Loan agreements with the 3<sup>rd</sup> local bank

- Loan no.1 repayment within year 2015, the amount to repayment under the proportion of mortgage free of each sold condominium at 70 percent of the selling price shall be not lower than Baht 830,000 per unit.

On June 20, 2014, the Company has agreed to Memorandum Annexed to the Loan agreement to repay the principal and interest to the Bank within April 30, 2016 under the debt clearance terms that debt must be cleared from 70 percent of sold price but no less than 36,400 baht per square meters and that debt clearance must be cleared from the value of at least of 50 units per quarter starting from the 2nd Quarter, 2015. In case that the Company is unable to complete debt clearance of 50 units, the Company agrees to pay the remaining balance to fulfill the terms at Baht 1.15 million per unit.

On July 20, 2016, the Company has agreed to Memorandum Annexed to the Loan agreement to repay the loan within October 31, 2016.

## BAHT

|  | Consolidated financial statements |                  | Separate financial statements |                  |
|--|-----------------------------------|------------------|-------------------------------|------------------|
|  | 2018                              | 2017             | 2018                          | 2017             |
| On December 30, 2016, the Company has agreed to Memorandum Annexed to the Loan agreement to repay the principal to the Bank under the debt clearance terms that debt must be cleared from of 85 percent of sold price and the minimum principal repayment under the proportion of mortgage free as stipulated in the Memorandum and to fully pay within June 2018. |                                   |                  |                               |                  |
| On November 14, 2017, the Company has entered restructuring agreement with the bank. The Company agreed to repayment under the proportion of mortgage free of each sold condominium not lower than the amount under the agreement and agreed to extend the period of repayment to another 2 years 2 months to be due within December 2019.                         | 85,175,567.73                     | 170,033,508.73   | 85,175,567.73                 | 170,033,508.73   |
| Loan agreements with a local financial institution   |                                   |                  |                               |                  |
| - Loan no.2 repayment within August 31, 2016, for redeem the mortgage land as collateral shall be repay the principal amount of not lower than Baht 34,000 per square wah  |                                   |                  |                               |                  |
| On August 24, 2016, the Company entered into the additional amendment agreement with financial institution, the Company agreed to pay principal and interest within August 2018. Later on May 24, 2018, the Company had entered into the additional amendment agreement no.3 and agreed to repay the principal and interest to the lender within April 2019.       | 80,000,000.00                     | 80,000,000.00    | 80,000,000.00                 | 80,000,000.00    |
| - Loan no.3 repayment within April 30, 2018. Later on May 24, 2018, the Company had entered into the additional amendment agreement no.2 and agreed to repay the principal and interest to the lender within April 2019.   | 120,000,000.00                    | 120,000,000.00   | 120,000,000.00                | 120,000,000.00   |
| - Loan no.4 repayment within February 2022   | 33,263,655.63                     | 42,506,163.76    | -                             | -                |
|  | 763,844,494.20                    | 1,487,325,859.13 | 730,580,838.57                | 1,444,819,695.37 |
|  | (60,376.15)                       | (1,280,388.55)   | (60,376.15)                   | (1,280,388.55)   |
| Less Deferred cost of financing loans  | 763,784,118.05                    | 1,486,045,470.58 | 730,520,462.42                | 1,443,539,306.82 |
| Total  | (743,565,971.49)                  | (961,437,448.53) | (730,520,462.42)              | (949,971,340.35) |
| Less Current portion   | 20,218,146.56                     | 524,608,022.05   | -                             | 493,567,966.47   |
| Long - term loan from financial institution – Net  |                                   |                  |                               |                  |



### The Company

As of December 31, 2018 and 2017, the Company has obtained the credit facilities from several local banks totaling Baht 948.28 and Baht 1,802.32 million respectively with interest at the rate of MLR to MLR plus 1.00% p.a. The said credit facilities have been secured by land and construction thereon at the present and /or construction on the said land in the future, condominium units and the pledged negotiable certificate of deposit, the guaranteed by 2 related persons and 2 related parties, together with 2 related parties' properties (consist of 4 units of condominium).

Under the loan agreements of the 2<sup>nd</sup> local bank and the 3<sup>rd</sup> local bank, the Company shall comply with various conditions and obligation including the maintenance of financial ratios.

### The Subsidiary

In year 2016, a subsidiary has obtained the credit facilities with a local financial institution totaling Baht 55 million as non-current term loan for repayment of debt to the company with interest at the rate of MLR minus 1.50% p.a. The said credit facilities have been secured by the subsidiary's condominium unit together with the guaranteed by the Company and 2 related persons in the credit facilities not exceed of Baht 55 million and the pledge of negotiable certificate of deposit. Principal with interest payment amounting of Baht 1.1 million per month and term of payment from August 2016 to February 2022.

As of December 31, 2018 and 2017, current portion presented in the minimum amount to repayment under the loan agreements. For the repayment amounts under the proportion of mortgage free of each sold plot are recorded when the repayments are realized.

## 21. LONG - TERM LOAN FROM OTHER PERSONS - NET

|  | BAHT                                 |                        |                                  |          |
|--|--------------------------------------|------------------------|----------------------------------|----------|
|  | Consolidated<br>financial statements |                        | Separate<br>financial statements |          |
|  | 2018                                 | 2017                   | 2018                             | 2017     |
| Long - term loan from other persons          | 310,000,000.00                       | 360,000,000.00         | -                                | -        |
| Accrued interest                             | 9,949,589.08                         | -                      | -                                | -        |
| <u>Less</u> Deferred cost of financing loans | <u>(193,656.31)</u>                  | <u>(1,349,958.90)</u>  | <u>-</u>                         | <u>-</u> |
| Total  | 319,755,932.77                       | 358,650,041.10         | -                                | -        |
| <u>Less</u> Current portion                  | <u>(99,806,343.69)</u>               | <u>(48,927,060.44)</u> | <u>-</u>                         | <u>-</u> |
| Long - term loan from other<br>persons - net | <u>219,949,589.08</u>                | <u>309,722,980.66</u>  | <u>-</u>                         | <u>-</u> |

21.1 On July 31, 2017 and September 12, 2017, the subsidiary (Nusa Legend Siam Co., Ltd.) has entered into loan agreement with two persons for an amount of Baht 160 million and Baht 50 million respectively. The subsidiary has to pay the principle and interest to lender as requested after 3 years since the subsidiary received the loan. Under the conditions, lender must asking for principle and interest by inform subsidiary at least 15 days, the subsidiary has the right to offset principle with any debt from lender. After 1 year from received full amount of loan, the subsidiary also has the right to pay full amount or partial amount of principle without any penalty fees even lender didn't asking for. The subsidiary will pay interest at 6.5% p.a. calculated from the outstanding loan by paying every 6 months. The subsidiary also pays 3.5% p.a. from the outstanding loan by paying 1 time when the subsidiary repays all loan. The collateral for this loan is mortgage land and building of another subsidiary and corporate guarantee by the Company.

The Company and two persons has entered an agreement to selling right to purchase the shares. The Company, who currently owns 99.99% of total shares of Nusa Legend Siam Co., Ltd. intends to grant the right to purchase ordinary share not exceed than 525,000 ordinary shares according from the agreement with two lenders.

21.2 On September 6, 2017, the subsidiary (Nusa My Ozone Co., Ltd.) has entered into the loan agreement with a person amount of Baht 150 million and agrees to pay interest at the rate 9.41% p.a. Interest will pay every month and the principal will pay within 18 months from the date of received full loan. Principal will pay as follows:

1<sup>st</sup> installment Pay amount of Baht 50 million within September 6, 2018

2<sup>nd</sup> installment Pay amount of Baht 100 million within March 6, 2019

This loan guarantee by mortgage land and construction of a subsidiary and corporate guarantee by the Company.

## 22. Debentures

The Company's debentures which are unsecured, specified and unsubordinated are detail as follows:

| <b>Short-term<br/>debenture</b>                        | <b>Interest</b> | <b>Term</b> | <b>Due-date</b> | <b>BAHT</b>  |             |
|--|-----------------|-------------|-----------------|--|-------------|
|  |                 |             |                 | <b>Consolidated financial statements and<br/>Separate financial statements</b> |             |
|  |                 |             |                 | <b>2018</b>  | <b>2017</b> |
| <b>Secured</b>   |                 |             |                 |  |             |
| Short-term   |                 |             |                 |  |             |
| Debentures   | 5.40%           |             |                 |  |             |
| No. 2/2018   | p.a.            | 101 Days    | March 25, 2019  | 60,000,000.00  | -           |
| <u>Less</u> Deferred expense of issuing the debentures |                 |             |                 | (717,881.20)   | -           |
| Short-term debentures-net                              |                 |             |                 | <u>59,282,118.80</u>   | <u>-</u>    |

| Long-term<br>debenture                          | Interest | Term            | Due-date          | BAHT   |                  |
|---|----------|-----------------|-------------------|--|------------------|
|   |          |                 |                   | Consolidated financial statements and<br>Separate financial statements |                  |
|   |          |                 |                   | 2018   | 2017             |
| <b>Unsecured</b>                                |          |                 |                   |  |                  |
| Debentures                                      | 5.60%    |                 |                   |  |                  |
| No. 1/2016                                      | p.a.     | 1 year 9 months | February 12, 2018 | -  | 800,000,000.00   |
|   | Total    |                 |                   | -  | 800,000,000.00   |
| <b>Secured</b>                                  |          |                 |                   |  |                  |
| Debentures                                      | 5.80%    |                 |                   |  |                  |
| No. 1/2017                                      | p.a.     | 1 year 9 months | March 1, 2019     | 674,200,000.00   | 674,200,000.00   |
| Debentures                                      | 5.80%    |                 |                   |  |                  |
| No. 2/2017                                      | p.a.     | 1 year 9 months | August 15, 2019   | 650,000,000.00   | 650,000,000.00   |
| Debenture                                       | 5.60%    |                 |                   |  |                  |
| No. 1/2018                                      | p.a.     | 1 year 3 months | May 1, 2019       | 335,000,000.00   | -                |
| Debenture                                       | 5.80%    | 1 year 9 months | April 23, 2020    |  |                  |
| No. 2/2018                                      | p.a.     | 10 days         |                   | 300,000,000.00   | -                |
|   | Total    |                 |                   | 1,959,200,000.00   | 1,324,200,000.00 |
| Less Deferred expense of issuing the debentures |          |                 |                   | (22,732,945.69)  | (39,089,687.64)  |
|   |          |                 |                   | 1,936,467,054.31   | 2,085,110,312.36 |
| Less Current portion                            |          |                 |                   | (1,645,685,136.82)   | (798,194,487.23) |
| Long-term debentures – net                      |          |                 |                   | 290,781,917.49   | 1,286,915,825.13 |

At the Board of Directors Meeting No.9/2558 held on September 17, 2015, the Board of Directors approved to issue and offer bill of exchanges and debentures not exceeding Baht 3,000 million. In year 2015, the Company issued and offered debentures No.1/2015 of Baht 634 million. Later, on May 2016, the Company issued and offered unsecured debentures No.1/2016, specified and unsubordinated debentures of Baht 800 million to be used for supporting the Company business expanding, and working capital requirement. The maturity period of the debentures is 1 year 9 months, within the redemption date being February 12, 2018. The debenture holders are entitled receive interest at a rate of 5.60% per annum.

The resolution of the Annual General Meeting of Shareholders for the year 2017 held on April 28, 2017, the shareholders approved to issue and offer bill of exchanges and debentures to local investor added amount Baht 3,000 million according to the resolution of the extraordinary general meeting of shareholders No.1/2558 the meeting was held on October 22, 2015, amounting to Baht 3,000 million, total not exceeding Baht 6,000 million. Later, in June 2017, the Company issued and offered secured debenture No.1/2017, specified, unsubordinated debentures and with debenture holders' representative of Baht 674.20 million to be used for repay current outstanding debt, such as bill of exchanges and debentures that are due to be redeemed, used as working capital to expand the business, invest in the development of the Company current projects and new projects. The maturity period of the debentures is 1 year 9 months, within the redemption date being March 1, 2019.

On August 11, 2017 and August 15, 2017, the Company redeemed debentures No.1/2015 with interest totaling Baht 645.65 million.

On November 1, 2017, the Executive Committee Meeting No.14/2560 approved the Company to offer "Nusasiri Public Company Limited's secured debenture No.2/2560, redemption date in year 2019". The Debentures are specified, unsubordinated, secured and has Debenture holder's Representative. Interest rate at fix rate 5.8% p.a. Interest shall be paid every three months throughout the term of the Debentures. The Debenture will offering not exceed 650,000 units totaling not exceed than Baht 650,000,000 at par value of Baht 1,000 per unit. Offering to Institution Investor or High Net worth Investor to be using to expand business, repayment of old debts and working capital for developing current projects and new project. The maturity period of the debentures is 1 year 9 months, within the redemption date being August 15, 2019.

As of December 31, 2017, bank deposit of Baht 450.05 million the Company has reserved for repayment of debentures due redemption in February 2018. Later on February 9, 12, and 23, 2018, the Company redeemed debentures No.1/2016 with interest totaling Baht 809.63 million.

During the year 2018, the Company offered debentures as follow:

1) “Nusasiri Public Company Limited’s secured debenture No.1/2018 redemption date in year 2019”. The Debentures are specified, secured, unsubordinated and has Debenture holder’s Representative. Interest rate at fix rate 5.60% p.a. Interest shall be paid every three months throughout the term of the Debentures. The Debentures will offering not exceed 335,000 units totaling not exceed than Baht 335,000,000 at par value of Baht 1,000 per unit. Offering to Institution Investor or High Net worth Investor to be using to expand business, repayment of old debts and working capital for developing current projects and new project. The Debenture is 1 year 3 months from the issue date, the maturity date May 1, 2019. And on February 1, 2018, the Company receives the payment from issuing the debentures No.1/2018 of Baht 335 million.

2) “Nusasiri Public Company Limited’s secured debenture No.2/2018 redemption date in year 2020”. The Debentures are specified, secured, unsubordinated and has Debenture holder’s Representative. Interest rate at fix rate 5.80% p.a. Interest shall be paid every three months throughout the term of the Debentures. The Debentures will offering not exceed 300,000 units totaling not exceed than Baht 300,000,000 at par value of Baht 1,000 per unit. Offering to Institution Investor or High Net worth Investor to be using to expand business, repayment of old debts and working capital for developing current projects and new project. The Debenture is 1 year 9 months 10 days from the issue date, the maturity date is April 23, 2020. By the term and conditions, the issue holds the ratio of net liabilities to shareholder’s equity not exceed 2.5 : 1. And on July 13, 2018, the Company received money from issuing the debentures No.2/2018 of Baht 300 million.

3) Short-term debentures with name-registered, non-subordinated, secured and their certificate with debenture holders’ representative of Nusasiri Public Company Limited No. 1/2018, due December 14, 2018 with the fixed interest rate of 5.3% per annum. One-time payment on the maturity date of debenture redemption with the number of not exceeding 60,000 units at a par value of Baht 1,000 per unit, totaling amount of not more than Baht 60,000,000 by offering to particular investors, but not more than 10 investors in any four-month period according to the Notification No. TorChor. 17/2561, the purpose is to use as working capital. On September 14, 2018, the Company received Baht 60 million from the issuance of short-term debentures No.1 /2018. Subsequently, on December 14, 2018, the Company issued short-term debentures No.2/2018 of Baht 60 million by redeeming short-term debentures No.1/2018.

4) Short-term debentures with name-registered, non-subordinated, secured and their certificate with debenture holders’ representative of Nusasiri Public Company Limited No. 2/2018, due March 25, 2019 with the fixed interest rate of 5.4% per annum. One-time payment on the maturity date of debenture redemption with the number of not exceeding 60,000 units at a par value of Baht 1,000 per unit, totaling amount of not more than Baht 60,000,000 by offering to particular investors, but not more than 10 investors in any four-month period according to the Notification No. TorChor. 17/2561, the purpose is to use as working capital. On December 14, 2018, the Company issued short-term debentures No.2/2018 of Baht 60 million by redeeming short-term debentures No.1/2018.

