



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**NAVANAKORN PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2023



## Table of Contents

	Page
<b>Business Operations and Performance</b>	
Group Structure and Operations	1
Sustainable Development	4
<b>Corporate Governance</b>	
Corporate Governance Policy	7
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	8
Performance Report on Corporate Governance	16

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : NAVANAKORN PUBLIC COMPANY LIMITED

Symbol : NNCL

Address : 999 Moo 13, Phaholyothin Road, Klong Nueng, Klong Luang

Province : Pathum Thani

Postcode : 12120

Business : The principal businesses of the Company are the development of property and industrial estate projects for trading and leasing, and providing utilities and other facilities services in the industrial estates.

Registration Number : 0107545000322

Telephone : 0-2529-0031-5

Fax (if applicable) : 0-2529-2176

Website : [www.navanakorn.co.th](http://www.navanakorn.co.th)

Email : [ird@navanakorn.co.th](mailto:ird@navanakorn.co.th)

#### Total Shares Sold (shares)

Common Stock : 2,048,254,862

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)	947.47	1,005.94	1,040.00
Service Income (Thousand baht)	697.58	732.81	711.72
Other (Thousand baht)	249.89	273.13	328.28

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Service Income (%)	73.63	72.85	68.43
Other (%)	26.37	27.15	31.57

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	947.47	1,005.94	1,040.00
Domestic (Thousand baht)	947.47	1,005.94	1,040.00
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)	113.72	131.46	121.11
Other income from operations (Thousand baht)	88.28	103.92	93.07
Other income not from operations (Thousand baht)	25.44	27.54	28.04

**Share of profit of joint ventures and associates accounted for using equity method**

	2021	2022	2023
Share of profit (Thousand baht)	114.23	-108.81	104.74

**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

# 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://nncl.listedcompany.com/misc/flipbook/index.html?id=277154>

### Environmental Aspect (3.3)

#### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Company environmental guideline : Renewable/Clean Energy Management, Water Management, Waste Management

#### Results with Respect to the Environmental Aspect (3.3.2)

##### Energy management

###### • Fuel consumption

	2021	2022	2023
Diesel (Litres)	N/A	N/A	75,577.59
Gasoline (Litres)	N/A	N/A	28,636.08

###### • Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	10,486,225.96	10,530,203.23	11,352,128.00

##### Water management

###### • Water consumption



	2021	2022	2023
Total water withdrawal (Cubic meters)	13,516.00	10,974.00	12,530.00

## Waste management

### • Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	34,548,000.00	34,576,000.00	31,486,000.00

## 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
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### • 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

Company human right guideline : Employee Rights, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

### 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)	103	103	103
Number of female employees (Persons)	54	54	59
<b>Total number of employees (Persons)</b>	<b>157</b>	<b>157</b>	<b>162</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	0.00	0.00

##### • Employee retention

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	11.46	13.38	13.58

##### • Significant labor dispute

	2021	2022	2023
Significant labor dispute	Yes	Yes	Yes

# 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://nncl.listedcompany.com/misc/flipbook/index.html?id=277154>

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

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	10	100.00
Number of male directors	5	50.00
Number of female directors	5	50.00
Number of executive directors	2	20.00
Number of non-executive directors	8	80.00
Number of independent directors	4	40.00

#### 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. ACM NOPPORN CHANDAWANICH Gender: Male Age: 80 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	31 Mar 2018	Engineering, Property Development, Energy & Utilities

2.	POL. GEN. SOMCHAI VANICHSENEE Gender: Male Age: 80 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Re-elected as director	1 Dec 2009	Property Development, Negotiation, Risk Management, Governance/ Compliance
3.	Mr. PRINYA WAIWATANA Gender: Male Age: 76 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	31 Mar 2018	Property Development, Accounting, Finance, Audit
4.	Mrs. LEENA CHARERNSRI Gender: Female Age: 68 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 Dec 2008	Accounting, Finance, Risk Management, Property Development
5.	GEN. SOMDHAT ATTANAND Gender: Male Age: 78 years old Highest level of education: Bachelor's degree Major: Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	10 May 2016	Property Development, Audit

