

Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

NUSASIRI PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2023

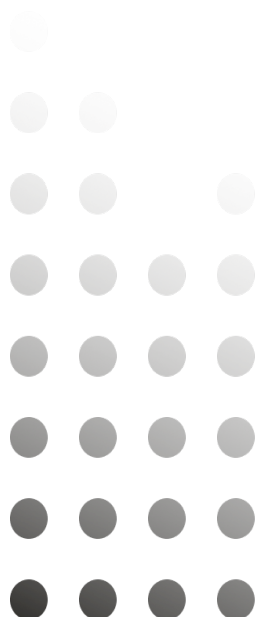


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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : NUSASIRI PUBLIC COMPANY LIMITED

Symbol : NUSA

Address : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New
Petchburi Road, Bangkapi, Huay Kwang

Province : Bangkok

Postcode : 10310

Business : Develops real estate

Registration Number : 0107537001595

Telephone : 0-2030-1399

Website : www.nusasiri.com

Email : secretary_nusa@nusasiri.com

Total Shares Sold (shares)

Common Stock : 13,066,222,343

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	1,651.32	2,036.81	1,788.74
Sales of land, land and houses (Thousand baht)	260.00	198.65	344.73
Sales of condominium units (Thousand baht)	235.60	308.37	197.03
Rental income and services (Thousand baht)	201.92	297.44	304.50
Income from theme park services (Thousand baht)	5.95	0.00	0.00
Medical/ Wellness business (Thousand baht)	23.04	260.43	231.67
Profit from the sale of investment properties (Thousand baht)	18.93	0.00	0.00
Other revenues (Thousand baht)	62.19	192.62	518.63
Revenue from sale (Thousand baht)	843.68	543.98	72.08
Profit from investment in equity instruments (Thousand baht)	0.00	235.32	120.10
Other (Thousand baht)	0.01	0.00	0.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Sales of land, land and houses (%)	15.74	9.75	19.27
Sales of condominium units (%)	14.27	15.14	11.02
Rental income and services (%)	12.23	14.60	17.02
Income from theme park services (%)	0.36	0.00	0.00
Medical/ Wellness business (%)	1.40	12.79	12.95
Profit from the sale of investment properties (%)	1.15	0.00	0.00

Other revenues (%)	3.77	9.46	28.99
Revenu from sale (%)	51.09	26.71	4.03
Profit from investment in equity instruments (%)	0.00	11.55	6.71
Other (%)	0.00	0.00	0.00

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	1,651.32	2,036.81	1,788.74
Domestic (Thousand baht)	1,651.32	2,036.81	1,788.74
International (Thousand baht)	0.00	0.00	0.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	0.00	0.00	0.00
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	0.00	0.00	0.00

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

Risk from external factors

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies
- Business operations of partners in the supply chain

Operational Risk

- Shortage or reliance on skilled workers
- Systems or internal control system
- Delays in the development of future projects

Compliance Risk

- Change in laws and regulations

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

Risk to Securities Holder (2.2.2)

The risk of major shareholder of the company

Risk Management Measures: Yes

Related Risk Topics

- Other

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://nusa-th.listedcompany.com/misc/cg/20220624-nusa-sustainability-policy-th.pdf>

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://nusa-th.listedcompany.com/misc/cg/20220624-nusa-sustainability-policy-th.pdf>

Company environmental guideline : Electricity Management, Water Management, Waste Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

Water management

• Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

• Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://nusa-th.listedcompany.com/misc/cg/20220624-nusa-cg-policy-th.pdf>

Company human right guideline : Employee Rights, Migrant Workers, Consumer Rights

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2021	2022	2023
Number of male employees (Persons)	138	310	378
Number of female employees (Persons)	160	360	282
Total number of employees (Persons)	298	670	660

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	0.00	0.00

• Significant labor dispute

	2021	2022	2023
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://nusa-th.listedcompany.com/misc/cg/20220624-nusa-coc-th.pdf>

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	13	100.00
Number of male directors	11	84.62
Number of female directors	2	15.38
Number of executive directors	3	23.08
Number of non-executive directors	10	76.92
Number of independent directors	7	53.85

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. VISANU THEPCHAROEN Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Original director	13 Nov 2015	Property Development, Strategic Management, Corporate Management