As of December 31, 2018 and 2017, secured debentures guaranteed by the mortgage of land and construction of four subsidiaries, land and construction of the Company, land and construction of an other company (which was originally an associate) and land and construction of a related company totaling Baht 2,076.78 million and Baht 1,350 million respectively.

As of December 31, 2018, bank deposit of Baht 300.38 million, the Company has reserved for repayment of debentures due redemption in March 2019. Later on January 22 and 23, 2019, the Company redeemed debentures No.1/2017 with interest totaling Baht 679.88 million.

Subsequently, the Company has offered “Nusasiri Public Company Limited’s secured debenture No.1/2019 redemption date in year 2020”. The Debentures are specified, secured, unsubordinated and has Debenture holder’s Representative. Interest rate at fix rate 6.00% p.a. Interest shall be paid every three months throughout the term of the Debentures. The Debentures will offering not exceed 450,000 units totaling not exceed than Baht 450,000,000 at par value of Baht 1,000 per unit. Offering to Institution Investor or High Net worth Investor to be using to expand business, repayment of old debts and working capital for developing current projects and new project. The Debenture is 1 year 10 months from the issue date, the maturity date is November 18, 2020. By the term and conditions, the issue holds the ratio of net liabilities to shareholder’s equity not exceed 2.5 : 1. And on January 18, 2019, the Company received money from issuing the debentures No.1/2019 of Baht 450 million.

23. EMPLOYEE BENEFIT OBLIGATIONS

Movement in the present value of the employee benefit obligation during the year as follows:

|  | BAHT                              |                     |                               |                     |
|--|-----------------------------------|---------------------|-------------------------------|---------------------|
|  | Consolidated financial statements |                     | Separate financial statements |                     |
|  | 2018                              | 2017                | 2018                          | 2017                |
| Employee benefit obligation at beginning of the year       | 9,132,559.88                      | 7,203,737.00        | 7,644,640.56                  | 6,365,433.00        |
| Benefits paid  | -                                 | -                   | -                             | -                   |
| Current service cost and interest                          | 3,686,096.34                      | 1,928,822.88        | 2,293,727.84                  | 1,279,207.56        |
| Actuarial (gains) losses on defined employee benefit plans | (4,068,065.41)                    | -                   | (3,571,380.12)                | -                   |
| Employee benefit obligation at ending of the year          | <u>8,750,590.81</u>               | <u>9,132,559.88</u> | <u>6,366,988.28</u>           | <u>7,644,640.56</u> |

Expenses recognized in profit or loss for the year ended December 31, 2018 and 2017

|                       | BAHT                              |                     |                               |                     |
|-----------------------|-----------------------------------|---------------------|-------------------------------|---------------------|
|                       | Consolidated financial statements |                     | Separate financial statements |                     |
|                       | 2018                              | 2017                | 2018                          | 2017                |
| Current service costs | 3,437,405.43                      | 1,759,042.88        | 2,089,235.12                  | 1,131,596.56        |
| Interest cost         | 248,690.91                        | 169,780.00          | 204,492.72                    | 147,611.00          |
| Total                 | <u>3,686,096.34</u>               | <u>1,928,822.88</u> | <u>2,293,727.84</u>           | <u>1,279,207.56</u> |

Expenses recognized in the statement of comprehensive income for the year ended December 31, 2018 and 2017

|  | BAHT                              |          |                               |          |
|--|-----------------------------------|----------|-------------------------------|----------|
|  | Consolidated financial statements |          | Separate financial statements |          |
|  | 2018                              | 2017     | 2018                          | 2017     |
| Actuarial (gains) losses on defined employee benefit plans | (4,068,065.41)                    | -        | (3,571,380.12)                | -        |
| Total  | <u>(4,068,065.41)</u>             | <u>-</u> | <u>(3,571,380.12)</u>         | <u>-</u> |

Principal actuarial assumptions as of December 31, 2018 and 2017

|                        | %               |                 |
|------------------------|-----------------|-----------------|
|                        | 2018            | 2017            |
| Discount rate          | 2.92 - 3.19     | 2.81            |
| Salary increase rate   | 4.00 - 6.00     | 5.00            |
| Employee turnover rate | 1.91 - 45.84*   | 2.87 - 34.38*   |
| Mortality rate         | 105 of TMO 17** | 105 of TMO 17** |

\* Based on the weighted average by age groups of employee

\*\* Reference from TMO 17 : Thai Mortality Ordinary Table of 2017

#### Sensitivity analysis of significant actuarial assumptions

Significant actuarial assumptions for sensitivity analysis are discount rate, salary increase rate and mortality, while holding all other assumptions constant. The sensitivity analysis of change in the relevant actuarial assumption that were reasonably possible as of December 31, 2018 as follows:

- If the discount rate increases (decreases) by 1%, the employee benefit obligation in Consolidated financial statements would decrease Baht 0.75 million (increase Baht 0.88 mmillion) and Separate financial statements would decrease Baht 0.49 million (increased Baht 0.56 million).
- If the salary increase rate increases (decreases) by 1%, the employee benefit obligation in Consolidated financial statements would increase Baht 0.81 million (decrease Baht 0.40 million) and Separate financial statements would increase Baht 0.51 million (decrease Baht 0.46 million).
- If the employee rate increases (decreases) by 20%, the employee benefit obligation decrease Baht 0.52 million (increase Baht 0.63 million).

In presenting the above sensitivity analysis, the present value of the employee benefit obligation has been calculated by using the same method that applied in calculating the employee benefit obligation recognized in the statement of financial position.

On December 13, 2018, the National Legislative Assembly approved draft of Labour Protection Act. The main point is increasing the rate of benefit of an employee who has past service 20 years or more from 300 days to 400 days. At the present, the draft is in the process of announcement in the Government Gazette. The management assessed that it will not have material impact on the financial statements when the Act is effective.

#### 24. SHARE CAPITAL / PREMIUM ON ORDINARY SHARES

##### SHARE CAPITAL

Movements in share capital for the year ended December 31, 2018 and 2017 are as follows:

|   |                        | (million shares / in million Baht)                                  |               |               |               |
|---|------------------------|---|---------------|---------------|---------------|
|   |                        | Consolidated financial statements and Separate financial statements |               |               |               |
|   |                        | 2018  |               | 2017          |               |
| Note  | Per Share Value (Baht) | No. of Shares   | Value         | No. of Shares | Value         |
| <b>Authorized share</b>   |                        |   |               |               |               |
| <b>As of January 1</b>  |                        |   |               |               |               |
| <b>Ordinary shares</b>  |                        |   |               |               |               |
| - Reduction of shares   | 24.1, 24.2 and 24.4    | 1.00  | 10,488        | 10,488        | 10,381        |
| - Increase of new shares  | 24.1 and 24.2          | 1.00  | (327)         | (327)         | (1,987)       |
|   |                        | -   | -             | 2,094         | 2,094         |
| <b>As of December 31</b>  |                        |   |               |               |               |
| <b>Ordinary shares</b>  |                        |   |               |               |               |
|   |                        | 1.00  | <u>10,161</u> | <u>10,161</u> | <u>10,488</u> |
| <b>Issued and paid-up share capital</b>                                   |                        |   |               |               |               |
| <b>As of January 1</b>  |                        |   |               |               |               |
| <b>Ordinary shares</b>  |                        |   |               |               |               |
| - Ordinary shares issued for existing shareholders in the rights offering | 24.3                   | 1.00  | 6,947         | 6,947         | 6,947         |
| - Ordinary shares issued from the exercise of warrants                    | 25                     | 1.00  | 694           | 694           | -             |
|   |                        | -   | -             | -             | -             |
| <b>As of December 31</b>  |                        |   |               |               |               |
| <b>Ordinary shares</b>  |                        |   |               |               |               |
|   |                        | 1.00  | <u>7,641</u>  | <u>7,641</u>  | <u>6,947</u>  |



### Premium on ordinary shares

Movements of premium on ordinary shares for the year ended December 31, 2018 and 2017, are as follows:

|  | Note | (in million Baht)  |            |
|--|------|--|------------|
|  |      | Consolidated financial statements<br>and Separate financial statements |            |
| For the year ended December 31   |      | 2018   | 2017       |
| <b>Premium on ordinary shares</b>                                      |      |  |            |
| <b>As of January 1</b>   |      | 357  | 357        |
| Ordinary shares issued for existing shareholders in the right offering | 24.3 | (347)  | -          |
| <b>As of December 31</b>   |      | <u>10</u>  | <u>357</u> |

24.1 At the Annual General Meeting of Shareholder for the year 2017 held on April 28, 2017, the shareholders have the following important resolutions;

- Approval of cancellation of allotment of ordinary shares of 1,296,754,989 shares. To support the capital increase General Mandate of 690,000,000 shares, cancellation of allotment of ordinary shares to the exercise of warrants to purchase common shares of the Company (NUSA-W1) of 606,754,989 shares totaling 1,296,754,989 shares.
- Approval of capital reduction of the Company's registered capital from the original capital of 10,380,717,764 shares the remaining share capital of 9,083,962,775 shares. By the way, cut ordinary shares reserved to support the capital increase by General Mandate of 690,000,000 shares and by the way, cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA-W1) of 606,754,989 shares totaling 1,296,754,989 shares.

The Company had registered with Ministry of Commerce on May 19, 2017.

- Approval of the capital increase in the Company's registered capital of 690,000,000 shares from the authorized capital of the Company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 shares by issuing new ordinary shares of 690,000,000 shares at par value of Baht 1.00 per shares. To support the capital increase by General Mandate.

The Company had registered with Ministry of Commerce on May 22, 2017.

- Approval the allotment of 690,000,000 new ordinary shares at par value of Baht 1 to support the capital increase the General Mandate.

24.2 On December 18, 2017, at the Extraordinary Shareholder Meeting No.1/2560 have the following important resolutions;

- Approve of the cancellation of allotment of ordinary shares of 690,000,000 shares to support the issuance of General Mandate, representing Baht 690,000,000 par value Baht 1 per share.
- Approve of the reduction of the Company's registered capital from the original capital of Baht 9,773,962,775 to Baht 9,083,962,775. By way of cut ordinary shares, reserved to support the issuance of General Mandate support, representing 690,000,000 shares, par value Baht 1 per share, totaling Baht 690,000,000 and approve the amendment of clause 4, of the Company's memorandum of association to reflect the capital decrease.

The Company had registered with Ministry of Commerce on December 28, 2017.

- Approve of the increase the Company's registered capital from the authorized capital of the Company after the share capital reduction in the number of Baht 9,083,962,775 to Baht 10,488,054,292 by issuing new ordinary shares of 1,404,091,517 shares, par value Baht 1 per share and approve the amendment of clause 4, of the Company's memorandum of association to reflect the Capital decrease.

The Company had registered with Ministry of Commerce on December 29, 2017.

- Approve of the amendment of the allotment of 1,404,091,517 of new ordinary shares, par value Baht 1 per share. With the Allotment detail by;
  - The Allotment of ordinary shares of Baht 694,713,412 par value Baht 1 per share to the exist share holder (Right Offering-RO) of the Company detail by;
    - (1) The proportion of the existing shareholder by new shareholder 10:1 (Force any number to round down). Offering price is Baht 0.50 per share.
    - (2) In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder express their intention to subscribe the newly-issued ordinary shares.  
  
If there are remaining shares after such allotment, The Board of Director and / or Executive Committee and / or the CEO and / or executive Committee and/or a person who is The Board of Director or Executive Committee assigned shall again allot the remaining shares assigned for offering to private placement.
    - (3) In case of number of share still remaining form allotment of newly-issued ordinary shares to the existing shareholders proportionate including offering to private placement, the Company will approve to decrease from the registered ordinary capital in The General Meeting of Shareholders for the year 2018.
    - (4) The Company has approved the date for determination of shareholders' entitlement to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on December 26, 2017.
  - Allotment of issuant ordinary capital share divided into 694,713,412 Unit, par value Baht 1 to support the Company's registered issuance of share support of warrant 3rd (NUSA-W3) for exist shareholder who are purchase RO and offering Nusa-W3 by proportion.
  - Allotment of issuant ordinary capital share divided into 2,219,319 shares, for adjustment the right of NUSA-W2, allocate increase ordinary share for 3,866,838 share, for adjustment the right of NUSA-WA and increase ordinary share for 8,578,536 share, for adjustment the right of NUSA-WB by offering NUSA-W3. The total of adjustment will be 14,664,693 share, par value Baht 1 per share.
- Approved the issuance share support of warrant 3rd (NUSA-W3) not over 694,713,412 unit, offering price per unit Baht 0.00 the allotment will be by shareholder proportion.

24.3 The Company has issued and offered the ordinary shares not exceeding 694,713,412 shares at a par value of Baht 1 each to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering). And the allotment of issuant ordinary share proportion is 10 existing ordinary shares to 1 new ordinary share at offering price Baht 0.50 per share. The subscription period was made on January 15 - 19, 2018. The ordinary shares sold 693,939,896 shares at Baht 0.50 per share, the total amount received of Baht 346,969,948. The Company has registered increase paid-up share capital with the Ministry of Commerce on January 26, 2018.

24.4 At the Annual General Meeting of Shareholder for the year 2018 held on April 30, 2018, the shareholder have the following important resolutions;

- Approved the cancellation of the allocation of the Company's new ordinary shares to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares, to the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares, to allocate new ordinary shares to the existing shareholders in the number of 773,516 shares and to certify the exercise right of warrant series 3 (NUSA-W3) in the number of 773,516 shares, totaling 327,143,544 shares at the par value of Bah 1.00 , totaling Baht 327,143,544.
- Approved the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.

The Company had registered with Ministry of Commerce on June 1, 2018.

## 25. WARRANT

### Warrant No. 2 (NUSA-W2)

At the Extraordinary Meeting of Shareholders held on December 8, 2014, the shareholders approved the issuance of warrants to purchase ordinary shares of the Company No. 2 (NUSA-W2) of not more than 359,855,731 units to existing shareholders, shareholders from exercising No. 1 (NUSA-W1) and shareholders from exercising convertible debentures without charge at the rate of 12 ordinary shares to 1 unit of warrant. These warrants are exercisable at one warrant per one ordinary share at Baht 1.00 per share for a period of 3 years from issued date (January 22, 2015).

On February 16, 2015, the Stock Exchange has received warrants to purchase ordinary shares to be allocated to existing shareholders of 287,115,535 shares as listed securities. The warrants can be exercised to purchase ordinary shares of the Company on the last working day of May and November of each year. The first exercise date is on May 29, 2015 and last exercise date is on January 19, 2018.

Movement of warrants to purchase ordinary shares No. 2 (NUSA-W2) of the Company for the year ended December 31, 2018 are as follows:

|  | Unit          |
|--|---------------|
| Unexercised warrants as of January 1, 2018             | 286,948,854   |
| Exercised warrants                                     | (4,737)       |
| Expired warrants                                       | (286,944,117) |
| Number of warrants Outstanding as of December 31, 2018 | -             |

On January 19, 2018, the holders of the Company's warrant held 4,737 units of NUSA-W2 exercised the warrant to purchase 4,737 ordinary shares at Baht 1.00 per share. The exercise ratio was 1 warrant for 1 ordinary share. The Company has registration on the capital increase of Bath 4,737 with the Ministry of Commerce on January 26, 2018.

Later on January 20, 2018, the Warrant No.2 (NUSA-W2) are expired and cancelled from listed securities of the Stock Exchange.

### Warrant (NUSA-WA)

At the Extraordinary Meeting of Shareholders held on December 8, 2014, the shareholders approved the issuance of warrants to purchase ordinary shares of the Company (NUSA-WA) of not more than 2,500,000,000 units, free of charge, to private shareholders according to the resolution of the Extraordinary Meeting of Shareholders No. 1/2557 at ratio of 2 ordinary shares for 1 warrant at the price of Baht 1 per share. These warrants are exercisable at one warrant per one ordinary share at Baht 1.00 per share for a period of 3 years from issued date (April 1, 2015).

According to the resolution of the Board of Directors Meeting 3/2558 held on March 16, 2015, the board has approved the allotment of warrants to purchase the ordinary shares of the Company (NUSA-WA) to private placement of 6 investors which the Company has paid-up share capital of 1,000,000,000 shares at par value of Baht 1.30 per share for a total of Baht 1,300,000,000 shares of 500,000,000 units, free of charge, with the ratio of 2 existing ordinary shares per 1 warrant. These warrants are not securities listed in Stock Exchange and are exercisable at one warrant per one ordinary share at Baht 1.00 per share for a period of 3 years from issued date (April 1, 2015 until March 30, 2018).

