



บริษัท ร่มโบ้ พร็อพเพอร์ตี้ จำกัด (มหาชน)

RHOM BHO PROPERTY COMPANY LIMITED

53 ถนนสุขุมวิทสี่ แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 โทร.02-907-8140-2 แฟกซ์ 02-907-8144

53 Sukhonhasawat Road, Ladprao, Bangkok, 10230 Tel. 02-907-8140-2 Fax. 02-907-8144

Rules for proposing questions and agendas in advance for the shareholders' meeting and nominating candidates to be elected as directors at the ordinary general meeting of shareholders for 2021

To treat all shareholders equitably and promote good corporate governance, Rhom Bho Property Public Company Limited allows its shareholders to propose questions and agendas for the ordinary general meeting of shareholders in advance and nominate candidates to be elected as directors. The Company has set the following rules.

1. Qualifications of proposers

Shareholders who are eligible for proposing questions and agendas for the ordinary general meeting of shareholders in advance and nominating candidates to be elected as directors must

1.1 be either individual shareholder or group of shareholders holding minimum shares of not less than one percent of the total voting shares of the Company and have held the shares continuously for not less than six months prior to the date of proposing agendas or nominating candidates for directors, and

1.2 able to provide proof of shareholding such as a certificate from a securities company or other proof from the Thailand Securities Depository Co., Ltd. or Stock Exchange of Thailand.

2. Rules for proposing questions in advance for the shareholders' meeting

2.1 Shareholders can propose questions in advance for the shareholders' meeting in accordance with the rules set by the Company by informally notify the Company of the questions via charoen.b@rhombho.co.th before submitting the completed question proposal form for the annual ordinary general meeting of shareholders together with additional supporting documents (if any) to the Company.

2.2 The Company Secretary shall compile the questions submitted by the shareholders to present to the Board of Directors for consideration. The Company shall answer the shareholders' questions prior to or on the date of shareholders' meeting via email or postal mail (whichever the case may be). If the advance questions are deemed by the Board of Directors to be beneficial to the Company's operation or important to the overall stakeholders or Company's business, the Board of Directors shall propose such questions to the shareholders' meeting. Nonetheless, the Company shall answer the advance questions by 31 March 2021.

2.3. The Company reserves the right to refuse to answer advance questions in the following cases:

2.3.1 the advance questions are not related to the agendas of the 2021 annual ordinary general meeting of shareholders;

2.3.2 the advance questions accuse or implicate a person or Company in a way that damages their reputations;



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2.3.3 the shareholders have not fully completed the question proposal form or submitted incomplete documents required by the Company.

3. Rules for proposing agendas for the shareholders' meeting

The Company shall not place the follow matters on the agenda:

3.1 matters related to normal business practices of the Company;

3.2 matters beyond the authority of the Company;

3.3 matters already proposed to the shareholders' meeting within the past 12 months and have been supported by less than 10% of the total voting shares, provided that the facts for the matters have not changed significantly since then;

3.4 matters proposed by shareholders who are not fully qualified or submit incomplete information or documents or do not meet the submission due date;

3.5 matters not beneficial to the operations of the Company;

3.6 matters or supporting documents contain false or ambiguous statements;

3.7 matters related to the management authority of the Company, except those that cause significant damages to the overall shareholders;

3.8 matters that conflict with laws, notifications, rules, and regulations of government or regulatory agencies or matters not in line with the objective and Article of Association of the Company; and

3.9 matters that have already been processed by the Company.

The Company Secretary shall review the accuracy and completeness of submitted agenda proposal forms and supporting documents before present them to the Board of Directors for consideration. If the proposed matters are place on the agenda, the Company shall state in the meeting invitation that such agendas are proposed by shareholders. The Board of Director shall also provide reasons for rejecting the proposed matters to the shareholders' meeting.

4. Rules for nominating candidates to be elected as directors

4.1 Shareholders wishing to nominate candidates for the position of director must submit the following information or documents:

4.1.1 information of the candidate nominated for the position of director, including

- first-last name, age, nationality
- educational background
- work experience
- current position
- position of director held in other companies



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4.1.2 type of director to be nominated (independent or non-independent director)

4.1.3 proof of director qualifications

4.1.4 other information deemed necessary or beneficial for the consideration.

4.2 Nominated candidates must:

4.2.1 possess full qualifications and no prohibited characteristics required by the Public Limited Companies Act and Securities and Exchange Act or Articles of Association of the Company or regulations of relevant regulatory agencies; and

4.2.2 possess knowledge and skills important to the business of the Company, be independent of management, and able to devote sufficient time to duties and attend the Board's meeting regularly.

4.3 The Company reserves the right to consider only candidates who possess full qualifications under 4.2 and have all required documents.

If the proposed candidates are nominated to be elected for the position of director at the shareholders' meeting, the Company shall state in the meeting invitation that such candidates are proposed by shareholders.

5. Procedure for proposing questions and agendas in advance for the shareholders' meeting and nominating candidates to be elected as directors at the ordinary general meeting of shareholders

Shareholders complete and submit the Question Proposal Form for the Annual Ordinary General Meeting of Shareholders, Agenda Proposal Form for the Annual Ordinary General Meeting of Shareholders, or Director Nomination Form to the Company by 31 December 2020.

Shareholders can informally send the form and supporting documents to the Company via email charoen.b@rhombho.co.th and then submit the original documents via registered mail to:

Company Secretary

Rhom Bho Property Public Company Limited

53 Sukhonthasawat Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230

The Company reserves the right to consider only matters deemed beneficial for the Company and overall shareholders and in line with relevant rules and regulations.

Note: Forms and supporting document requirements are attached herewith.