6.	<p>Mrs. CHUANPIS CHAIMUEANVONG</p> <p>Gender: Female</p> <p>Age: 74 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	7 Nov 2017	Economics, Property Development, Audit, Governance/ Compliance
7.	<p>Ms. WARANGKANA DEVAHASTIN</p> <p>Gender: Female</p> <p>Age: 52 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	22 Feb 2006	Property Development, Corporate Management
8.	<p>Mr. SUTHIPORN CHANDAWANICH</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Re-elected as director</p>	10 Jul 2019	Economics, Property Development, Finance, Accounting, Engineering, Risk Management
9.	<p>Mrs. PERAYALUK TANGSUNAWAN</p> <p>Gender: Female</p> <p>Age: 50 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Original director</p>	17 Mar 2015	Human Resource Management, Property Development, Marketing, Corporate Social Responsibility, Procurement



10.	Ms. SRANGLUK CHANDAWANICH	Director	1 Feb 2023	Marketing, Business
	Gender: Female	(Non-executive)		Administration
	Age: 50 years old			
	Highest level of education:	Director type: Newly		
	Master's degree	appointed director to		
	Major: Business Administration	replace ex-director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

#### List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mrs. SUVALAI CHANDAWANICH	Director	Date position was	Ms. SRANGLUK CHANDAWANICH
Gender: Female	(Non-executive)	assumed:	Date position was assumed:
Age: 76 years old		26 Mar 1971	1 Feb 2023
Highest level of education:		Date directorship	
Bachelor's degree		ended:	
Major: Accounting		1 Feb 2023	
Thai nationality: Yes			
Residing in Thailand: Yes			

#### Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : Yes

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. PRINYA WAIWATANA [1] Gender: Male Age: 76 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	25 Feb 2020	Property Development, Accounting, Finance, Audit
2. GEN. SOMDHAT ATTANAND [1] Gender: Male Age: 78 years old Highest level of education: Bachelor's degree Major: Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	10 May 2016	Property Development, Audit
3. Mrs. CHUANPIS CHAIMUEANVONG [1] Gender: Female Age: 74 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Re-elected as director	7 Nov 2017	Economics, Property Development, Audit, Governance/ Compliance

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

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Ruminant Committee	POL. GEN. SOMCHAI VANICHSENEE	Chairman
	Ms. SRANGLUK CHANDAWANICH	Member
	Mrs. LEENA CHARERNSRI	Member
Corporate Governance Committee	POL. GEN. SOMCHAI VANICHSENEE	Chairman
	Mrs. CHUANPIS CHAIMUEANVONG	Member
	Mr. Kanath Srisupa-at	Member
Risk Management Committee	Mrs. LEENA CHARERNSRI	Member
	Mr. SUTHIPORN CHANDAWANICH	Member
	Mr. Kanath Srisupa-at	Member
	Mr. PRINYA WAIWATANA	Chairman
	Mrs. PERAYALUK TANGSUNAWAN	Member
Risk Management Committee	Mr. SUTHIPORN CHANDAWANICH	Chairman
	Mrs. PERAYALUK TANGSUNAWAN	Member

### Roles of Sub-committees

Sub-committees responsible for risk management	: Risk Management Committee
Sub-committees responsible for nomination	: Nomination and Ruminant Committee
Sub-committees responsible for remuneration	: Nomination and Ruminant Committee
Sub-committees responsible for corporate governance	: Corporate Governance Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance Committee

## 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. SUTHIPORN CHANDAWANICH Gender: Male Age: 49 years old Highest level of education: Master's degree Major: Finance	CHIEF EXECUTIVE OFFICER	1 Aug 2020	Economics, Property Development, Finance, Accounting, Engineering, Risk Management
2. Mrs. PERAYALUK TANGSUNAWAN Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Business Administration	MANAGING DIRECTOR	1 Aug 2020	Human Resource Management, Property Development, Marketing, Corporate Social Responsibility, Procurement
3. Mr. Popporn Chandawanich Gender: Male Age: 46 years old Highest level of education: Bachelor's degree Major: Management	Chief Operating Officer	1 Sep 2020	Corporate Social Responsibility, Corporate Management, Project Management, Energy & Utilities
4. Mr. Pojana Saithong [1] Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Finance	Chief Financial Officer	1 Dec 2022	Property Development, Accounting, Finance