The Annual General Meeting of Shareholders for the year 2015 held on April 29, 2015, the shareholders have cancelled warrants to purchase ordinary shares of the Company's (NUSA-WA) of 2,000,000,000 units.

As of December 31, 2018 and 2017, the outstanding balance of Warrant (NUSA-WA) is 500,000,000 units.

#### Warrant (NUSA-WB)

At the Shareholders Meeting held on April 29, 2015, the shareholders approved the issuance of warrant to purchase ordinary shares of the Company (NUSA-WB) of not more than 2,000,000,000 units, free of charge, to private shareholders at ratio of 2 ordinary shares for 1 warrant. These warrants are exercisable at one warrant per one ordinary share at Baht 1 per share for a period of 3 years from issued date (April 1, 2016).

According to the resolution of the Board of Directors Meeting No.2/2559 held on March 18, 2016, the board has approved the allotment of warrants to purchase the ordinary shares of the Company (NUSA-WB) to private placement of 17 investors which the Company has paid-up share capital of 2,500,000,000 shares of 1,250,000,000 units, free of charge, with the ratio of 2 existing ordinary shares per 1 warrant. These warrants are not securities listed in Stock Exchange and are exercisable at one warrant per one ordinary share at Baht 1 per share for a period of 3 years from issued date (April 1, 2016 until March 30, 2019).

As of December 31, 2018 and 2017, the outstanding balance of Warrant (NUSA-WB) is 1,250,000,000 units.

#### Warrant (NUSA-W3)

At the Extraordinary Meeting of Shareholders held on December 18, 2017, the shareholders passed a resolution approving the issuance of up to 694,713,412 units of warrants (NUSA-W3) in a par value of Baht 1 to the existing shareholders in the rights offering at the ratio of 1 newly ordinary share per 1 unit of warrant at the price of Baht 1 per share.

On March 20, 2018, the Stock Exchange has received warrants to purchase ordinary shares of the Company No.3 (NUSA-W3) of 693,939,896 units as listed securities. The warrants can be exercised to purchase ordinary shares of the Company on the last working day of May and November of each year. The first exercise date is on May 31, 2018 and the last exercise date is February 18, 2020.

As of December 31, 2018, the outstanding balance of Warrant (NUSA-W3) is 693,939,896 units.

## 26. LEGAL RESERVE

Under the Public Limited Companies Act., the Company is required to set aside to a legal reserve at least 5% of its net profit after deducting accumulated loss carry forward (if any), until the reserve reaches 10% of its registered share capital. The legal reserve is not available for dividend payment.

## 27. PROVIDENT FUND

The Company and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The fund is monthly contributed to by employees, at the rate of 3.00 - 7.00 percent of their basic salaries, and by the Company and its subsidiaries at the same rate, and will be paid to employees upon termination in accordance with the rules of the fund. The fund is managed by Krung Thai Asset Management Public Company Limited.

The Company contributed to the fund for the year ended December 31, 2018 and 2017, as follows:

|                | BAHT                              |                   |                               |                   |
|----------------|-----------------------------------|-------------------|-------------------------------|-------------------|
|                | Consolidated financial statements |                   | Separate financial statements |                   |
|                | 2018                              | 2017              | 2018                          | 2017              |
| Provident fund | <u>537,408.42</u>                 | <u>479,268.31</u> | <u>369,199.70</u>             | <u>375,329.54</u> |

## 28. EXPENSES BY NATURE

Significant expenses classified by nature for the year ended December 31, 2018 and 2017 are as follows:

|   | BAHT                              |                |                               |                |
|---|-----------------------------------|----------------|-------------------------------|----------------|
|   | Consolidated financial statements |                | Separate financial statements |                |
|   | 2018                              | 2017           | 2018                          | 2017           |
| Changes in real estate development cost of sale | 1,822,057,425.29                  | 718,176,222.09 | 1,840,621,454.61              | 257,001,019.39 |
| Real estate development cost during year        | 232,124,458.12                    | 160,021,703.32 | 82,086,433.07                 | 188,854,299.29 |
| Employee benefit expenses                       | 179,016,037.41                    | 152,762,538.06 | 63,671,404.71                 | 69,925,688.33  |
| Depreciation and amortization                   | 72,162,096.32                     | 77,319,768.62  | 21,881,182.44                 | 30,825,596.19  |
| Rental office and properties                    | 121,706,877.66                    | 84,976,029.58  | -                             | -              |
| Sale promotion                                  | 90,372,053.05                     | 87,788,827.31  | 101,243,519.83                | 50,355,652.61  |
| Specific business tax                           | 45,990,488.00                     | 45,331,541.14  | 39,627,102.00                 | 21,965,824.14  |
| Advertising expenses                            | 29,424,516.98                     | 76,677,230.66  | 16,545,448.91                 | 44,859,350.50  |
| Professional fee                                | 23,429,880.93                     | 13,669,697.99  | 14,217,704.32                 | 10,744,137.61  |
| Impairment losses on assets                     | 44,599,494.29                     | -              | 44,599,494.29                 | -              |

29. DEFERED TAX ASSETS / TAX EXPENSE (TAX INCOME)

Income tax expenses (tax income) for the year ended December 31, 2018 and 2017 are made up as follows:

|   | BAHT                              |                     |                               |                       |
|---|-----------------------------------|---------------------|-------------------------------|-----------------------|
|   | Consolidated financial statements |                     | Separate financial statements |                       |
|   | 2018                              | 2017                | 2018                          | 2017                  |
| <b>Current income tax:</b>  |                                   |                     |                               |                       |
| Corporate income tax for the year                                       | 126,991.07                        | 8,601,935.16        | -                             | -                     |
| <b>Deferred tax:</b>  |                                   |                     |                               |                       |
| Relating to temporary differences and reversal of temporary differences | (4,994,120.23)                    | (2,517,265.02)      | (5,253,012.01)                | (1,190,430.29)        |
| <b>Tax expense (Tax Income) reported in the statements of income</b>    | <u>(4,867,129.16)</u>             | <u>6,084,470.14</u> | <u>(5,253,012.01)</u>         | <u>(1,190,430.29)</u> |

The amounts of income tax relating to each component of other comprehensive income for the year ended December 31, 2018 and 2017 are as follows

|   | BAHT                              |          |                               |          |
|---|-----------------------------------|----------|-------------------------------|----------|
|   | Consolidated financial statements |          | Separate financial statements |          |
|   | 2018                              | 2017     | 2018                          | 2017     |
| Deferred tax relating to gains (losses) on Actuarial gains (losses) on defined employee benefit plans | <u>813,613.08</u>                 | <u>-</u> | <u>714,276.03</u>             | <u>-</u> |

The components of deferred tax assets as of December 31, 2018 and 2017 are as follows:

|                             | BAHT                              |                     |                               |                     |
|-----------------------------|-----------------------------------|---------------------|-------------------------------|---------------------|
|                             | Consolidated financial statements |                     | Separate financial statements |                     |
|                             | 2018                              | 2017                | 2018                          | 2017                |
| <b>Deferred tax assets</b>  |                                   |                     |                               |                     |
| Estimates sale promotion    | 7,506,594.49                      | 3,392,551.60        | 6,881,497.49                  | 2,087,231.04        |
| Employee benefit obligation | 1,750,118.17                      | 1,683,653.91        | 1,273,397.64                  | 1,528,928.11        |
| <b>Total</b>                | <u>9,256,712.66</u>               | <u>5,076,205.51</u> | <u>8,154,895.13</u>           | <u>3,616,159.15</u> |

As of December 31, 2018, the Company has unused tax losses totaling Baht 186.17 (December 31, 2017: Baht 276.41 million). No deferred tax assets have been recognized on these amounts as to the uncertainty of the amount of the unused tax losses to be used.



### 30. LONG - TERM LEASES AGREEMENTS

- 30.1 The Company had entered into office and service long-term lease agreement with a subsidiary commencing from June 1, 2016 to May 31, 2019. The Company is committed to pay fees at the rate specified in the agreements.

Rental and service expenses for the year ended December 31, 2018 and 2017, amounted to Baht 3.35 and Baht 3.35 million respectively are included in determining earnings.

Future minimum rental and service expenses under the above operating leases agreements were as follows:

|   | <u>MILLION BAHT</u> |
|---|---------------------|
| Not later than one year                           | 1.40                |
| Later than one year and not later than five years | -                   |

- 30.2 The subsidiary has entered into leases agreements in office and properties with persons and companies from September 15, 2015 to December 31, 2021. The subsidiary is committed to pay fees at the rate specified in the agreements.

Rental expenses for the year ended December 31, 2018 and 2017, amounted to Baht 121.71 and Baht 84.98 million are included in determining earnings.

Future minimum rentals expenses under the above operating leases agreements were as follows:

|   | <u>MILLION BAHT</u> |
|---|---------------------|
| Not later than one year                           | 108.39              |
| Later than one year and not later than five years | 85.64               |

- 30.3 The Company had entered into sales and marketing service agreements with a subsidiary for three years commencing from May 1, 2016. The company is committed to pay fees at the rate specified in the agreements.

Service expenses for the year ended December 31, 2018 and 2017, amounted to Baht 41.10 and Baht 57.70 million are included in determined earnings.

- 30.4 In October 2016, the Company and a subsidiary had entered into project management agreement with a company for 15 years commencing on the year that project has been operated, with an option to extend for another period of 5 years each. Such company will provide management of company's service apartment and subsidiary's hotel and allow the Company and the subsidiary to use trademark. The Company and the subsidiary shall pay variable fees as stated in the agreements.

In February 2017, the Company and the subsidiary are entering into assignment and novation agreement to assign and novate all of their right and obligations to a subsidiary. The Company and the subsidiary are required to issue corporate guarantee in an amount of Baht 64.2 million each.

And on February 2017, the Company have handover the Company's service apartment project to the said company for management and at the present, the subsidiary is in the process of handover the hotel to the said company for management.

Management fee under the above agreement for the year ended December 31, 2018 and 2017, amounted to Baht 2.44 and 0.74 million are included in determined earnings.

### 31. EARNINGS (LOSS) PER SHARE COMPUTATION

Earnings (loss) per share computation in the consolidated and separate financial statements for the year ended December 31, 2018 and 2017, consisted of:

|  | Basic earnings (loss) per share |                 |                      |                 |
|--|---------------------------------|-----------------|----------------------|-----------------|
|  | Consolidated                    |                 | Separate             |                 |
|  | financial statements            |                 | financial statements |                 |
|  | 2018                            | 2017            | 2018                 | 2017            |
| Profit (loss) attributable to equity holders of the parent (million Baht)  | (221.71)                        | (240.87)        | 23.77                | (83.10)         |
| Adjustment of profit (loss)  | -                               | -               | -                    | -               |
| Profit (loss) for the calculation of earnings (loss) per share (million Baht)                                    | <u>(221.71)</u>                 | <u>(240.87)</u> | <u>23.77</u>         | <u>(83.10)</u>  |
| The weighted average number of ordinary shares outstanding (million shares)                                      | 7,594                           | 6,947           | 7,594                | 6,947           |
| The incremental shares from assumed conversions  |                                 |                 |                      |                 |
| - Warrants (million shares)  | -                               | -               | -                    | -               |
| The weighted average number of ordinary shares for the calculation of earnings (loss) per share (million shares) | <u>7,594</u>                    | <u>6,947</u>    | <u>7,594</u>         | <u>6,947</u>    |
| Earnings (loss) per share (Baht / share)   | <u>(0.0292)</u>                 | <u>(0.0347)</u> | <u>0.0031</u>        | <u>(0.0120)</u> |

Diluted profit (loss) per share for the year ended December 31, 2018 and 2017 not presented because the exercise price of the Company's warrants was higher than the market price of the Company's ordinary shares.

### 32. TRANSACTIONS WITH RELATED PERSON AND PARTIES

32.1 The balance between the Company and its subsidiaries and related person and related parties as of December 31, 2018 and 2017 are as follows:

|  | MILLION BAHT         |              |                      |             |
|--|----------------------|--------------|----------------------|-------------|
|  | Consolidated         |              | Separate             |             |
|  | financial statements |              | financial statements |             |
|  | 2018                 | 2017         | 2018                 | 2017        |
| <b>Trade receivables</b>   |                      |              |                      |             |
| <u>Subsidiary</u>  |                      |              |                      |             |
| - Nusa One Co., Ltd.   | -                    | -            | 1.66                 | 0.51        |
| <u>Joint ventures</u>  |                      |              |                      |             |
| - N Hotel Co., Ltd.  | 0.30                 | -            | -                    | -           |
| <u>Associate</u>   |                      |              |                      |             |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel Co., Ltd.) | -                    | 5.46         | -                    | -           |
| <u>Related parties</u>   |                      |              |                      |             |
| - Jean Life Co., Ltd.  | 0.63                 | 1.65         | 0.63                 | 1.65        |
| - Panacee Madecal Center Co., Ltd.   | 1.64                 | 2.31         | 1.10                 | 2.28        |
| - G.K. Build and design Co., Ltd.  | 0.06                 | 0.06         | 0.06                 | 0.06        |
| - Nusa Playa Hotel & Spa Co., Ltd.   | 0.73                 | 0.13         | -                    | -           |
| - The Kaya Co., Ltd.   | -                    | 1.14         | -                    | 1.14        |
| - D Varee Hotel and Resort Co., Ltd.   | 0.06                 | 0.24         | 0.06                 | 0.24        |
| - Riya Food Group Co., Ltd.  | 0.55                 | 10.83        | 0.55                 | 10.83       |
| - Norwich Bangkok Co., Ltd.  | 0.14                 | -            | -                    | -           |
| - Mr. Shakrit Sirirat  | 0.26                 | 0.26         | 0.26                 | 0.26        |
| - Mr. Wisanu Thepcharoen   | 0.01                 | -            | -                    | -           |
| - Mrs. Siriya Thepcharoen  | 0.73                 | -            | -                    | -           |
| - Mr. Kritsana Thepcharoen   | 0.03                 | -            | -                    | -           |
| Total  | 5.14                 | 22.08        | 4.32                 | 16.97       |
| <u>Less</u> Allowance for doubtful account   | (0.32)               | (8.84)       | (0.32)               | (8.84)      |
| <b>Total Trade receivable - Related parties - Net</b>                                | <b>4.82</b>          | <b>13.24</b> | <b>4.00</b>          | <b>8.13</b> |
| <b>Current Assets - Other receivables</b>  |                      |              |                      |             |
| - Receivable from the transfer project to the subsidiary                             |                      |              |                      |             |
| - Nusa Residence Chiangmai Co., Ltd.   | -                    | -            | -                    | 52.29       |
| - Advance due to   |                      |              |                      |             |
| <u>Related parties</u>   |                      |              |                      |             |
| - Nusasiri Grand Public Co., Ltd.  | 0.29                 | 0.29         | 0.29                 | 0.29        |
| - Ms. Atika Thokaew  | -                    | 0.01         | -                    | -           |
| - Mr. Visanee Thepcharoen  | -                    | 0.47         | -                    | -           |
| - Mr. Vongsakorn Thepcharoen   | 0.13                 | 0.13         | -                    | -           |

