



บริษัท ร่มโพธิ์ พร็อพเพอร์ตี้ จำกัด (มหาชน)

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

RHOM BHO PROPERTY 53 ถนนสุขุมวิท แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 โทร: 02-907-8443-4 แฟกซ์: 02-907-8144

Charters of the Board of Directors and Committees

1. Charter of the Board of Directors

Objectives

The Board of Directors plays an important role in determining policies, vision, strategies, and business directions in the best interest of the Company and is accountable to shareholders. The Board of Directors shall perform its duties with due care and in good faith to ensure fairness to all stakeholders under the principles of good corporate governance and shall monitor and oversee the operation of management to ensure that the Company's objectives are met in accordance with policy framework, laws, objectives, articles of association, and resolutions of the Board of Directors' meeting and meeting of shareholders.

Composition of the Board of Directors

1. The Board of Directors shall comprise at least five members, not less than one half of whom shall reside in the kingdom.
2. The Board of Directors shall be composed of executive directors and/or non-executive directors and independent directors. At least one-third of the total number of directors but not less than three directors should be independent directors. The qualifications of the independent directors shall be in accordance with the rules set forth by the Capital Market Supervisory Board and Stock Exchange of Thailand.
3. The Board of Directors shall appoint one person who may or may not be a director to serve as secretary to the board.
4. Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:
 - 4.1 One shareholder has a number of votes equal to the number of shares he/she holds and one share equals one vote;
 - 4.2 Each shareholder may use all his/her votes to elect one or more candidates to be directors but shall not discriminately divide the votes among the candidates.
 - 4.3 Candidate shall be ranked according to the votes they have received in descending order and the directors shall be appointed in that order until the required number of directors is filled. In the case that the number of candidates in the next respective order receiving equal votes exceeds the number of directors to be elected, then the chairman of the meeting shall cast the deciding vote.



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Qualifications of the Board of Directors

1. Directors shall possess qualifications and no possess prohibited characteristics as specified by the Public Limited Companies Act B.E. 2535 (and Amendment) and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified by the Securities and Exchange Commission and Stock Exchange of Thailand. Directors shall be listed in the List of Directors and Executives of Securities Companies in accordance with the Notification of the Capital Market Supervisory Board on Criteria for Listing in the List of Directors and Executives of Securities Companies.
2. Directors must be persons with morals, ethical values, and good work history and have sufficient time to devote their knowledge and abilities to fully perform duties for the Company.
3. Directors shall be knowledgeable or experienced in business management, accounting and finance, or other appropriate fields.
4. Directors should attend every Board's meeting and shareholder meeting except in cases of force majeure.
5. Directors shall not operate business that is the same as and competing with the Company or become partners or directors in other juristic persons that are the same as and competing with the Company, whether for their own or for others' benefits, unless the directors notify the shareholder meeting prior to their appointment.
6. Directors must promptly notify the Company if they have stakes in any contract made by the Company, whether directly or indirectly, or hold shares or debentures in the Company or affiliated company.
7. Directors shall possess other qualifications that may be subsequently added in order to be consistent with laws and other appropriateness.

Duties and Responsibilities of the Board of Directors

1. Perform duties responsibly, with due care, and in good faith in the best interest of the Company and to ensure compliance with laws, objectives and Articles of Association of the Company, shareholder meeting's resolutions, and regulations set forth by the Stock Exchange of Thailand and Securities and Exchange Commission.
2. Determine vision, policies, objectives, operation plans, financial strategies, annual budget, and business directions of the Company and ensure that management performs in accordance with the determined policies efficiently and effectively in the best interest of shareholders.
3. Regulate, supervise, oversee, and monitor the performance of management to ensure operations are carried out in accordance with the determined policies and budgets efficiently and review policies, operation plans, and budgets regularly.
4. Be accountable to shareholders, act in the best interest of shareholders, disclose important information to investors accurately and in full, uphold transparency and other standards.