[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 policy for executives

Remuneration policy for executives : No

## 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) : 103

Number of female employees (persons) : 59

**Total number of employees (persons) : 162**

#### Employee Remuneration

Total employee remuneration : 0.00

#### Provident fund

Total number of employees (persons) : 162

Number of employees contributing to the PVD (persons) : 162

Percentage of employees who are members (%) : 100.00

# 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 continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. ACM NOPPORN CHANDAWANICH Gender: Male Age: 80 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	Date position was assumed: 31 Mar 2018	Engineering, Property Development, Energy & Utilities
2. POL. GEN. SOMCHAI VANICHSENEE Gender: Male Age: 80 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Re-elected as director	Date position was assumed: 1 Dec 2009	Property Development, Negotiation, Risk Management, Governance/ Compliance
3. Mrs. CHUANPIS CHAIMUEANVONG Gender: Female Age: 74 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 7 Nov 2017	Economics, Property Development, Audit, Governance/ Compliance

4.	Mr. SUTHIPORN CHANDAWANICH	Director (Executive)	Date position was assumed: 10 Jul 2019	Economics, Property Development, Finance, Accounting, Engineering, Risk Management
	Gender: Male			
	Age: 49 years old			
	Highest level of education: Master's degree	Director type: Re-elected as director		
	Major: Finance			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

• List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Ms. SRANGLUK CHANDAWANICH Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 1 Feb 2023	Marketing, Business Administration

**Directors' performance assessment**

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

**Meeting attendance and remuneration to each Board member (8.1.2)**

**Meeting attendance of the board of directors**

Number of board meetings (times) : 11  
Date of AGM meeting : 25 Apr 2023  
EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. ACM NOPPORN CHANDAWANICH (Chairman of the board)	-	11/11	Participating	Did not hold the meeting



2.	POL. GEN. SOMCHAI VANICHSENEE (Vice Chairman)	-	4/11	Participating	Did not hold the meeting
3.	Mr. PRINYA WAIWATANA (Director)	-	11/11	Participating	Did not hold the meeting
4.	Mrs. LEENA CHARERNSRI (Director)	-	10/11	Participating	Did not hold the meeting
5.	GEN. SOMDHAT ATTANAND (Director)	-	10/11	Participating	Did not hold the meeting
6.	Mrs. CHUANPIS CHAIMUEANVONG (Director)	-	11/11	Participating	Did not hold the meeting
7.	Ms. WARANGKANA DEVAHASTIN (Director)	-	8/11	Participating	Did not hold the meeting
8.	Mr. SUTHIPORN CHANDAWANICH (Director)	-	11/11	Participating	Did not hold the meeting
9.	Mrs. PERAYALUK TANGSUNAWAN (Director)	-	11/11	Participating	Did not hold the meeting
10.	Ms. SRANGLUK CHANDAWANICH (Director)	-	10/10	Participating	Did not hold the meeting
11.	Mrs. SUVALAI CHANDAWANICH (Director)	1 Feb 2023	1/1	Non-participating	Did not hold the meeting

## Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	ACM NOPPORN CHANDAWANICH (Chairman of the board)	-	N/A	4,840,000.00	N/A
2.	POL. GEN. SOMCHAI VANICHSENEE (Vice Chairman)	-	N/A	2,420,000.00	N/A
3.	Mr. PRINYA WAIWATANA (Director)	-	N/A	1,440,000.00	N/A
4.	Mrs. LEENA CHARERNSRI (Director)	-	N/A	1,240,000.00	N/A
5.	GEN. SOMDHAT ATTANAND (Director)	-	N/A	1,220,000.00	N/A
6.	Mrs. CHUANPIS CHAIMUEANVONG (Director)	-	N/A	1,240,000.00	N/A

7.	Ms. WARANGKANA DEVAHASTIN (Director)	-	N/A	1,080,000.00	N/A
8.	Mr. SUTHIPORN CHANDAWANICH (Director)	-	N/A	1,080,000.00	N/A
9.	Mrs. PERAYALUK TANGSUNAWAN (Director)	-	N/A	1,080,000.00	N/A
10.	Ms. SRANGLUK CHANDAWANICH (Director)	-	N/A	1,200,000.00	N/A
11.	Mrs. SUVALAI CHANDAWANICH (Director)	1 Feb 2023	N/A	N/A	N/A

## 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) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. PRINYA WAIWATANA (Chairman of the audit committee)	-	4/4
2.	GEN. SOMDHAT ATTANAND (Audit committee)	-	4/4
3.	Mrs. CHUANPIS CHAIMUEANVONG (Audit committee)	-	4/4