|   | MILLION BAHT         |      |                      |      |
|---|----------------------|------|----------------------|------|
|   | Consolidated         |      | Separate             |      |
|   | financial statements |      | financial statements |      |
|   | 2018                 | 2017 | 2018                 | 2017 |
| <b>Current Assets - Other receivables</b>   |                      |      |                      |      |
| - Prepaid expenses  |                      |      |                      |      |
| <u>Related parties</u>  |                      |      |                      |      |
| - Rich Food Management Co., Ltd.  | 0.07                 | 0.07 | -                    | -    |
| - Riya Food Group Co., Ltd.   | 0.25                 | -    | -                    | -    |
| - Mr. Thorn Dhanasukan  | -                    | 0.14 | -                    | 0.14 |
| - Advance Payment to Contractors  |                      |      |                      |      |
| <u>Related parties</u>  |                      |      |                      |      |
| - For Us Design Co., Ltd.   | 0.05                 | -    | -                    | -    |
| - Accrued income  |                      |      |                      |      |
| <u>Subsidiaries</u>   |                      |      |                      |      |
| - Nusa My Ozone Co., Ltd.   | -                    | -    | 15.41                | 5.14 |
| - Nusa State Tower Co., Ltd.  | -                    | -    | 20.54                | 4.11 |
| <u>Related parties</u>  |                      |      |                      |      |
| - Nusa Playa Hotel & Spa Co., Ltd.  | 0.10                 | -    | -                    | -    |
| - Others  |                      |      |                      |      |
| <u>Subsidiaries</u>   |                      |      |                      |      |
| - Nusa My Ozone Co., Ltd.   | -                    | -    | 10.99                | 3.17 |
| - Nusa One Co., Ltd.  | -                    | -    | 1.16                 | 0.22 |
| - Nusa State Tower Co., Ltd.  | -                    | -    | 0.10                 | 4.11 |
| <u>Joint ventures</u>   |                      |      |                      |      |
| - Risland Grand Co., Ltd.   | 0.05                 | -    | 0.05                 | -    |
| - Siri Grand Property Co., Ltd.   | 0.11                 | -    | 0.08                 | -    |
| - Panacee Medical Hongkong limited  | 1.84                 | -    | 1.79                 | -    |
| <u>Associate</u>  |                      |      |                      |      |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel<br>Co., Ltd.) | 0.12                 | 0.26 | 0.12                 | 0.26 |

| MILLION BAHT  |                                      |              |                                  |                 |
|---|--------------------------------------|--------------|----------------------------------|-----------------|
|   | Consolidated<br>financial statements |              | Separate<br>financial statements |                 |
|   | 2018                                 | 2017         | 2018                             | 2017            |
| <b>Current Assets - Other receivables</b>   |                                      |              |                                  |                 |
| <u>Related parties</u>  |                                      |              |                                  |                 |
| - Money Construction 2012 (Thailand) Co., Ltd.  | 0.01                                 | 0.01         | 0.01                             | 0.01            |
| - Luxury Property (Thailand) Co., Ltd.  | 0.05                                 | 0.05         | -                                | -               |
| - Nusa Playa Hotel & Spa Co., Ltd.  | -                                    | 0.31         | -                                | -               |
| - Panacee Madecal Center Co., Ltd.  | 2.85                                 | 0.02         | 2.10                             | -               |
| - Mr. Visanu Thepcharoen  | 0.02                                 | 0.02         | 0.02                             | 0.02            |
| - Mrs. Siriya Thepcharoen   | 0.17                                 | 0.02         | 0.01                             | 0.02            |
| - Mr. Vongsakorn Thipcharen   | 0.20                                 | -            | 0.20                             | -               |
| - Ms. Atika Thokaew   | 0.01                                 | -            | -                                | -               |
| <b>Total Current Assets - Other receivables -<br/>Related parties</b>                   | <b>6.32</b>                          | <b>1.80</b>  | <b>52.87</b>                     | <b>69.78</b>    |
| <b>Short - term borrowings to related parties</b>                                       |                                      |              |                                  |                 |
| <u>Subsidiaries</u>   |                                      |              |                                  |                 |
| - Nusa My Ozone Co., Ltd.   | -                                    | -            | 696.58                           | 478.67          |
| - Nusa Legend Siam Co., Ltd.  | -                                    | -            | 434.75                           | 79.92           |
| - Nusa Laya Co., Ltd.   | -                                    | -            | 1.32                             | 15.37           |
| - Nusa State Tower Co., Ltd.  | -                                    | -            | 0.02                             | 3.29            |
| - Nusa One Co., Ltd.  | -                                    | -            | 865.20                           | 328.37          |
| - Nusa Residence Chiangmai Co., Ltd.  | -                                    | -            | 1.02                             | 0.86            |
| - Nusa Power Co., Ltd.  | -                                    | -            | -                                | 0.53            |
| - Nusrisi Logistics (BVI) Ltd.  | -                                    | -            | 0.60                             | 0.42            |
| - Panacee Group Co., Ltd.<br>(Formerly name Nusa Sriracha Grand<br>Seaview Co., Ltd.)   | -                                    | -            | 588.90                           | 420.87          |
| - Nusa Chivani Phuket Co., Ltd.   | -                                    | -            | 338.04                           | 315.85          |
| - My Ozone Residence Co., Ltd.  | -                                    | -            | 5.45                             | 2.96            |
| - Nusa Sriracha Condotel C Co., Ltd.  | -                                    | -            | 0.01                             | 0.26            |
| - Nusa Laya Condominium Co., Ltd.   | -                                    | -            | 0.39                             | 0.30            |
| <u>Joint ventures</u>   |                                      |              |                                  |                 |
| - N Hotel Co., Ltd.   | 11.91                                | 3.31         | 11.91                            | 3.31            |
| - Siri Grand Property Co., Ltd.   | 284.06                               | -            | 284.06                           | -               |
| - Risland Grand Co., Ltd.   | 147.50                               | -            | 147.50                           | -               |
| <u>Associate</u>  |                                      |              |                                  |                 |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel<br>Co., Ltd.) | -                                    | 11.45        | -                                | 10.22           |
| <b>Total Short - term borrowings to Related<br/>parties</b>                             | <b>443.47</b>                        | <b>14.76</b> | <b>3,375.75</b>                  | <b>1,661.20</b> |

|   | MILLION BAHT                         |               |                                  |               |
|---|--------------------------------------|---------------|----------------------------------|---------------|
|   | Consolidated<br>financial statements |               | Separate<br>financial statements |               |
|   | 2018                                 | 2017          | 2018                             | 2017          |
| <b>Other current assets - Deposit for purchasing land including Construction</b>    |                                      |               |                                  |               |
| <u>Related person</u>   |                                      |               |                                  |               |
| - Ms. Watcharaporn Kraissakdawat  | -                                    | 100.00        | -                                | 100.00        |
| <b>Non-Current Assets - Other receivables</b>                                       |                                      |               |                                  |               |
| - Receivable from the transfer project to the subsidiary                            |                                      |               |                                  |               |
| - Nusa Residence Chiangmai Co., Ltd.  | -                                    | -             | 52.29                            | -             |
| - Receivable from the transfer deposit for purchasing investments to the subsidiary |                                      |               |                                  |               |
| - Panacee Group Co., Ltd.<br>(Formerly name Nusa Sriracha Grand Seaview Co., Ltd.)  | -                                    | -             | 401.50                           | -             |
| <b>Total Non-Current Assets - Other receivables – Related parties</b>               | -                                    | -             | 453.79                           | -             |
| <b>Other non-current assets</b>   |                                      |               |                                  |               |
| - Advances for capital increase in subsidiary                                       |                                      |               |                                  |               |
| <u>Subsidiaries</u>   |                                      |               |                                  |               |
| - Nusarisi Logistics (BVI) Ltd.   | -                                    | -             | 124.32                           | 124.32        |
| - Deposit for purchasing investments  |                                      |               |                                  |               |
| <u>Related persons</u>  |                                      |               |                                  |               |
| - Ms. Watcharaporn Kraissakdawat  | 536.00                               | 138.00        | 536.00                           | 138.00        |
| - Other deposit   |                                      |               |                                  |               |
| <u>Joint ventrue</u>  |                                      |               |                                  |               |
| - N Hotel Co., Ltd.   | 0.29                                 | 0.29          | -                                | -             |
| <u>Relate person and parties</u>  |                                      |               |                                  |               |
| - Panacee Madecal Center Co., Ltd.  | 0.26                                 | 0.26          | 0.26                             | 0.26          |
| - Luxury Property (Thailand) Co., Ltd.  | 0.36                                 | 0.01          | -                                | -             |
| - Nusa Playa Hotel & Spa Co., Ltd.  | -                                    | 2.00          | -                                | -             |
| - Mr. Thorn Dhanasukan  | 0.29                                 | 0.29          | 0.29                             | 0.29          |
| Total Other deposit   | 1.20                                 | 2.85          | 0.55                             | 0.55          |
| <b>Total Other non-current asset - Related parties</b>                              | <b>537.20</b>                        | <b>140.85</b> | <b>660.87</b>                    | <b>262.87</b> |



| MILLION BAHT                                   |                                      |             |                                  |             |
|--|--------------------------------------|-------------|----------------------------------|-------------|
|  | Consolidated<br>financial statements |             | Separate<br>financial statements |             |
|  | 2018                                 | 2017        | 2018                             | 2017        |
| <b>Trade payables</b>                          |                                      |             |                                  |             |
| <u>Related person and parties</u>              |                                      |             |                                  |             |
| - G.K. Build and design Co., Ltd.              | 0.12                                 | 1.61        | 0.12                             | 1.61        |
| - O.L. Group 2013 Co., Ltd.                    | 0.02                                 | 0.02        | 0.02                             | 0.02        |
| - S Gala Import Co., Ltd.                      | -                                    | 0.03        | -                                | 0.03        |
| - ISCG Co., Ltd.                               | -                                    | 0.08        | -                                | 0.08        |
| - Money Construction 2012 (Thailand) Co., Ltd. | -                                    | 0.03        | -                                | 0.03        |
| - Nusa Playa Hotel & Spa Co., Ltd.             | 1.31                                 | 0.15        | -                                | -           |
| - For Us Design Co., Ltd.                      | -                                    | 0.06        | -                                | -           |
| - Luxury Property (Thailand) Co., Ltd.         | 0.37                                 | 0.57        | -                                | 0.03        |
| - Mr. Virasak Sirirat                          | -                                    | 0.22        | -                                | -           |
| - Mr. Sompijitr Chaichanajarak                 | 0.21                                 | -           | -                                | -           |
| Ms. Khongkwan Winthuphan                       | 0.29                                 | -           | -                                | -           |
| <b>Total Trade payable - Related parties</b>   | <b>2.32</b>                          | <b>2.77</b> | <b>0.14</b>                      | <b>1.80</b> |
| <b>Other payables</b>                          |                                      |             |                                  |             |
| - Advance due from                             |                                      |             |                                  |             |
| <u>Joint Ventures</u>                          |                                      |             |                                  |             |
| - Panacee Medical Hongkong limited             | 0.02                                 | 0.02        | 0.02                             | 0.02        |
| <u>Related parties</u>                         |                                      |             |                                  |             |
| - K M P Property Co., Ltd.                     | 0.10                                 | 0.10        | 0.10                             | 0.10        |
| - Riya Food Group Co., Ltd.                    | 0.08                                 | 0.09        | 0.08                             | 0.09        |
| - Mr. Sompijitr Chaichanajarak                 | 0.15                                 | 0.04        | 0.15                             | 0.04        |
| - Mrs. Siriya Thepcharoen                      | 0.35                                 | 0.09        | 0.09                             | 0.09        |
| - Mr. Wisanu Thepcharoen                       | 0.02                                 | 0.02        | 0.02                             | 0.02        |
| - Mr. Visanee Thepcharoen                      | -                                    | 0.04        | -                                | -           |
| - Ms. Vongsakorn Thipcharen                    | 0.09                                 | 0.01        | -                                | -           |
| - Mr. Yuranun Pamornmontri                     | 0.05                                 | 0.06        | -                                | -           |
| - Advance received from customer               |                                      |             |                                  |             |
| <u>Related parties</u>                         |                                      |             |                                  |             |
| - L2N Construction Management Co., Ltd.        | 0.12                                 | 0.12        | 0.12                             | 0.12        |
| - Related Persons                              | 50.89                                | 4.13        | 33.92                            | 1.13        |

|  | MILLION BAHT         |               |                      |               |
|--|----------------------|---------------|----------------------|---------------|
|  | Consolidated         |               | Separate             |               |
|  | financial statements |               | financial statements |               |
|  | 2018                 | 2017          | 2018                 | 2017          |
| <b>Other payables</b>  |                      |               |                      |               |
| - Advance received from sale of land   |                      |               |                      |               |
| <u>Joint Ventures</u>  |                      |               |                      |               |
| - Siri Grand Property Co., Ltd.  | -                    | 100.00        | -                    | 100.00        |
| - Accrued expenses   |                      |               |                      |               |
| <u>Subsidiaries</u>  |                      |               |                      |               |
| - Nusa Legend Siam Co., Ltd.   | -                    | -             | 0.54                 | 0.64          |
| - Nusa One Co., Ltd.   | -                    | -             | 78.05                | 33.11         |
| - Nusa My Ozone Co., Ltd.  | -                    | -             | 23.60                | 5.45          |
| - Nusa State Tower Co., Ltd.   | -                    | -             | 11.43                | -             |
| <u>Associate</u>   |                      |               |                      |               |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel Co., Ltd.) | -                    | 0.09          | -                    | 0.09          |
| - Accrued expenses   |                      |               |                      |               |
| <u>Related parties and persons</u>   |                      |               |                      |               |
| - Nusasiri Grand Public Co., Ltd.  | 2.56                 | 0.21          | 2.56                 | 0.21          |
| - K M P Property Co., Ltd.   | -                    | 3.47          | -                    | 3.47          |
| - Rich Food Management Co., Ltd.   | -                    | 1.73          | -                    | -             |
| - Speed Auto Service Co., Ltd.   | 0.22                 | 0.22          | 0.22                 | 0.22          |
| - Nusa Playa Hotel & Spa Co., Ltd.   | 0.33                 | 1.32          | -                    | -             |
| - D Varee Hotel & Resort Co., Ltd.   | 0.01                 | 0.01          | 0.01                 | 0.01          |
| - Riya Food Group Co., Ltd.  | 1.63                 | 0.88          | 0.86                 | 0.88          |
| - Panacee medical center Co., Ltd.   | -                    | 0.81          | -                    | 0.24          |
| - DNA Clinic Vecharum Co., Ltd.  | 0.07                 | 0.07          | 0.07                 | 0.07          |
| - Ms. Watcharaporn Kraisdawat  | -                    | 0.66          | -                    | -             |
| - Mr. Jeerawat Puttitrisin   | 1.68                 | 1.20          | 1.68                 | 1.20          |
| - Ms. Issaree Jirawatwithtaya  | 2.52                 | 1.80          | 2.52                 | 1.80          |
| - Ms. Kamonporn Kritsana   | -                    | 0.76          | -                    | -             |
| - Mr. Virasak Sirirat  | -                    | 0.40          | -                    | -             |
| - Mr. Wasin Sirirat  | -                    | 0.85          | -                    | -             |
| - Mr. Yuranun Pamornmontri   | 1.83                 | 1.87          | -                    | -             |
| - Mr. Shakrit Sirirat  | -                    | 0.01          | -                    | -             |
| - Mr. Thorn Dhanasukan   | -                    | 0.14          | -                    | 0.14          |
| - Mrs. Siriya Thepcharoen  | -                    | 0.03          | -                    | -             |
| - Mr. Sompijitr Chaichanajarak   | -                    | 0.35          | -                    | -             |
| <b>Total other payables - Related parties</b>  | <b>62.72</b>         | <b>121.60</b> | <b>156.04</b>        | <b>149.14</b> |

| MILLION BAHT  |                                      |              |                                  |              |
|---|--------------------------------------|--------------|----------------------------------|--------------|
|   | Consolidated<br>financial statements |              | Separate<br>financial statements |              |
|   | 2018                                 | 2017         | 2018                             | 2017         |
| <b>Short - term borrowings from related parties</b>                                     |                                      |              |                                  |              |
| <u>Subsidiaries</u>   |                                      |              |                                  |              |
| - Nusa Legend Siam Co., Ltd.  | -                                    | -            | -                                | 2.91         |
| - Nusa Pattaya Condominium Co., Ltd.  | -                                    | -            | 57.28                            | 3.22         |
| - Nusa Maikhao Beach Co., Ltd.  | -                                    | -            | 0.95                             | 0.99         |
| - Nusa State Tower Co., Ltd.  | -                                    | -            | 9.20                             | 0.99         |
| - Nusa Laya Co., Ltd.   | -                                    | -            | 219.21                           | -            |
| - Nusa Sriracha Condotel C Co., Ltd.  | -                                    | -            | 329.51                           | -            |
| <u>Associate</u>  |                                      |              |                                  |              |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha Condotel<br>Co., Ltd.) | -                                    | 0.01         | -                                | 0.01         |
| <u>Related parties</u>  |                                      |              |                                  |              |
| - Nusasiri Grand Public Co., Ltd.   | 28.27                                | 10.00        | 28.27                            | 10.00        |
| - Mrs. Siriya Thepcharoen   | 19.70                                | -            | -                                | -            |
| <b>Total short - term borrowings from related parties</b>                               | <b>47.97</b>                         | <b>10.01</b> | <b>644.42</b>                    | <b>18.12</b> |
| <b>Other current liabilities - Construction retention</b>                               |                                      |              |                                  |              |
| <u>Related parties</u>  |                                      |              |                                  |              |
| - S Gala Import Co., Ltd.   | 0.01                                 | 0.01         | 0.01                             | 0.01         |
| - E.C.T. System Co., Ltd.   | 1.97                                 | 5.77         | 1.97                             | 5.77         |
| - ISCG Co., Ltd.  | 0.04                                 | 0.04         | 0.04                             | 0.04         |
| - E.C.T. International Co., Ltd.  | 0.58                                 | 1.20         | 0.58                             | 1.20         |
| - For Us Design Co., Ltd.   | 1.09                                 | 1.07         | 0.36                             | 0.36         |
| - G.K. Build and design Co., Ltd.   | 0.31                                 | 0.31         | 0.31                             | 0.31         |
| - Money Construction 2012 (Thailand)<br>Co., Ltd.                                       | 3.02                                 | 3.56         | 1.42                             | 1.94         |
| - Luxury Property (Thailand) Co., Ltd.  | 1.20                                 | 1.17         | 0.08                             | 0.06         |
| - E.C.T. Professional Co., Ltd.   | -                                    | 0.01         | -                                | -            |
| <b>Total other current liabilities - Construction retention - Related parties</b>       | <b>8.22</b>                          | <b>13.14</b> | <b>4.77</b>                      | <b>9.69</b>  |