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5. Assess performance and set remuneration of directors and senior executives.
6. Be accountable for operating results and performance of management and ensure it conducts its duties attentively and carefully.
7. Ensure that feasible and reasonable business objectives are clearly determined and can be evaluated to be used as guidelines for operations.
8. Ensure that business operations and practices are carried out with integrity.
9. Ensure that risk management system is implemented by management efficiently and effectively.
10. Make decision on key matters, such as large-scale investment plan and policy, management authority, acquisition and disposition of assets, and other transactions required by laws.
11. Determine approval levels and authorities of persons or groups of persons to conduct transactions and business operations in accordance with relevant laws to be compiled into an authority manual and review the manual at least once every year.
12. Ensure reliable accounting system, financial reporting, and auditing, as well as internal control system assessment.
13. Make sure the balance sheet and income statement are prepared at the end of each accounting period and are audited by the auditor to be approved at a meeting of shareholders.
14. Protect the interest of shareholders and ensure that efficient internal control system and internal audit are in place. Set procedures to ensure information disclosure and reports are accurate and complete in accordance with relevant laws, notifications, regulations and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand.
15. Acknowledge important audit reports prepared by the Audit Committee or Internal Audit Department, as well as audit accounts and company advisors and determine resolutions.
16. Consider management structure and appoint managing director, executive committee, and other committees as appropriate.
17. Hold an annual ordinary general meeting of shareholders within four months from the end of an accounting period.
18. Give consent to a nomination of auditor(s) and consider an audit fee to be presented at a meeting of shareholders for approval.
19. Prepare a statement of the Board of Directors' responsibilities for financial report to be included together with an auditor's report in an annual report and for other important matters in accordance with the Stock Exchange of Thailand's Principle of Good Corporate Governance for Listed Companies.



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20. Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
21. Ensure that each committee complies with its committee charter.
22. Consider and approve matters related to the Company or deemed appropriate for the Company's interest.
23. Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflicts of interest ("person with conflicts of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Furthermore, the following matters must be approved by a meeting of shareholders:

- Matters required by laws to be approved by a meeting of shareholders;
- Enter into transactions in which directors have stakes and required by laws or regulations of the Stock Exchange of Thailand to be approved by a meeting of shareholders;
- The following matters require approval from a Board's meeting and meeting of shareholders with votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote:
 - Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - Purchasing or taking a transfer of the undertaking of any other public company or private company to be owned by the company;
 - Concluding, modifying or terminating any of the company's undertaking lease contract, in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with an objective to share profits and loss;
 - Amending Memorandum of Association or Articles of Association;
 - Issuing new shares to pay debt under the Debt to Equity Conversion Scheme;
 - Increasing and reducing capital, issuing debentures, and merging or Dissolving company;
 - Any other matters required by laws.

Directors who have stakes or conflicts of interest in a given matter shall be prohibited from voting on that matter.



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24. Board members shall conduct a self-assessment and assess the performance of the Board as a whole. Furthermore, the Board of Directors is responsible for ensuring compliance with Securities and Exchange Act; regulations of the Stock Exchange of Thailand such as connected transactions and acquisition and disposition of assets; notifications of the Securities and Exchange Commission and Capital Market Supervisory Board; or laws related to the business of the Company.

Election of Directors and Term of Office

Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:

1. Each shareholder shall have a number of votes equal to the number of shares he/she holds and one share equals one vote;
2. Directors may be elected individually or as a slate as the shareholder meeting deems appropriate. In each election, each shareholder shall cast all his/her votes under article 1 which shall not be discriminately divided among the candidates. Thus, shareholders cannot discriminately divide the votes among the candidates in accordance with Section 70 Paragraph 1 of the Public Limited Companies Act (use non-cumulative voting only).
3. Directors shall be elected by the majority of the votes casted. In the case of a tie, the chairman of the meeting shall cast the deciding vote.
4. Any director wishing to resign from position shall submit a resignation letter to the Company and may notify the public companies registrar of his/her resignation. The resignation shall be in effect from the day on which the Company receives the resignation letter onwards.

Term of Office

1. At every annual general meeting of shareholders, one-third of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third shall retire. The retiring directors can be re-elected. The method of drawing lots shall be applied to determine directors to be retired in the first and second years after the Company has been listed. In the subsequent years, directors who are in the position the longest shall retire.
2. In the case that any director position is vacant due to reason other than by rotation and the remaining term of office is not less than two months, the Board of Directors shall appoint any person who possesses qualifications and no prohibited characteristics specified in the Public Limited Company Act, Securities and Exchange Act, and other laws related to the Company's business as director to fill the vacancy in the next Board's meeting. The person so appointed shall retain his/her office for the remaining term of the vacated director.



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3. Directors vacating office can be re-elected. In addition to vacating office by rotation, directors shall vacate office upon:
 - a) Death;
 - b) Resignation;
 - c) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - d) Being removed by a resolution of a meeting of shareholders;
 - e) Being removed by court order.

A shareholder meeting may pass a resolution to remove any director before the expiration of his/her term of office by the vote of not less than three-fourths of the number of shareholders attending the meeting and entitled to vote and the total number of shares of not less than one half of the number of shares held by shareholders attending the meeting and entitled to vote.