2.	Mr. MANOP THANOMKITTI Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive, Independent director) Director type: Original director	4 Mar 2022	Engineering
3.	Mr. SOMPIJIT CHAICHANAJARAK Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	17 Dec 2007	Property Development, Corporate Management
4.	Mrs. SIRIYA THEPCHAROEN Gender: Female Age: 52 years old Highest level of education: Bachelor's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	30 Apr 2012	Marketing, Digital Marketing, Negotiation
5.	Mr. SOMKID SARI Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive, Independent director) Director type: Original director	25 Nov 2015	Law

6.	Mrs. SIRINONGNARD PRIEWPANICH Gender: Female Age: 54 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	23 Jul 2018	Accounting
7.	Mr. PIBOON VORRAVANPREECHA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Master of Defence Studies Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	14 Nov 2018	Engineering
8.	Mr. TEERATAHT POSHYANONDA Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	2 Dec 2020	Internal Control, Accounting, Governance/ Compliance
9.	Mr. PAIROJ SIRIRAT Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	4 Mar 2022	Engineering

10.	Mr. PRADEJ KITTI-ITSARANON Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	17 Nov 2023	Engineering
11.	Mr. NOPPOL MILINTHANGGOON Gender: Male Age: 72 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	17 Nov 2023	Engineering, Corporate Management
12.	Mr. NUTTPASINT CHET-UDOMLAP Gender: Male Age: 32 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	17 Nov 2023	Business Administration
13.	Mr. CHATCHAI PAYUHANAVEECHAI Gender: Male Age: 63 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	17 Nov 2023	Business Administration, Banking, Property Development, Finance, Corporate Management, Strategic Management

Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : Yes

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings : No

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. TEERATAHT POSHYANONDA [1] Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	2 Dec 2020	Internal Control, Accounting, Governance/ Compliance
2. Mr. SOMKID SARI Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	14 Nov 2016	Law

3.	Mrs. SIRINONGNARD PRIEWPANICH [1] Gender: Female Age: 54 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	23 Jul 2018	Accounting
4.	Mr. PIBOON VORRAVANPREECHA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Master of Defence Studies Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	14 Nov 2018	Engineering
5.	Mr. MANOP THANOMKITTI Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	17 May 2022	Engineering

[1] A director with the accounting expertise needed to review financial statements

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. VISANU THEPCHAROEN Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Political Science	EXECUTIVE CHAIRMAN	25 Nov 2015	Property Development, Strategic Management, Corporate Management

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration

	2021	2022	2023
Total executive remuneration (baht)	18,634,735.08	19,610,700.00	16,113,324.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons)	: 378
Number of female employees (persons)	: 282
Total number of employees (persons)	: 660

Employee Remuneration

Total employee remuneration	: 0.00
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Provident fund

Total number of employees (persons)	: 660
Number of employees contributing to the PVD (persons)	: 13
Percentage of employees who are members (%)	: 1.97

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Natnaparksorn Phithayaphat	natnaparksorn@nusasiri.com	

- Company secretary

General information	Email	Telephone
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1.	Mr. Sompijit Chaichanajarak	sompijit@nusasiri.com
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• Head of internal audit

General information	Email	Telephone
1. Mr. kapol sangsrijan	kapol@nusasiri.com	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. A.M.T. & ASSOCIATES	1. Mr. CHAIYUTH ANGSIWITTHAYA Email: - Telephone: - 2. Ms. JARUNEE NUAMMAE Email: - Telephone: - 3. Ms. DARANEE SOMKAMNERD Email: - Telephone: - 4. Mrs. NATSARAK SAROCHANUNJEEN Email: - Telephone: - 5. Mr. SIRAMATE AKKHARACHOTKULLANUN Email: - Telephone: -	9,288,000.00	Details: Travel costs, postage costs, fax costs and overtime costs Total service fee (baht): 13,380.00

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PAIROJ SIRIRAT Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	Date position was assumed: 4 Mar 2022	Engineering
2. Mr. PRADEJ KITTI-ITSARANON Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	Date position was assumed: 17 Nov 2023	Engineering
3. Mr. NOPPOL MILINTHANGGOON Gender: Male Age: 72 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	Date position was assumed: 17 Nov 2023	Engineering, Corporate Management

4.	Mr. NUTTPASINT CHET-UDOMLAP Gender: Male Age: 32 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	Date position was assumed: 17 Nov 2023	Business Administration
5.	Mr. CHATCHAI PAYUHANAVEECHAI Gender: Male Age: 63 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	Date position was assumed: 17 Nov 2023	Business Administration, Banking, Property Development, Finance, Corporate Management, Strategic Management