32.2 Transactions with related parties for the year ended December 31, 2018 and 2017 are as follows:

|   | MILLION BAHT                         |      |                                  |       |   |
|---|--------------------------------------|------|----------------------------------|-------|---|
|   | Consolidated<br>financial statements |      | Separate<br>financial statements |       |   |
|   | 2018                                 | 2017 | 2018                             | 2017  | Transfer pricing policy                 |
| <u>The transactions for the year</u>  |                                      |      |                                  |       |   |
| <u>Subsidiaries</u>   |                                      |      |                                  |       |   |
| Revenues from the sale of land  |                                      |      |                                  |       |   |
| - Nusa Legend Siam Co., Ltd.  | -                                    | -    | 116.28                           | -     | at the rate specified in the agreements |
| Revenue from rental income and service  |                                      |      |                                  |       |   |
| - Nusa One Co., Ltd.  | -                                    | -    | 2.04                             | 0.51  | at the rate specified in the agreements |
| - My Ozone Residence Co., Ltd.  | -                                    | -    | -                                | 0.98  | at the rate specified in the agreements |
| Interest income   |                                      |      |                                  |       |   |
| - Nusa My Ozone Co., Ltd.   | -                                    | -    | 38.46                            | 33.65 | Interest rate MLR+1.00% p.a.            |
| - Nusa Legend Siam Co., Ltd.  | -                                    | -    | 16.84                            | 1.33  | Interest rate MLR+1.00% p.a.            |
| - Nusa Laya Co., Ltd.   | -                                    | -    | 1.03                             | 0.73  | Interest rate MLR+1.00% p.a.            |
| - Nusa State Tower Co., Ltd.  | -                                    | -    | 0.02                             | 0.97  | Interest rate MLR+1.00% p.a.            |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | -                                    | -    | -                                | 11.83 | Interest rate MLR+1.00% p.a.            |
| - Nusa One Co., Ltd.  | -                                    | -    | 36.88                            | 20.17 | Interest rate MLR+1.00% p.a.            |
| - Nusa Residence Chiangmai Co., Ltd.  | -                                    | -    | 0.06                             | 0.05  | Interest rate MLR+1.00% p.a.            |
| - Nusa Power Co., Ltd.  | -                                    | -    | 0.03                             | 0.02  | Interest rate MLR+1.00% p.a.            |
| - Nusa Laya Condominium Co., Ltd.   | -                                    | -    | 0.02                             | -     | Interest rate MLR+1.00% p.a.            |
| - My Ozone Residence Co., Ltd.  | -                                    | -    | 0.30                             | 0.04  | Interest rate MLR+1.00% p.a.            |
| - Nusa Chivani Phuket Co., Ltd.   | -                                    | -    | 21.69                            | 21.51 | Interest rate MLR+1.00% p.a.            |
| - Panacee Group Co., Ltd.<br>(Formerly name Nusa Sriracha Grand<br>Seaview Co., Ltd.)   | -                                    | -    | 31.99                            | 28.71 | Interest rate MLR+1.00% p.a.            |
| - Nusasiri Logistics (BVI) Limited  | -                                    | -    | 0.03                             | 0.02  | Interest rate MLR+1.00% p.a.            |
| - Nusa Sriracha Condotel C Co., Ltd.  | -                                    | -    | 0.01                             | -     | Interest rate MLR+1.00% p.a.            |
| Project Management fee  |                                      |      |                                  |       |   |
| - Nusa My Ozone Co., Ltd.   | -                                    | -    | 9.60                             | 18.53 | at the rate specified in the agreements |
| - Nusa State Tower Co., Ltd.  | -                                    | -    | 15.36                            | 14.82 | at the rate specified in the agreements |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | -                                    | -    | -                                | 0.43  | at the rate specified in the agreements |
| Other income  |                                      |      |                                  |       |   |
| - Nusa One Co., Ltd.  | -                                    | -    | 0.05                             | 0.68  | at the rate specified in the agreements |
| - Nusa State Tower Co., Ltd.  | -                                    | -    | 0.10                             | -     | at the rate specified in the agreements |
| - Nusa My Ozone Co., Ltd.   | -                                    | -    | 0.14                             | -     | at the rate specified in the agreements |

|   | MILLION BAHT                         |      |                                  |       |   |
|---|--------------------------------------|------|----------------------------------|-------|---|
|   | Consolidated<br>financial statements |      | Separate<br>financial statements |       |   |
|   | 2018                                 | 2017 | 2018                             | 2017  | Transfer pricing policy                 |
| <u>The transactions for the year</u>            |                                      |      |                                  |       |   |
| <u>Subsidiaries</u>                             |                                      |      |                                  |       |   |
| Selling Expense                                 |                                      |      |                                  |       |   |
| - Nusa One Co., Ltd.                            | -                                    | -    | 69.51                            | 57.70 | at the rate specified in the agreements |
| - Nusa Legend Siam Co., Ltd.                    | -                                    | -    | 0.86                             | 1.28  | at the rate specified in the agreements |
| - Nusa State Tower Co., Ltd.                    | -                                    | -    | 0.43                             | -     | at the rate specified in the agreements |
| Other Expense                                   |                                      |      |                                  |       |   |
| - Nusa One Co., Ltd.                            | -                                    | -    | 3.35                             | 6.39  | at the rate specified in the agreements |
| Interest expenses                               |                                      |      |                                  |       |   |
| - Nusa Legend Siam Co., Ltd.                    | -                                    | -    | 0.04                             | 1.97  | Interest rate MLR+1.00% p.a.            |
| - Nusa State Tower Co., Ltd.                    | -                                    | -    | 1.74                             | 1.48  | Interest rate MLR+1.00% p.a.            |
| - Nusa Pattaya Condominium Co., Ltd.            | -                                    | -    | 2.00                             | 0.23  | Interest rate MLR+1.00% p.a.            |
| - Nusa Laya Condominium Co., Ltd.               | -                                    | -    | -                                | 0.02  | Interest rate MLR+1.00% p.a.            |
| - My Ozone Residence Co., Ltd.                  | -                                    | -    | -                                | 0.07  | Interest rate MLR+1.00% p.a.            |
| - Nusa Laya Co., Ltd.                           | -                                    | -    | 2.33                             | -     | Interest rate MLR+1.00% p.a.            |
| - Nusa Mai Khao beach Co., Ltd.                 | -                                    | -    | 0.03                             | 0.03  | Interest rate 3.00% p.a.                |
| - Nusa Pay Co., Ltd.                            | -                                    | -    | -                                | 0.14  | Interest rate 3.00% p.a.                |
| - Nusa Sriracha Condotel C Co., Ltd.            | -                                    | -    | 1.50                             | -     | Interest rate 3.00% p.a.                |
| <u>Joint Venture</u>                            |                                      |      |                                  |       |   |
| Revenues from the sale of land and construction |                                      |      |                                  |       |   |
| - Siri Grand Property Co., Ltd.                 | 889.68                               | -    | 889.68                           | -     | at the price agreed upon by party       |
| - Risland Grand Co., Ltd.                       | 327.55                               | -    | 327.55                           | -     | at the price agreed upon by party       |
| Revenue from rental income and services         |                                      |      |                                  |       |   |
| - Siri Grand Property Co., Ltd.                 | 0.64                                 | -    | 0.64                             | -     | at the price agreed upon by party       |
| Interest Income                                 |                                      |      |                                  |       |   |
| - N Hotel Co., Ltd.                             | 0.59                                 | 0.11 | 0.59                             | 0.11  | Interest rate MLR+1.00% p.a.            |
| - Siri Grand Property Co., Ltd.                 | 18.86                                | -    | 18.86                            | -     | Interest rate 7.75% p.a.                |
| - Risland Grand Co., Ltd.                       | 9.79                                 | -    | 9.79                             | -     | Interest rate 7.75% p.a.                |
| Other income                                    |                                      |      |                                  |       |   |
| - Siri Grand Property Co., Ltd.                 | 9.81                                 | -    | -                                | -     | at the price agreed upon by party       |

|   | MILLION BAHT         |       |                      |      |  |
|---|----------------------|-------|----------------------|------|--|
|   | Consolidated         |       | Separate             |      |  |
|   | financial statements |       | financial statements |      |  |
|   | 2018                 | 2017  | 2018                 | 2017 | Transfer pricing policy                    |
| <u>The transactions for the year</u>  |                      |       |                      |      |  |
| <u>Associate</u>  |                      |       |                      |      |  |
| Project Management fee  |                      |       |                      |      |  |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | -                    | 0.50  | -                    | 0.50 | at the rate specified in the<br>agreements |
| Interest Income   |                      |       |                      |      |  |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | 0.30                 | 0.22  | 0.26                 | 0.22 | Interest rate MLR+1.00% p.a.               |
| Interest expenses   |                      |       |                      |      |  |
| - SFC Venture Sriracha Co., Ltd.<br>(Formerly name Nusa Sriracha<br>Condotel Co., Ltd.) | -                    | 0.05  | -                    | 0.05 | Interest rate MLR+1.00% p.a.               |
| <u>Related parties</u>  |                      |       |                      |      |  |
| Revenue from rental income and services   |                      |       |                      |      |  |
| - Jean Life Co., Ltd.   | 0.60                 | 0.74  | 0.60                 | 0.74 | not different from the<br>unrelated party  |
| - Panacee Madecal Center Co., Ltd.  | 1.55                 | 1.44  | 1.44                 | 1.44 | not different from the<br>unrelated party  |
| - D Varee Hotel & Resort Co.,Ltd.   | 0.68                 | 0.68  | 0.68                 | 0.68 | not different from the<br>unrelated party  |
| - Riya Food Group Co., Ltd.   | -                    | 1.98  | -                    | 1.98 | not different from the<br>unrelated party  |
| Other Income  |                      |       |                      |      |  |
| - Nusa Playa Hotel & Spa Co., Ltd.  | 0.18                 | 0.68  | -                    | -    | at the rate specified in the<br>agreements |
| Construction cost   |                      |       |                      |      |  |
| - E.C.T. International Co., Ltd.  | -                    | 0.40  | -                    | 0.40 | at the rate specified in the<br>agreements |
| - E.C.T. System Co., Ltd.   | -                    | 0.35  | -                    | 0.35 | at the rate specified in the<br>agreements |
| - For Us Design Co., Ltd  | -                    | 1.12  | -                    | 0.17 | at the price agreed upon by<br>party       |
| - S Gala Import Co., Ltd  | -                    | 0.03  | -                    | 0.03 | at the price agreed upon by<br>party       |
| - Luxury Property (Thailand) Co., Ltd.  | 0.43                 | 15.63 | 0.32                 | 1.84 | at the price agreed upon by<br>party       |
| - Money Construction 2012 (Thailand)<br>Co., Ltd.                                       | 1.42                 | 0.64  | -                    | 0.59 | at the price agreed upon by<br>party       |
| Interest expenses   |                      |       |                      |      |  |
| - Nusasiri Grand Public Co., Ltd.   | 0.64                 | 0.20  | 0.64                 | 0.20 | Interest rate MLR+1.00% p.a.               |
| Other expenses  |                      |       |                      |      |  |
| - Luxury Property (Thailand) Co., Ltd.  | 0.01                 | -     | -                    | -    | not different from the<br>unrelated party  |



|                                      | MILLION BAHT         |      |                      |      |   |
|--------------------------------------|----------------------|------|----------------------|------|---|
|                                      | Consolidated         |      | Separate             |      |   |
|                                      | financial statements |      | financial statements |      |   |
|                                      | 2018                 | 2017 | 2018                 | 2017 | Transfer pricing policy                 |
| <u>The transactions for the year</u> |                      |      |                      |      |   |
| <u>Related persons</u>               |                      |      |                      |      |   |
| Other Expenses                       |                      |      |                      |      |   |
| - Mr. Jeerawat Puttitrisin           | 0.48                 | 0.48 | 0.48                 | 0.48 | at the rate specified in the agreements |
| - Ms. Issaree Jirawatwithtaya        | 0.72                 | 0.72 | 0.72                 | 0.72 | at the rate specified in the agreements |
| - Mr.Thorn Dhanasukan                | 0.32                 | 1.82 | 0.32                 | 1.82 | at the rate specified in the agreements |
| - Ms. Primrata Tiyajinda             | -                    | 1.48 | -                    | 1.48 | at the rate specified in the agreements |
| - Mr. Sompijitr Chaichanajarak       | 0.50                 | -    | 0.50                 | -    | at the price agreed upon by party       |
| - Mr. Wisanu Thepcharoen             | 0.36                 | -    | 0.36                 | -    | at the price agreed upon by party       |
| - Mrs. Siriya Thepcharoen            | 0.16                 | -    | 0.16                 | -    | at the price agreed upon by party       |

### 32.3 Sales project to Joint venture

Board of Directors Meeting No. 9/2560 held on October 30, 2017, the meeting had approved to the transaction to sales land and assets in project Rama 2 phase 2 and phase 3 to Joint venture company which the Company holds 51 percent of all shares and the other local company holds 49 percent of all shares. The selling price refer from cost as of June 30, 2017 which is Baht 1,188.40 million plus interest which occurs until the date of transfer land and assets.

On December 4, 2017, the Company entered in to agreements with joint venture company on land sale agreement and assets agreement at Baht 872 million and Bath 327.55 million respectively, the Company received deposit from buyer Baht 100 million.

On January 30, 2018, the Company enter into contract agreement with 2 joint ventures to adjust the selling price on land sale and assets sale shall be totaling of Baht 1,217 million.

On February 1, 2018, the Company received the remaining amount of Baht 1,117 million from 2 joint ventures and has already registered transfer land and assets to both joint ventures.

### 32.4 Sale of land to a Subsidiary

On June 25, 2018, the Company entered into the Land Sale Agreement with a subsidiary by having mutually agreed selling price based on book value of Baht 116.28 million. The Company has already received the land payment from the subsidiary on July 13, 2018. Currently, the land is under the process of transfer of ownership to the subsidiary.

### 32.5 Transfer deposit from purchasing investments to a Subsidiary

On the Board of Directors' meeting No. 6/2561 held on July 23, 2018 had the approved resolution to cancel the original resolution allowing the Company to purchase ordinary shares of PNCT from Ms. Watcharaporn Kraissakdawatt in the ratio of not exceeding 90% of the total shares or not more than 3,600,000 shares at a par value of Baht 200 per share. The total value of not exceeding Baht 720,000,000 (as described in the Note to the financial statement No.35.9) and also approved the subsidiary named "Panacee Group Co., Ltd." to purchase ordinary shares instead in accordance with the conditions of the existing share purchase agreement.