Board of Directors' Meeting

1. The Board of Directors is required to hold a meeting at least once every three months. Directors should attend every meeting to express their opinions and exercise discretion independently. If a director is unable to attend the meeting due to force majeure, he/she must notify the Secretary to the Board in advance. The Company shall report the number of meetings attended by each director in the annual report.
2. The Chairman of the Board or person designated by the Chairman shall set a date, time, and place for a Board's meeting. A meeting may be held in the province where the Company's head office is located or nearby province or any other appropriate place in accordance with the Company's Articles of Association. If the Chairman of the Board or person designated by the Chairman does not set a meeting venue, that meeting shall be held at the Company's head office.
3. Secretary to the Board or person designated by the Chairman shall send a meeting invitation letter to each director at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance. Secretary to the Board shall send meeting documents to directors in advance of the meeting and such meeting documents should provide adequate information that allows directors to make decisions and exercise discretion independently. Secretary to the Board is also responsible for recoding a meeting, preparing meeting minutes within 14 days from the meeting completion date to be submitted to the Chairman for signature, and keeping the meeting minutes in a systematic manner.
4. A Board's meeting requires the presence of not less than one half of the total number of directors to constitute a quorum and the Chairman of the Board to chair the meeting. If the Chairman is absent at the meeting or unable to perform such duty, the Vice Chairman of the Board shall chair the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform such duty, the directors attending the meeting shall select one among them to chair the meeting.



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5. Directors with stakes in a particular matter being considered by the Board must not express opinions or vote on that matter.
6. A decision of the Board's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chair of the meeting shall have an additional vote as a deciding vote. The opinion of the director who votes against the matter must also be included in the meeting minutes.
7. The Board of Directors may invite concerned parties including relevant committees, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. Secretary to the Board or person designated by the Chairman is responsible for preparing the minutes of a Board's meeting.

2. Charter of the Audit Committee

Objectives

The Audit Committee shall comprise independent directors to audit the Company's undertakings and review the internal control system to ensure that organizational units perform their duties efficiently in accordance with laws and workplace regulations and that management is carried out appropriately, efficiently, and effectively. The Audit Committee shall also review the Company's financial report together with the auditor to ensure reliability and accurate and complete information disclosure in accordance with relevant standards and regulations and assure investors and stakeholders that the Company's undertakings are audited and governed carefully, fairly, and transparently in accordance with the principles of good corporate governance.

Composition of the Audit Committee

1. The Audit Committee shall be composed of not less than three (3) independent directors who possess qualifications as specified in the Securities and Exchange Act B.E. 2535 and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
2. Members of the Audit Committee shall possess the skills appropriate to the designated duties. At least one committee member must have knowledge, understanding, or experience in accounting and finance.
3. The Board of Directors or Audit Committee shall select one committee member to act as the Chairman of the Audit Committee and may appoint a secretary to the Audit Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.



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Qualifications of the Audit Committee

1. Must be appointed by the Board of Directors and approved by the meeting of shareholders.
2. Possess qualifications as specified in the Public Limited Companies Act, Securities and Exchange Act, and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
3. At least one committee member must have adequate knowledge in accounting and finance to review the reliability of financial statements.
4. Members of the Audit Committee must be independent directors with the following qualifications:
 - 4.1 Hold shares of not more than one per cent of the total shares entitled to vote of the Company, parent company, subsidiary, or associated company, major shareholder, or controlling person which shall be inclusive of the shares held by related persons.
 - 4.2 Not currently or never have been a director who takes part in management, employee, staff member, advisor who receives a regular salary, or controlling person of the Company, parent company, subsidiary, associated company, or subsidiary at the same level of major shareholder or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission. These prohibited characteristics do not include cases where an independent director has been a public servant or advisor of a government agency who is a major shareholder or controlling person of the Company.
 - 4.3 Not a person with blood relation with or legal status as father, mother, spouse, sibling, or child including spouse of that child to other director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the Company or subsidiary company (if any).
 - 4.4 Not currently have or never have had any business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person in the way that may affect the exercise of independent discretion. Not currently or never have been a significant shareholder or controlling person for persons having business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has been free from that relation for not less than two years prior to applying for approval from the Securities and Exchange Commission. These business relations shall include regular commercial transactions, leasing or leasing out property, asset or service transactions, or providing or receiving financial supports including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contract party to bear a debt obligation to pay the other party higher than three percent of the Company's net tangible assets or higher than 20 million Baht, whichever is the lowest. A calculation of such debt obligation shall be in accordance with the formula



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for calculation of connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. A consideration of such debt obligation shall include debt obligations incurred in the period of one year prior to entering into business relation with the same person.