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. VISANU THEPCHAROEN	Chairman of the board	Non-participating
Mr. MANOP THANOMKITTI	Vice Chairman	Non-participating
Mr. SOMPIJIT CHAICHANAJARAK	Director	Non-participating
Mrs. SIRIYA THEPCHAROEN	Director	Non-participating
Mr. SOMKID SARI	Vice Chairman	Non-participating
Mrs. SIRINONGNARD PRIEWPANICH	Director	Non-participating
Mr. PIBOON VORRAVANPREECHA	Director	Non-participating
Mr. TEERATAHT POSHYANONDA	Director	Non-participating
Mr. PAIROJ SIRIRAT	Director	Participating
Mr. PRADEJ KITTI-ITSARANON	Director	Non-participating
Mr. NOPPOL MILINTHANGGOON	Director	Non-participating
Mr. NUTTPASINT CHET-UDOMLAP	Director	Non-participating

Mr. CHATCHAI PAYUHANAVEECHAI	Director	Non-participating
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Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 12

Date of AGM meeting : 28 Apr 2023

EGM meeting : Yes

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. VISANU THEPCHAROEN (Chairman of the board)	-	12/12	Participating	Participating
2.	Mr. MANOP THANOMKITTI (Vice Chairman)	-	12/12	Participating	Participating
3.	Mr. SOMPIJIT CHAICHANAJARAK (Director)	-	12/12	Participating	Participating
4.	Mrs. SIRIYA THEPCHAROEN (Director)	-	12/12	Participating	Participating
5.	Mr. SOMKID SARI (Vice Chairman)	-	12/12	Participating	Participating
6.	Mrs. SIRINONGNARD PRIEWPANICH (Director)	-	12/12	Participating	Participating
7.	Mr. PIBOON VORRAVANPREECHA (Director)	-	12/12	Participating	Participating
8.	Mr. TEERATAHT POSHYANONDA (Director)	-	12/12	Participating	Non-participating
9.	Mr. PAIROJ SIRIRAT (Director)	-	12/12	Participating	Participating
10.	Mr. PRADEJ KITTI-ITSARANON (Director)	-	1/1	N/A	N/A
11.	Mr. NOPPOL MILINTHANGGOON (Director)	-	1/2	N/A	N/A
12.	Mr. NUTTPASINT CHET-UDOMLAP (Director)	-	1/1	N/A	N/A
13.	Mr. CHATCHAI PAYUHANAVEECHAI (Director)	-	1/1	N/A	N/A

Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. VISANU THEPCHAROEN (Chairman of the board)	-	300,000.00	360,000.00	No
2.	Mr. MANOP THANOMKITTI (Vice Chairman)	-	450,000.00	300,000.00	No
3.	Mr. SOMPIJIT CHAICHANAJARAK (Director)	-	240,000.00	300,000.00	No
4.	Mrs. SIRIYA THEPCHAROEN (Director)	-	240,000.00	300,000.00	No
5.	Mr. SOMKID SARI (Vice Chairman)	-	426,500.00	300,000.00	No
6.	Mrs. SIRINONGNARD PRIEWPANICH (Director)	-	450,000.00	300,000.00	No
7.	Mr. PIBOON VORRAVANPREECHA (Director)	-	400,000.00	300,000.00	No
8.	Mr. TEERATAHT POSHYANONDA (Director)	-	490,000.00	300,000.00	No
9.	Mr. PAIROJ SIRIRAT (Director)	-	290,000.00	300,000.00	No
10.	Mr. PRADEJ KITTI-ITSARANON (Director)	-	20,000.00	50,000.00	No
11.	Mr. NOPPOL MILINTHANGGOON (Director)	-	20,000.00	50,000.00	No
12.	Mr. NUTTPASINT CHET-UDOMLAP (Director)	-	20,000.00	50,000.00	No
13.	Mr. CHATCHAI PAYUHANAVEECHAI (Director)	-	20,000.00	50,000.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 10

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. TEERATAHT POSHYANONDA (Chairman of the audit committee)	-	10/10
2.	Mr. SOMKID SARI (Audit committee)	-	9/10
3.	Mrs. SIRINONGNARD PRIEWPANICH (Audit committee)	-	10/10
4.	Mr. PIBOON VORRAVANPREECHA (Audit committee)	-	10/10
5.	Mr. MANOP THANOMKITTI (Audit committee)	-	10/10