On July 31, 2018, the Company ("the Transferor") made the Memorandum of Understanding to transfer the rights and duties of Panacee Group Co., Ltd. as subsidiary ("the transferee") with a related party ("the Seller"/ "the Consent Person"). The Transferor agreed to transfer all the rights and duties to the Seller/the Consent Person together with the paid-up deposit of Baht 401,500,000 to the Transferee. While the Transferee agreed to receive all the rights and duties and consented to be bound by the terms of this Memorandum to gather shares for trading in PNCT dated on September 28, 2017 and all of the Additional Memorandums of Agreement in all respects. Moreover, the money already transferred was considered to be a whole payment of trading deposit on behalf of the Transferee in the total amount of Baht 401,500,000 to the Seller/the Consent Person. The Transferee agreed to continue to take responsibility for paying the deposit that should be due on August 1, 2018 in the amount of Baht 80,000,000 to the Seller/the Consent Person. All the three parties agreed that transfer the rights and duties, as well as the payment of deposit under this Memorandum shall be effective from the date of this Memorandum. Other terms and conditions shall be in accordance with the Memorandum of Understanding for the trading of shares in PNCT dated on September 28, 2017 and all of the Additional Memorandums of Agreement in all respects and it is deemed that this Memorandum of Understanding is part of all the above mentioned Memorandums. And on August 1, 2018, the subsidiary has paid the deposit in the amount of Baht 80,000,000.

### 32.6 Directors and management's benefits expenses

Directors and management benefit expenses represent the benefits paid to the directors and the Company's management such as salaries and related benefit including the benefit paid by other means. The directors and the Company's management are the persons who are defined under the Securities and Exchange.

Directors and management's benefits expenses for the year ended December 31, 2018 and 2017, are as follows:

|                            | BAHT                              |                      |                               |                      |
|----------------------------|-----------------------------------|----------------------|-------------------------------|----------------------|
|                            | Consolidated financial statements |                      | Separate financial statements |                      |
|                            | 2018                              | 2017                 | 2018                          | 2017                 |
| Short - term benefits      | 23,768,289.10                     | 28,415,815.29        | 23,768,289.10                 | 28,415,815.29        |
| Post - employment benefits | 361,132.85                        | -                    | 361,132.85                    | -                    |
|                            | <u>24,129,421.95</u>              | <u>28,415,815.29</u> | <u>24,129,421.95</u>          | <u>28,415,815.29</u> |

### 33. REVENUE

Revenues from barter transaction on goods or service and barter transaction involving advertising services for the year ended December 31, 2018 and 2017 as follows:

|                   | BAHT                              |              |                               |              |
|-------------------|-----------------------------------|--------------|-------------------------------|--------------|
|                   | Consolidated financial statements |              | Separate financial statements |              |
|                   | 2018                              | 2017         | 2018                          | 2017         |
| Revenue from sale |                                   |              |                               |              |
| condominium       | -                                 | 5,350,000.00 | -                             | 5,350,000.00 |

### 34. SEGMENT INFORMATION

The Company and its subsidiaries' businesses are the property development, and are carried on in the majority geographic area in Thailand. As a result, all of the revenues, operating profits (loss) and assets reflected in these financial statements, pertain to the aforementioned industry segment and geographic area.

#### Information about major customers

Consolidated financial statement and separate financial statement for the year ended December 31, 2018, the Company had revenues from the sale of land and construction and condominium unit to 3 customers represent amounted to Baht 1,647.20 million of total revenues for the year.

Consolidated and separate financial statements for the year ended December 31, 2017, information about major customers is not meet to criteria to be disclosed in notes to the financial statements.

### 35. THE ASSETS ACQUISITION CONTRACTS

35.1 On December 24, 2014, the Company has entered into sale and purchase agreement of land with 2 related persons for 2 plots of land totaling Baht 999 million. The Company shall pay Baht 300 million of deposit to the seller on the date of the agreement and the remaining Baht 699 million on the date of land transfer (within 90 days of signing the agreement). If the Company is unable to transfer the land within the stipulated time, the seller agrees to extend the deadline for another 90 days from the original due date of transfer. The Company agrees to pay compensation of Baht 229,888 per day to the seller from the date following the transfer of ownership due date to the transfer date. The compensation payment is to be considered as part of the land sale price on the date of transfer of ownership.

On February 23, 2015 and on April 10, 2015, the Company entered into additional memorandum agreement (No. 1) and (No. 2) with the first seller, the value of the contract to sell the land is Baht 499.62 million. The parties agreed to extend the term of land transferred to the maturity date on June 19, 2015 and on February 23, 2015, the Company had to pay the additional deposit amount of Baht 100 million while the seller agreed to waive the penalty for the extension of land transferred to the company 30 days from the date of March 23, 2015, and the Company shall pay the penalty to the seller at the rate of Baht 82,067 per day starting from the following date of expiry of the extended transfer till the date of registration of land ownership. Both parties agreed that penalty amount resulting from this transferred extension is the additional price of land added up to the total purchase value of land at the date of registration of land ownership.

Later, on April 29, 2015, the Company received credit line approval from a financial institution amounting to Baht 120 million. Thus both parties agreed to settle land price including penalty in the amount of Baht 504.28 million by deducting of a deposit of Baht 250 million and paid by a loan from a financial institution amounting to Baht 120 million, the remaining amount of Baht 134.28 million was paid by cashier's cheque dated June 28, 2015, which the Company has transferred the ownership on that day.

On June 19, 2015, the Company entered into additional memorandum agreement (No. 3) with the first seller to extend the date of land title deed transfer to September 30, 2015. The compensation payment is to be considered as part of the land price that is to be paid on the date of transfer of land title deed.

On August 17, 2015, the Company entered into additional memorandum agreement (No. 4) with the first seller, the Company agreed to pay additional land price amounted to Baht 200 million within August 20, 2015 and shall pay Baht 40 million within 60 days from August 20, 2015 and the seller agreed to extend the payment of remaining amount of Baht 9.62 million with compensation at 12% p.a. of each the remaining purchase price and the date of ownership transferring to be within November 2015. The compensation payment is the additional land price added up to the total purchase value of land at the date of registration of land ownership. Later, on November 16, 2015, the Company entered into memorandum agreement (No.5) with the seller. The Company agrees to pay for the remaining land cost and the seller agrees to submit the land title deed and power of attorney documents to the Company or representative to register for the land ownership. In the event that the seller is unable to transfer the aforementioned land to the Company and/or the Company is unable to process its documents to complete the transfer, for which ever reason, the seller agrees to refund all payments to the Company with a fine with interest rate at 15 percent per year.

Later, on November 26, 2015, the Company (the “transferor”) entered into a transfer of rights and obligations agreement with Sriracha Grand Seaview (a subsidiary, the” transferee”) and seller no. 1 (the “seller”/”consent provider”). The transferor agrees to transfer all existing rights and obligations stated in the land sale and purchase agreement dated December 24, 2014 and memorandum no. 1-5 as agreed with the seller, and the money already paid for land acquisition of Baht 510.65 million, to the transferee.

The transferee, subsidiary, is currently in the process of registering for the ownership of aforementioned land. However, the subsidiary has recorded the amount paid for the land from the rights and obligation transfer as property, plant and equipment as of December 31, 2018 and 2017.

- 35.2 On May 29, 2015, the subsidiary has entered into sell and purchasing agreement to buy 230 condominium units (installment) with Bangkok Commercial Asset Management Public Company Limited, the “Seller,” for a total of Baht 903.63 million. On the date of signing the agreement, the subsidiary deposited Baht 90.36 million and has agreed to pay the remaining Baht 813.27 million with interest in installments within 24 months starting from April 30, 2015 with the following terms/conditions,

|                                   |   |
|-----------------------------------|---|
| <u>1<sup>st</sup> installment</u> | Pay at least Baht 100 million (without interest) within 6 months starting from April 30, 2015 and complete the transfer of least 10 condominium units. All payments on the transferred units are to be made within October 30, 2015.        |
| <u>2<sup>nd</sup> installment</u> | Pay at least Baht 200 million (with interest) within 12 months starting from April 30, 2015 and complete the transfer of least another 21 condominium units. All payments on the transferred units are to be made within April 30, 2016.    |
| <u>3<sup>rd</sup> installment</u> | Pay at least Baht 200 million (with interest) within 18 months starting from April 30, 2015 and complete the transfer of least another 35 condominium units. All payments on the transferred units are to be made within October 30, 2016.  |
| <u>4<sup>th</sup> installment</u> | Pay at least Baht 313.27 million (with interest) within 24 months starting from April 30, 2015 and complete the transfer of least another 74 condominium units. All payments on the transferred units are to be made within April 30, 2017. |

The subsidiary has been granted the right to waive interests from the seller for 6 months and agrees to pay interest at the rate of MLR p.a. starting October 31, 2015 until the subsidiary has paid entire payment amount. Later, on April 18, 2016, the subsidiary sent letter to Bangkok Commercial Asset Management Public Company Limited (BAM) to extend 2nd installment payment from April 30, 2016 to May 31, 2016 which approved by BAM on April 26, 2016. On May 13, 2016, the Company already paid the 2nd installment under the agreement. On October 17,

2016, the subsidiary sent a letter to BAM to extend the 3rd installment payment from October 30, 2016 to within January 31, 2017 with a condition that the subsidiary shall pay an installment from the transfer of 12 units within December 2016 and shall subject to interest at MLR per annum from the balance of the 3rd installment of Baht 196.48 million starting from the initial installment date (October 30, 2016) to the date that balance of the 3rd installment has been paid.

On January 17, 2017, the subsidiary sent a letter to BAM to request for an extension of the remaining 3rd and 4th installment payments. Later on January 31, 2017, BAM has approved the extension of 3rd and 4th installment payments and unit transfer as following terms.

1. The remaining 3rd installments of Baht 162.31 million; to extend the installment payment until May 30, 2017 and unit transfer not less than 27 units.
2. The remaining 4th installments of Baht 308.39 million; to extend the installment payment until November 30, 2017.

On May 30, 2017, BAM has approved the extension of the remaining 3rd installment payments as follows:

1. Extension of the remaining 3rd installment payments amount Baht 72.71 million with unit transfer from the date May 30, 2017 to within July 31, 2017.
2. Change condition of unit transfer from unit transfer not less than 27 unit (transferred amount 4 unit, remain amount 23 unit) change to unit transfer amount 10 unit within July 31, 2017 and remain amount 13 unit to transfer in last installment payments (4th installments) with in November 30, 2017.
3. Other terms are in accordance with the original resolution.

On August 1, 2017, the subsidiary sent letter to BAM to request for an extension of the remaining 3rd installments payment amount Baht 16.80 million. Later on August 15, 2017 BAM approved to extension of 3rd installment payment to within August 31, 2017 for other terms are in accordance with the original resolution.

On November 15, 2017, the subsidiary sent letter to Bam to request an extension the remaining 4<sup>th</sup> installments payment amount Baht 247.50 million. Later on November 28, 2017, BAM approved to extension of 4<sup>th</sup> installment payment (last installment) from November 30, 2017 to within October 31, 2018 and shall subject to interest at MLR per annum of the balance until the date of unit transfer. And the remaining unit transfer amount 69 units, unit transfer not less than 10 units per quarterly (from December 2017 to February 2018), if unit transfer more than 10 units it can be combined with 10 units in the next quarter and the remain unit to transfer and payment within October 31, 2018 for other term are in accordance with the original resolution.

Later on September 28, 2018, both parties has entered into an amendment to the Assets Purchase Agreement to amend the terms of payment of the remaining assets in the fourth installment ("the last installment") together with the conditions for registration of the transfer of ownership of the remaining properties under the major terms and conditions as follows;

1. Change the conditions for registration of the transfer of ownership of the remaining properties (Currently, the buyer has registered to transfer the ownership of 185 units, remaining 45 units) the buyer agrees to pay the unpaid property in the fourth installment with its interest under the asset purchase agreement and the remaining 45 units will be transferred under the terms and conditions as follows:

1.1. The buyer must pay the asset price together with the registration of the transfer of ownership at least 3 units by every month, starting from September 2018 to November 2018 and until the completion of the asset payment.

1.2. The buyer must pay the unpaid assets in the fourth installment ("the last installment") with its interest under the asset purchase agreement together with the registration of the transfer of ownership of the remaining assets will be completed by December 28, 2018.

1.3. Other terms and conditions still are in accordance with the asset purchase agreement in all respects.



As of December 31, 2018, the subsidiary has complete the transfer of 197 units and payment of Baht 825.43 million and the subsidiary has commitment paid the remaining assets to the seller amounting of Baht 151.51 million.

On January 16, 2019, the subsidiary company made a letter to BAM requesting to extend the payment and transfer the remaining condominium units to be within March 31, 2019. Subsequently, on January 29, 2019, BAM approved to extend the time and change conditions. Payment and gradually transfer to ownership, 4th installment, remaining 33 units, amount Baht 128.83 million. Which will be due on December 28, 2018, will be issued by March 31, 2019 by gradually transferring to ownership of condominium units at least 3 units per month and delaying interest rate calculation at MLR per year according to BAM's announcement. Any According to the original resolution.

- 35.3 On October 22, 2015, the Company has entered into sale and purchase agreement of land with a related person totalling Baht 70 million, the Company has paid deposit amounted Baht 15 million, the deposit is to be considered as part of the cost of land settlement and the remaining of Baht 55 million shall be paid to the seller on October 30, 2015 with ownership transferred. The seller also agrees to extend the date of ownership transfer to another 30 days from the original due date of transfer in case that the Company is unable to complete. Later, on October 29, 2015, the Company entered into memorandum agreement no.1 with the seller. The Company agrees to pay for the remaining land cost and the seller agrees to submit the land title deed and power of attorney documents to the Company or representative to register for the land ownership. In the event that the seller is unable to transfer the aforementioned land to the Company and/or the Company is unable to process its documents to complete the transfer, for which ever reason, the seller agrees to refund all payments to the Company with a fine with interest rate at 15 percent per year.

On December 4, 2015, the Company (the “transferor”) has entered into agreement to transfer rights and obligations with Nusa Residence Chiang Mai (a subsidiary) and the seller/ consent provider. The transferor agrees to transfer all existing rights and obligations stated in the land sale and purchase agreement dated October 22, 2015 and memorandum no. 1 as agreed with the seller, and the money already paid for land acquisition of Baht 70 million, to the transferee.

The transferee, subsidiary, is currently in the process of registering for the ownership of aforementioned land. However, the subsidiary has recorded the amount paid for the land from the rights and obligation transfer as land held for development as of December 31, 2018 and 2017.

- 35.4 On October 29, 2015, the Company entered into agreement to purchase a plot of land from a related party with a value of Baht 144.02 million. The Company agrees to pay Baht 70 million deposit on the date of signing the contract and pay the remaining Baht 74.02 million on the date of transfer (within November 10, 2015). If the Company cannot complete transfer within the stipulated time, the seller agrees to extend the date to transfer land for another 90 days after the initial due date.

Later, on November 10, 2015, the Company entered into memorandum agreement no.1 with the seller. The Company agrees to pay for the remaining land cost and the seller agrees to submit the land title deed and power of attorney documents to the Company or representative to register for the land ownership. In the event that the seller is unable to transfer the aforementioned land to the Company and/or the Company is unable to process its documents to complete the transfer, for which ever reason, the seller agrees to refund all payments to the Company with a fine with interest rate at 15 percent per year.

On November 13, 2015, the Company (the “transferor”) entered in agreement to transfer rights and obligations with Nusa Laya Condominium (a subsidiary, the “transferee”) and the seller/ consent provider. The transferor agrees to transfer all existing rights and obligations stated in the land sale and purchase agreement dated October 29, 2015 and memorandum no.1 as agreed with the seller, and the money already paid on land acquisition of Baht 144.02 million to the transferee.

The transferee, subsidiary, is currently in the process of registering for the ownership of aforementioned land. However, the subsidiary has recorded the amount paid for the land from the rights and obligation transfer as inventories as of December 31, 2018 and 2017.