- 4.5 Not currently or never have been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.6 Not currently or never have been a provider of professional services, legal consulting, or financial consulting services with a fee more than two million Baht per year to the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of a provider of such professional services, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.7 Not currently a director appointed to represent the Company's directors, major shareholders, or shareholder related to major shareholder.
- 4.8 Not currently operate business similar to and significantly competing with the Company or subsidiary; or not a significant partner of a partnership or director who takes part in the management, or employee or consultant who receives a regular salary; or hold more than one percent of voting shares of any other companies operating business similar to and significantly competing with the Company and subsidiary.
- 4.9 Not under any conditions that may impede from having independent views towards the company's operations.
- 4.10 The independent director possessing the above qualifications may be designated by the Board of Directors to make decisions on the operations of the Company, associated company, same-level subsidiary, major shareholder, or controlling person in a collective decision process.
- 4.11 Be capable of performing duties, giving opinions, or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of executives or major shareholders of the Company including related persons or close relatives of the said persons.



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4.12 Be a trustworthy and generally accepted person.

4.13 Be able to devote sufficient time to perform the duties of the Audit Committee.

Scope of Duties and Responsibilities

1. Review the Company's financial report to ensure accuracy and reliability as well as adequate disclosure by coordinating with external auditors and executives responsible for quarterly and annually financial reporting.
2. Review the Company's internal control system to ensure appropriateness and efficiency. The Committee may suggest reviewing or examining any items deemed necessary and important and recommend ways to improve the internal control system to the Board of Directors. The internal control system review shall be conducted jointly with external auditors and internal audit manager.
3. Review the Company's compliance with Securities and Exchange Act B.E. 2535, notifications, regulations, and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand, and other laws related to the Company's business.
4. Select and nominate an independent person to perform auditor functions including account, control system, and financial statement auditing. The Audit Committee has the power and responsibility to select, evaluate, propose remuneration, and oversee the performance of the auditor, as well as review or guarantee the audit firm to the Board of Directors.

The auditor and audit firm shall report directly to the Audit Committee. The Audit Committee has the authority to approve the terms and conditions and preliminary audit fee and other service fees proposed by the auditor.

The Audit Committee will provide advices to the Board of Directors in order to propose to an annual ordinary meeting of shareholders to approve the appointment of auditor and audit fee.

5. Meet with executives and auditor as appropriate to discuss about auditing problems and limitations and management's actions to solve such problems and limitations, as well as risk management and assessment policy, important financial risks, and measures taken by management to control or reduce such risks. Moreover, the Audit Committee shall resolve any conflict between executives and auditor related to financial report and shall hold a meeting with the auditor without the presence of management at least once a year.



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6. Promote and build a sense of independence of auditor. The Audit Committee shall provide discuss with the auditor about his/her independence from management and the Company, including any relationship or service between the Company and auditor that may affect the auditor's impartiality.
7. Review the Company's financial statements, accounting standards and policy, and important changes related to accounting standards, principles, or practices as well as important decisions that may affect financial reporting, including choices, reasons, and results of such decisions.
8. Consider connected transactions or transactions with potential conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and make sure that such transactions are reasonable and in the best interest of the Company. Disclosure of information must be done accurately and fully.
9. Review and approve or ratify any transaction made between the Company and related party required to be disclosed by the Securities and Exchange Commission.
10. Review the internal audit plan in accordance with Generally Accepted Auditing Standards.
11. Ensure that an appropriate and efficient risk management system is in place.
12. Report the Audit Committee's performance to the Board of Directors at least four times a year.
13. Provide opinions on appointment, dismissal, and evaluation of internal audit's officers.
14. The Audit Committee is entitled to invite management, executives, or employees to attend the meeting to discuss issues or give opinions or documents deemed necessary or relevant.
15. The Audit Committee is entitled to hire a consultant or outsider under the Company's regulations to provide opinions or advices as necessary.
16. Prepare the Audit Committee's corporate governance report and publish it in the annual report. Such report must be signed by the Chairman of the Audit Committee and contain at least the following information:
 - a) Opinion on the accuracy, completeness, and reliability of the financial report;
 - b) Opinion on the adequacy of the Company's internal audit system;
 - c) Opinion on the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business;
 - d) Opinion on the suitability of the auditor;
 - e) Opinion on transactions with potential conflicts of interest;
 - f) Number of the Audit Committee's meetings and number of meetings attended by each member of the Audit Committee;
 - g) Opinion or overview observation obtained by the Audit Committee from its performance in accordance with the charter;