- 35.5 On October 29, 2015, the Company entered into an agreement to purchase 3 plots of land from a certain company with a total value of Baht 195.96 million. The Company had agreed to pay Baht 150 million deposit on the date of signing the contract and pay the remaining Baht 45.96 million on the date of transfer (within November 10, 2015). If the Company cannot complete transfer within the stipulated time, the seller agrees to extend the date to transfer land for another 30 days after the initial due date. Later, on November 10, 2015, the Company entered into memorandum agreement no.1 with the seller. The Company agrees to pay for the remaining land cost and the seller agrees to submit the land title deed and power of attorney documents to the Company or representative to register for the land ownership. In the event that the seller is unable to transfer the aforementioned land to the Company and/or the Company is unable to process its documents to complete the transfer, for which ever reason, the seller agrees to refund all payments to the Company with a fine with interest rate at 15 percent per year.

Later, on November 10, 2015, the Company (the “transferor”) entered in agreement to transfer rights and obligations with Nusa Chivani Phuket (a subsidiary, the “transferee”) and the seller/ consent provider. The transferor agrees to transfer all existing rights and obligations stated in the land sale and purchase agreement dated October 29, 2015 and memorandum no.1 as agreed with the seller, and the money already paid on land acquisition of Baht 195.96 million to the transferee.

The transferee, subsidiary, is currently in the process of registering for the ownership of aforementioned land. However, the subsidiary has recorded the amount paid for the land from the rights and obligation transfer as property, plant and equipment as of December 31, 2018 and 2017.

- 35.6 On November 26, 2015, the Company has agreed to buy land and building from a related party at price of Baht 200 million. The Company agrees to pay Baht 100 million deposit on the land and building acquisition to the seller by following separating the payment into 2 installments,

First installment : Baht 50 million due on November 16, 2015

Second installment : Baht 50 million due on December 8, 2015

The remaining land and building acquisition cost is to be paid to the seller at the date of transfer within 120 days of the signed contract date. And the seller agrees to allow the Company to extend the transfer date for another 90 days from the stipulated date.

On March 26, 2016, June 24, 2016, November 16, 2016, March 31, 2017, August 31, 2017 and October 29, 2017, the Company has signed addendum no.1, no.2, no.3, no.4, no.5 and no. 6 respectively with the seller to extend the date of land title deed transfer from March 26, 2016 to within June 26, 2016, within November 16, 2016, within March 31, 2017, within August 31, 2017, within December 29, 2017 and within March 31, 2018, respectively.

Later on March 12, 2018, the Company entered into the memorandum agreement for the termination of the Sale-and-Purchase Agreement for Land and Buildings dated on November 26, 2015. The both parties agreed to terminate the Sale-and-Purchase Agreement for Land and Buildings and the addendum (all version) without having any breach of both parties and return to their original positions. As a consequence the seller agreed to return the deposit of the land amount of Baht 100 million without interest to the Company and the Company also received it on April 11, 2018.

- 35.7 On December 2, 2015, the Company agreed to buy 3 plots of land from an individual for a total value of Baht 350 million. The Company agrees to pay for Baht 200 million deposit on the date that the contract is signed and agrees to pay remaining Baht 150 million on the date of transfer on March 31, 2016. Both parties agree that if the Company is unable to transfer the land within the due date of transfer, the seller is to extend the date of transfer for another 60 days from the due date of transfer. To this end, the Company agrees to pay a fine of Baht 49,315 per day to the seller during the period that transfer has exceeded the due date of transfer. Both sides are to consider the aforementioned fine as part of land purchase price to be registered for land ownership transfer (penalty charges as of June 30, 2018 of Baht 40.49 million).

Later, on March 31, 2016, May 31, 2016, November 16, 2016, March 31, 2017, August 31, 2017, December 22, 2017 and April 30, 2018 the Company has signed addendum no.1 no.2, no.3, no.4, no.5 and no.6 respectively with the seller to extend the date of land title deed transfer from March 31, 2016 to within May 31, 2016, within November 16, 2016, within March 31, 2017, within August 31, 2017, within December 29, 2017, within April 30, 2018 and within July 31, 2018 respectively.

On July 9, 2018, the Company reached the Memorandum of Understanding to cancel the Land Sale and Purchase Agreement made on December 2, 2015, which both parties agreed to cancel the Land Sale and Purchase Agreement and all of its memorandums under the following conditions;

1) The Seller agreed to reduce the amount of fines from the extension of the land transfer period to the Buyer to only Baht 10 million.

2) The Seller agreed to return the deposit of land in the amount of Baht 200 million without interest, and when deducting with the amount in article 1), it still remained Baht 190 million, which the Seller agreed to pay in two installments as follows;

2.1) the first installment would be paid Baht 100 million within 7 days from the date of this Memorandum of Understanding.

2.2) the second installment would be paid Baht 90 million within 60 days from the date of this Memorandum of Understanding.

In case the Seller breaches this Memorandum of Understanding, the Buyer will be entitled to claim back all amounts of the deposit of land of Baht 200 million with 15% the interest rate per annum, including all damages occurred or may occur. The Seller will not have any rights to dispute or deprive of the Buyer's right to file a lawsuit to enforce the Seller to transfer of ownership as well.

On July 13, 2018, the Company received the deposit in the amount of Baht 100 million.

On September 6, 2018, both parties agreed to make an additional memorandum of agreement No.1 since the seller could not return the deposit (the second installment) of Baht 90 million to the buyer within the due date. The buyer has consented to extend the repayment period of the deposit for 150 days from the date of this memorandum.

As of December 31, 2018, the Company recorded the fines from the cancel the said agreement of Baht 10 million as expense in the statement of income for the year ended December 31, 2018 by deduct with the deposit for purchase of land.

Subsequently, on February 1, 2019, both parties agreed to extend the repayment of the second installment within June 2019, without interest.

- 35.8 On September 30, 2016, a subsidiary agreed to buy plots of land and building (as stated) for a total value of Baht 140 million. The subsidiary agrees to pay for Baht 70 million deposit on the date that the contract is signed and agrees to pay remaining Baht 70 million on the date of ownership transfer within 6 months. Both parties agree that if the subsidiary is unable to transfer the land and building (as stated) within the due date of transfer, the seller is to extend the date of transfer for another 90 days from the date of transfer.

On September 30, 2016, the subsidiary fully paid the value of the plots of land and building to the seller. The subsidiary is currently in the process of registering for the ownership of aforementioned land and building. However, as of December 31, 2018 and 2017, the subsidiary has recorded the amount paid for the land and building as property, plant and equipment.

- 35.9 On September 28, 2017, the Company has entered into an agreement to acquisition the ordinary share of Panacee Medical Center Co., Ltd (PNCT) with PNCT shareholder (Seller). Both parties have agreed to buy ordinary share details as follows;

Seller agree to sell all of ordinary share which own in PNCT to the Company and agree to be contact person to collect ordinary share from other shareholder for the portion not exceed than 90% of PNCT shares (not exceed than 3,600,000 ordinary shares) at Baht 200 per share totaling not exceed Baht 720,000,000 the Company agree to pay 15% as deposit to seller or not exceed than Baht

108,000,000. On the date that the Company has entered into an agreement, the Company paid Baht 96,000,000 as deposit for another Baht 12,000,000 will be pay to seller as agree from both parties. For the remaining amount, the Company will be pay within 60 days after received audited the financial statement of PNCT for the year 2016 from seller with the condition as specific in this contact. And as guarantee for the seller receives deposit from the Company, the seller agree to deliver PNCT share certificate which is owned by the seller and others shareholders in PNCT to the Company. If seller are break contract in this agreement. In case that seller can't an agreement, seller will refund all amount which the Company already paid with an interest rate refer from 1 year fixed deposit interest rate from Krungthai Bank within 7 days after received refund letter from the Company or the Company can sue to force seller or shareholder to transfer ordinary share to the Company. On October 9, 2017, the Company already paid the remaining deposit Baht 12,000,000 to seller.

The above transaction is subject to the resolution of the Board of Directors Meeting No. 8/2560 held on September 28, 2017, the board approved the Company to acquisition of the ordinary shares of PNCT from existing shareholders not exceed than 90% of total ordinary shares or not exceed than 3,600,000 shares at Baht 200 per shares and total value not exceed than Baht 720,000,000. The Company hired T.A. Management Corporation (1999) Co., Ltd. to valuate land and building of PNCT and the Company measured the purchase price by reference to an appraisal value minus liabilities of PNCT together with discount cash flow which Baht 200 per ordinary shares is lower than both methods.

The Board of Director's Meeting No.12/2560 held on December 15, 2017, the board approved to pay additional deposit not exceed than 20% of selling price and not exceed than Baht 144,000,000. In December 2017, the Company paid the additional deposit of Baht 30,000,000. Later in February 2018, the Company paid an additional deposit of Baht 6,000,000.

The Board of Director's Meeting No.1/2561 held on January 29, 2018, the board approved to pay additional deposit not exceed than 30% of the selling price and not exceed than Baht 216,000,000. Later in February 2018, the Company paid an additional deposit of Baht 22,000,000.

The Board of Director's Meeting No. 4/2561 held on April 9, 2018 passed the resolution to postpone the transfer of the shares until there has been scrutinized the share certificates, the background, the status of shared to be traded, the financial statement, assets and liabilities, a property location, a lawsuit which might affect the business and place the additional deposit of 10% of trading value, but the total volume must not more than 40% of trading value or equivalent to Baht 288,000,000. In April 2018, the Company has just paid the additional deposit of Baht 122,000,000.

The Board of Director's Meeting No.5/2561 held on May 15, 2018 had an approved resolution that the Company could gradually pay for shares and receive shares' transfer, providing a power of the Chief Executive Officer or the Executive's Committees to make a decision.

On June 19, 2018, the Company (the buyer) had signed the Additional Memorandum of Agreement with a related party (the seller). As the seller required to withdraw deposits and the buyer agreed to provide their additional withdrawal at the rate of 26.875 percent, the total rate of 66.875 percent of the selling price or equivalent to the amount of not exceeding Baht 481,500,000. Previously, the seller received the amount of Baht 288,000,000. As a result, the Company currently remains to pay in the amount of Baht 193,500,000 of the deposits, for which the seller agreed to pay as follows;

- The amount of Baht 2,000,000 is paid on the date of signing this Additional Memorandum of Agreement
- The amount of Baht 3,000,000 is paid on June 20, 2018
- The amount of Baht 8,500,000 is paid on June 26, 2018
- The amount of Baht 100,000,000 is paid on July 13, 2018
- The amount of Baht 80,000,000 is paid on August 1, 2018

On the date of making this Memorandum, the seller has already submitted 36-warrant certificates from 20-warrant holders to the buyer. Other terms and conditions in addition to the terms and conditions made in this Memorandum are complied with the Memorandum to gather shares for trading in PNCT made on September 28, 2017 and all of the Additional Memorandums of Agreement (if any) in all respects.

On July 13, 2018, the Company has paid the additional deposit in the amount of Baht 100,000,000.

On the Board of Directors' meeting No. 6/2561 held on July 23, 2018 had the approved resolution to cancel the original resolution allowing the Company to purchase ordinary shares of PNCT from Ms. Watcharaporn Kraissakdawatt in the ratio of not exceeding 90% of the total shares or not more than 3,600,000 shares at a par value of Baht 200 per share. The total value of not exceeding Baht 720,000,000 and also approved the subsidiary named "Panacee Group Co., Ltd." to purchase ordinary shares instead in accordance with the conditions of the existing share purchase agreement.

On July 31, 2018, the Company ("the Transferor") made the Memorandum of Understanding to transfer the rights and duties of Panacee Group Co., Ltd. as subsidiary ("the transferee") with a related party ("the Seller"/ "the Consent Person"). The Transferor agreed to transfer all the rights and duties to the Seller/the Consent Person together with the paid-up deposit of Baht 401,500,000 to the Transferee. While the Transferee agreed to receive all the rights and duties and consented to be bound by the terms of this Memorandum to gather shares for trading in PNCT dated on September 28, 2017 and all of the Additional Memorandums of Agreement in all respects. Moreover, the money already transferred was considered to be a whole payment of trading deposit on behalf of the Transferee in the total amount of Baht 401,500,000 to the Seller/the Consent Person. The Transferee agreed to continue to take responsibility for paying the deposit that should be due on August 1, 2018 in the amount of Baht 80,000,000 to the Seller/the Consent Person. All the three parties agreed that transfer the rights and duties, as well as the payment of deposit under this Memorandum shall be effective from the date of this Memorandum. Other terms and conditions shall be in accordance with the Memorandum of Understanding for the trading of shares in PNCT dated on September 28, 2017 and all of the Additional Memorandums of Agreement in all respects and it is deemed that this Memorandum of Understanding is part of all the above mentioned Memorandums. And on August 1, 2018, the subsidiary has paid the deposit in the amount of Baht 80,000,000.

On September 28, 2018, the subsidiary company ("the buyer") made an additional memorandum of agreement with the relevant person ("the seller"), because the seller needed additional money to collect the shares in PNCT in proportion to not more than 90% of the total shares in PNCT to sell to the buyer. The seller wishes to withdraw and the buyer consents to withdraw the additional deposit of 1.32%, representing Baht 9,500,000. The total is 68.195% of the price to be traded or is not more than Baht 491,000,000. The buyer has agreed to gradually pay as follows;

- Baht 4,000,000 paid on the date of this agreement
- Baht 2,500,000 paid on October 2, 2018
- Baht 3,000,000 paid on October 16, 2018

The price to be traded according to the memorandum to collect shares for trading in PNCT dated on September 28, 2017 required the buyer to pay the remaining purchase price within 60 days from the date that the buyer received the report on financial statements for the year 2017 audited by PNCT's auditor ("2017 Report"). Since the buyer received the report of the year 2017 from the seller but could not pay the remaining purchase price to the buyer in the due date, both parties agreed to extend the payment period for 60 days from the date of receiving the report on financial statements for the year 2018 audited by the PNCT's auditor, which had to meet the conditions set forth in the memorandum of agreement for collecting shares to trade in PNCT dated on September 28, 2017 and all of the additional memorandums attached hereto.

On September 28, 2018, October 2, 2018 and October 16, 2018, the subsidiary paid an additional deposit totaling of Baht 9,500,000.

On November 14, 2018, the subsidiary company ("the buyer") made an additional memorandum of agreement with the relevant person ("the seller"), because the seller needed additional money to collect the shares in PNCT in proportion to not more than 90% of the total shares in PNCT to sell to the buyer. The seller wishes to withdraw and the buyer consents to withdraw the additional deposit of 6.25%, representing Baht 45,000,000. The total is 74.445% of the price to be traded or is not more than Baht 536,000,000. The additional deposit of Baht 45,000,000, the buyer paid and the seller received the amount of Baht 35,000,000 on November 7, 2018, and the buyer to pay the remaining amount of Baht 10,000,000 to the seller on the date of this agreement.

On January 18, 2019, the subsidiary company (“the buyer”) made an additional memorandum of agreement with the relevant person (“the seller”), because the seller needed additional money to collect the shares in PNCT in proportion to not more than 90% of the total shares in PNCT to sell to the buyer. The seller wishes to withdraw and the buyer consents to withdraw the additional deposit of 2.08%, representing Baht 15,000,000. The total is 76.53% of the price to be traded or is not more than Baht 551,000,000. The additional deposit of Baht 15,000,000, the buyer paid and the seller received the full amount on the date of this agreement.

### 36. COMMITMENTS AND CONTINGENT LIABILITIES

As of December 31, 2018 and 2017, The Company and its subsidiaries have commitments and contingent liabilities are as follows:

- 36.1 The Company and its subsidiaries have commitments under the construction contracts, to pay the fees amounted to Baht 208.49 million and Baht 425.73 million respectively, which the Company agrees to pay the wage at the rate and conditions as stipulated in the agreements.(the Company only : Baht 89.50 million and Baht 207.71 million respectively)
- 36.2 The Company and its subsidiary have contingent liabilities to banks for letters of guarantee amounted to Baht 142.07 million and Baht 145.48 million respectively. (the Company only : Baht 126.21 million and Baht 128.09 million respectively)
- 36.3 The Company has commitment under the various financial advisory agreements, it must pay fees at the rate and condition stipulated in the agreements.
- 36.4 The Company and its subsidiary have commitments under the service contract and others amounted to Baht 99.44 million, and Baht 78.88 million respectively. (the Company only : Baht 4.24 million and Baht 6.01 million respectively)
- 36.5 The Company and its subsidiaries have commitments under the assets acquisition contracts as described in note 35 to the financial statements.
- 36.6 The Company has guaranteed short-term borrowings from other parties of a subsidiary and three subsidiaries respectively subsidiaries amounted to Baht 50 million and Baht 199 million respectively as described in note 18 to the financial statements.
- 36.7 The Company has guaranteed a subsidiary amounted to Baht 64.20 million as described in note 30.4 to the financial statements.
- 36.8 The Company has guaranteed a joint venture amounted to Baht 122.08 million.
- 36.9 The subsidiary has commitment from the customers to choose the right to resale the condominium units to comply with the conditions stipulated in the lease contracts with more than 6 years rent at the first sales price amounted to Baht 1,782.52 million and Baht 1,002.67 million respectively.
- 36.10 The subsidiary has commitment under construction agreement with a local company and a foreign company amount USD 33.24 million in year 2017 (Baht 1,060.35 million) secured by land and construction thereon of a subsidiary together with guaranteed by the Company.



### 37. DISCLOSURE OF FINANCIAL INSTRUMENTS

#### Foreign currency risk

The Company and its subsidiaries have no significant concentrations of foreign currency risk since major financial instruments of the Company and its subsidiaries are in Baht currency.

#### Credit risk

Credit risk is the risk that a counter party is unable or unwilling to meet a commitment that it entered into with the Company and its subsidiaries. The risk is controlled by the application of credit approvals and monitoring procedures.

The carrying amount of accounts receivable recorded in the statement of financial position, net of allowance for doubtful accounts, if any, represents the maximum exposure to credit risk.

#### Interest rate risk

The interest rate risk is the risk that future movements in market interest rates will affect the results of the operations and cash flow of the Company and its subsidiaries. There are exposure to interest rate risk relates primarily to deposits with financial institutions, other - long term investment and long - term loans from financial institution. However, these financial assets and liabilities bear interest rates at market interest rates which the Company and its subsidiaries anticipate non material risk from interest rates.

#### Fair value

The management believes that the fair value of these financial assets and liabilities dose not materially differ from their carrying value.

### 38. EVENT AFTER THE REPORTING PERIOD

#### 38.1 Short-term borrowings to related parties

From January 1, 2019 to the reporting date, the Company had additional loans to several subsidiaries in the total amount of Baht 145.61 million.

#### 38.2 Short-term borrowings from related parties.

From January 1, 2019 to the reporting date, the Company had additional loans from 2 subsidiaries in the total amount of Baht 13.40 million.

#### 38.3 Debentures

The Company has offered “Nusasiri Public Company Limited’s secured debenture No.1/2019 redemption date in year 2020”. The Debentures are specified, secured, unsubordinated and has Debenture holder’s Representative. Interest rate at fix rate 6.00% p.a. Interest shall be paid every three months throughout the term of the Debentures. The Debentures will offering not exceed 450,000 units totaling not exceed than Baht 450,000,000 at par value of Baht 1,000 per unit. Offering to Institution Investor or High Net worth Investor to be using to expand business, repayment of old debts and working capital for developing current projects and new project. The Debenture is 1 year 10 months from the issue date, the maturity date is November 18, 2020. By the term and conditions, the issue holds the ratio of net liabilities to shareholder’s equity not exceed 2.5 : 1. And on January 18, 2019, the Company received money from issuing the debentures No.1/2019 of Baht 450 million.

On January 22 and 23 2019, the Company redeemed debentures No.1/2017 with interest totaling Baht 679.88 million



#### 38.4 The assets acquisition contracts

On January 18, 2019, the subsidiary company ("the buyer") made an additional memorandum of agreement with the relevant person ("the seller"), because the seller needed additional money to collect the shares in PNCT in proportion to not more than 90% of the total shares in PNCT to sell to the buyer. The seller wishes to withdraw and the buyer consents to withdraw the additional deposit of 2.08%, representing Baht 15,000,000. The total is 76.53% of the price to be traded or is not more than Baht 551,000,000. The additional deposit of Baht 15,000,000, the buyer paid and the seller received the full amount on the date of this agreement.

#### 38.5 Memorandum of Agreement to Transfer Land Rights

On January 29, 2019, the Company entered into a memorandum of understanding with Saengfah Construction Co., Ltd. "Saengfah Construction" and SFC Venture Sriracha Co., Ltd. (formerly Nusa Sriracha Condotel Co., Ltd.) "SFC "

Under the agreement and the terms of this memorandum. The Company agreed to proceed in important matters such as,

(1) Transfer the right to transfer 2 plots of land in Bang Phra Subdistrict, Sriracha District, Chonburi. Which the Company has the right to be in accordance with the agreement in the share purchase agreement for SFC and waive the right to call SFC to transfer the ownership of both of the above title deeds to the Company.

(2) Waive the right to receive compensation for the use of 2 plot of lands above the rate of Baht 10,000 per rai from SFC.

(3) Waive the right to reserve funds for the development of public areas in the amount of Baht 20 million as specified in the 3rd share purchase agreement.

(4) Transfer the right of the Company to the 5 plots of land in Bang Phra Subdistrict, Sriracha District, Chonburi Province, which the Company has part in the said land at the rate of 52.19 to SFC Including any buildings available on all 5 plots of land mentioned above.

(5) The Company agrees to certify and guarantee that the subscriber will buy the room in the building C to enter into an agreement with SFC not less than 80% of the booking amount.

(6) Others

In return for the implementation of Article 2 and Saengfah Construction, agreed to consent to the transfer of such rights and SFC agreed to pay compensation of Baht 370 million to the Company or person designated by the Company Divided into 3 installments according to the conditions and details as follows,

(1) First installment within 3 days from the date of recording this agreement which SFC paid Baht 100 million under the conditions specified in the memorandum.

(2) The second installment within 30 days from the date of recording this agreement which SFC paid Baht 100 million under the conditions specified in the memorandum.

(3) Third installment within 180 days from the date of recording this agreement. By SFC, payment of Baht 170 million under the conditions specified in the memorandum.

The parties agreed that in the case that the Company makes the booking for the room in the building C to enter into an agreement with SFC, less than 80 percent of the booking amount within 180 days, the Company agreed and allowed SFC to pay for the third installment of Baht 163.51 million.

In the payment of principal for the third payment period, the parties agree to extend the payment period for a period not exceeding 1 year from the date of recording this agreement. Which SFC agrees to pay interest to the Company at the rate equal to the interest rate of Kasikorn Bank Public Co., Ltd. (MLR) from the maturity date of 180 days until the date that SFC has completed the payment.

The above agreement causing the Company to transfer rights in land awaiting development transfer in the sales office and waive the right to reserve funds for the development of common areas to SFC. Resulting to the Company record the allowance for impairment of assets in the amount of Baht 44.60 million in the statement of income for the year ended December 31, 2018.

The above transaction is in accordance with the resolution of the Board of Directors' Meeting No.1/2019 on January 28, 2019, which has approved the transfer of rights in the Sriracha Condotel project to SFC. By accepting the payment of such amount of Baht 370 million, payable within 180 days. The details and conditions for making the record shall be appended to the Board of Directors and / or the Chief Executive Officer be considered as necessary and appropriate.

### 39. LITIGATION

#### The Company

- 39.1 On August 29, 2014 the Company was sued the civil case for breach of the hire of work agreement by the capital Baht 3.8 million. The Court of First Instance rendered a judgment to pay Baht 2.27 million plus the interest rate 7.5% of the principal (is equivalent to Baht 2.14 million) per annum to the plaintiff. The payment should make after the date of prosecution (August 29, 2014) onwards till the payment was completed. And appoint to listen to the judgment of the Appeal Court on April 17, 2018. By judgment, the Appeal Court has lifted and returned the sentence back to the Court of First Instance to judge the case, of which the Court of First Instance appointed to read the verdict on July 31, 2018. As the Company shall exercise the right to petition to the Supreme Court, the Court of First Instance has deferred hearing on verdict date to September 19, 2018. The Court of First Instance has sentenced to order the defendant to pay Baht 2.03 million with its interest of 7.5% per annum by starting from November 1, 2013. Currently, the Company is in the process of exercising the right to appeal the judgment.
- 39.2 On March 30, 2016 the Company was sued the civil case for breach of the hire of work agreement by the capital Baht 4.34 million. As subsequence, on November 15, 2017 the Court of First Instance rendered a judgment to pay Baht 3.12 million plus the interest rate 7.5% of the principal per annum to the plaintiff. The payment should make after the date of prosecution onwards till the payment was completed. On April 10, 2018 the Company has filed for appealed and petition for palliative force. On April 30, 2018, the Company has paid a fee to the Appeal Court. And appoint to listen to the judgment of the Appeal Court on March 28, 2019.
- 39.3 On October 28, 2016 the Company was sued the civil case for breach of the hire of work agreement by the capital Baht 3.96 million. Subsequently, November 15, 2017 the Court of First Instance rendered a judgment to pay the total cost of labor of Baht 1.46 million, the insurance premium Baht 0.24 million; while, the plaintiff would pay for damages caused by defective work of Baht 0.02 million and the fines Baht 0.02 million to the Company. When offsetting all amounts, The Company was liable to pay the plaintiff in the amount of Baht 1.66 million plus interest at the rate of 7.5% per annum. The payment should make after the date of prosecution (on October 28, 2014) onwards till the payment was completed. Later on January 30, 2019 the Appeal Court render a judgment to pay Baht 2.33 million plus the interest rate 7.5% of the principal per annum. The payment should make after the date of prosecution (on October 28, 2014) onwards till the payment was completed. At present, the Company is in the process of exercising the right to file a Supreme Court.
- 39.4 In March 2017, the Company was sued four civil cases for the payment of public utilities and other expenses with the amount of Baht 1.22 million. By two cases, the Company and the plaintiff have come into a compromise agreement. However, it was due to the fact that the Company made an error in its substance. The Company therefore did not comply with it. Consequently, the plaintiff filed a petition to set up an executing officer. Therefore, on July 20, 2018, September 26, 2018, October 9, 2018 and November 5, 2018, the Company filed a petition to oppose the appointment of an Enforcement Officer, misconducted procedures, and request for stay of execution, but the Court has lifted the petition although the Company has filed a lawsuit against the plaintiff to the Nonthaburi Provincial Court for the right to offset this case. At present, the Company was able to agree with the plaintiff in the compromise agreement on December 24, 2018.
- 39.5 On September 13, 2017 the Company was sued the civil case for paying a refund from a person by the capital Baht 0.52 million. On March 2, 2018, the Court has a judgment on agreed terms by the Company agreed to refund the amount of Baht 0.58 million.
- 39.6 On September 26, 2017 the Company was sued the civil case for breach of the agreement and penalties from a person by the capital Baht 0.13 million. The case could be settled and both parties were reached a compromise agreement on May 16, 2018.

- 39.7 On October 13, 2017 the Company was sued the civil case for breach of the sale agreement and penalties from a person by the capital Baht 0.23 million. On July 20, 2018, the Court of First Instance dismissed the case.
- 39.8 On January 28, 2018 the Company was sued the civil case for breach of the agreement from a person by the capital Baht 0.25 million. On September 20, 2018, the Court of First Instance sentenced to order the defendant to pay Baht 0.26 million with its interest of 7.5% per annum of the principal amount of Baht 0.22 million. The Company is currently in exercising the right to appeal the judgment.
- 39.9 In February 2018, the Company was sued four civil cases. By 2 cases, the Company was sued for the payment of public utilities and other expenses with the amount of Baht 0.56 million. Regarding the other two cases, the Company was sued for damages or fines with the total amount of Baht 0.77 million. At present, all 4 cases can be agreed with the plaintiff and under the compromise agreement.
- 39.10 On March 28, 2018, the Company was sued the civil case for breach of the hire of work agreement by the capital Baht 2.19 million. At present the case are under examination.
- 39.11 On April 25, 2018, the Company was sued the labor case for breach of contract by the capital Baht 0.55 million. At present the case could be settled and the Company agreed to pay the plaintiff of Baht 0.16 million, and the plaintiff has withdrawn the lawsuit.
- 39.12 In July 2018, the Company was sued the labor case for breach of contract 2 case by the capital Baht 69.91 million. The first case, the Court has made the appointment of hearing of evidence from the witnesses of the defendant and the plaintiff on March 5, 2019. Regarding the second case, the Court has made the appointment of hearing of evidence from the witnesses of the defendant and the plaintiff on March 21 and 22, 2019.
- 39.13 On November 30, 2018, the Company was sued as a civil case. Subject to breach of contract to buy and sell with a total sum of Baht 0.1 million. The Court made an appointment to witnesses examination on March 21, 2019.

#### The subsidiary

- 39.14 On October 5, 2017 the subsidiary was sued the civil case for breach of the sale agreement from a juristic person by the capital approximately Baht 1.55 million. This case could be settled by entering into the compromise agreement with the subsidiary and the subsidiary agreed to pay 6 installments to the plaintiff. At this time, the Company has fully complied with the compromise agreement.
- 39.15 On March 23, 2018, the subsidiary with a person was sued against a civil lawsuit in the breach of contract and was requested to repay the debt in the amount of Baht 3.44 million. Currently, the Company and the plaintiff can agree and is in the process of complying with the compromise agreement. The Company agreed to pay the amount of Baht 1.9 million to the plaintiff divided into 10 installments. The first payment was paid on January 31, 2019.
- 39.16 On March 23, 2018, the subsidiary was sued against a civil lawsuit in the breach of contract and was requested to repay the debt in the amount of Baht 4.65 million. At present, the Company and the plaintiff can now agree and is in the process of complying with the compromise agreement. The Company agreed to pay the amount of Baht 4.23 million to the plaintiff, divided into 10 installments. The first payment was paid on January 31, 2019.
- 39.17 On May 11, 2018, the subsidiary with six other persons was sued against a civil lawsuit in the breach of hire of work agreement with the amount of Baht 0.49 million. The Company and the plaintiff can now agree and the Company already paid Baht 0.42 million to the plaintiff, the plaintiff therefore withdraw the lawsuit.
- 39.18 On December 7, 2018, the subsidiary was sued as a civil case. Subject to breach of contract with a total capital of Baht 1.47 million. The Court has appointment the date of the settlement issues on March 21, 2019.

#### The Company and the subsidiary

- 39.19 On March 4, 2016 the Company (the 1st defendant) and the Subsidiary (the 2nd defendant) were sued the civil case for breach of the hire of work agreements from two businesses by the capital Baht 4 million.

Later on January 31, 2017 the Court of First Instance rendered a judgment of both cases by ordering the Company to pay Baht 0.8 million with the interest rate 7.5% per annum to both the plaintiffs and the Subsidiary was removed the lawsuit and the case was completed.

The Company did not appeal the Court of First Instance judgment, but it was on the process of preparing to file a lawsuit for damage refund from two businesses due to breach of the hire of work agreement with the Company. The Company has counter-sued for damages on September 6, 2017. The first case, the Court rendered a judgment to pay Baht 0.5 million to the Company and the case was completed. The second case, the Court has made the appointment of hearing of evidence from the witnesses of the plaintiff and the defendant on April 10, 2019.

#### 40. RECLASSIFICATION OF ACCOUNTS

Certain amounts in the financial statement presented herein for comparative purpose have been reclassified to conform to the current year's classification, with no effect on profit (loss) or shareholders' equity as previously reported. The significant reclassifications are as follows:

|                                      | Baht                                     |                               |
|--------------------------------------|--|-------------------------------|
|                                      | <u>Consolidated financial statements</u> |                               |
|                                      | <u>As reclassified</u>                   | <u>As previously reported</u> |
| Statements of income                 |  |                               |
| For the year ended December 31, 2017 |  |                               |
| Cost of rental income and services   | 179,915,982.58                           | 166,724,468.18                |
| Administrative expenses              | 351,009,651.34                           | 364,201,165.74                |

#### 41. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved on February 28 2019, by the authorized directors of the Company.



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