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- h) Any other matter that shareholders and general investors should know within the scope of duties and responsibilities designated by the Board of Directors.
- 17. The Audit Committee must conduct a self-assessment and report the assessment results as well as problems that may cause the Audit Committee to be unable to achieve its objectives to the Board of Directors every year.
- 18. Revise and improve the Charter of the Audit Committee.
- 19. If the Audit Committee finds or suspects a transaction or action to potentially affect significantly financial status and operating results of the Company such as transaction with conflicts of interest, potential corruption, significant error or defect in the internal control system, and violation of Securities and Exchange Act or regulations of the Stock Exchange of Thailand, the Audit Committee shall notify the Board of Directors in order to rectify the problems within the time period deemed appropriate by the Audit Committee. Any member of the Audit Committee may report that transaction or action to Securities and Exchange Commission or Stock Exchange of Thailand.
- 20. Ensure that there are channels for reporting complaints related to improper items in financial statements or other issues and assure complaint reporters that there will be an independent review and appropriate follow-up procedures.
- 21. If necessary, the Audit Committee may seek advices about investigation from external advisor or professional expert at the Company's own expense in accordance with regulations of the Company.
- 22. Perform any other task as designated by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

Term of Office

- 1. The term of office of the Audit Committee shall cover a period of three years and the committee may be re-appointed for another term. In addition to vacating office due to term expiration, directors shall vacate office upon:
 - a) Death;
 - b) Resignation;
 - c) Lack of qualifications of audit director under this Charter or criteria set by the Stock Exchange of Thailand and relevant laws;
 - d) Retire from director position;
 - e) Being removed by a resolution of a Board's meeting or meeting of shareholders;
 - f) Being removed by court order.



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2. In the case that any audit committee member wishes to resign, he/she should give a resignation letter to the Chairman of the Board one month in advance together with reason(s) for resigning. The Company must immediately report such resignation and send a copy of the resignation letter to the Stock Exchange of Thailand. In the case that the entire audit committee members resign, the resigning committee members shall be acting in a position until a new audit committee is appointed.
3. In the case that an audit director position is vacant due to reason other than term expiration, the Board of Directors shall appoint any person who possesses full qualifications as audit director to fill the vacancy within 90 days. The person so appointed shall retain his/her office for the remaining term of the vacated director.

Audit Committee's Meeting

1. The Audit Committee is required to hold at least four meetings every year to consider financial statements, internal audit report, and other matters. The Audit Committee shall also consider connected transactions or acquisition or disposition of assets to be undertaken by management based on the appropriateness and reasonability of each transaction in the best interest of the Company in accordance with the rules on connected transactions or acquisition or disposition of assets set forth by the Stock Exchange of Thailand. The Chairman of the Audit Committee may call a special meeting to consider any urgent matter as appropriate.
2. The Chairman of the Audit Committee or Secretary to the Audit Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
3. An Audit Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. When considering quarterly and annual financial statements, a committee member possessing knowledge and experience in accounting and finance is required to attend the meeting.
4. If the Chairman of the Audit Committee is unable to attend the meeting, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
5. Members of the Audit Committee with interests in a given matter shall be prohibited from expressing opinions and voting on that matter.
6. A decision of the Audit Committee's meeting shall be by the majority of votes. In casting votes, each committee member shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The opinion of the committee members who do not vote on the matter shall be presented as opinion against the matter to the Board of Directors.



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7. The Audit Committee may invite concerned parties including directors, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. The Chairman of the Audit Committee shall report the meeting results to the next Board of Directors' meeting.
9. Secretary to the Audit Committee or designated person is responsible for recording the meeting minutes.

Audit Committee's Report

The Audit Committee report its performance results to the Board of Directors at the Board's meeting.

1. The Audit Committee shall report the finding or suspicion of the following activities, which may significantly affect the Company's financial status and operations, to the Board of Directors in order to find solutions within the time period deemed appropriate by the Audit Committee.
 - 1.1. Conflict of interest transaction;
 - 1.2. Suspected or presumed fraud or irregularity or material defect in the internal control system;
 - 1.3. Infringement of laws or any regulations of the Stock Exchange of Thailand.
2. If the Audit Committee has reported about matters which have material impacts on the financial condition and results of operation to the Board of Directors and has discussed with the Board of Directors and executives that a rectification is necessary, upon completion of the time period mutually fixed if the Audit Committee finds that such rectification has been unreasonably ignored, any member of the Audit Committee may report such finding to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

3. Charter of the Nomination and Remuneration Committee

Objectives

The Nomination and Remuneration Committee shall be responsible for determining recruitment criteria and policy and identifying, selecting, and nominating suitable candidates for the director position as well as fixing remuneration of directors.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be appointed by the Board of Directors and shall be composed of one (1) executive director and two (2) independent directors totaling not less than three (3) members. The Chairman of the Nomination and Remuneration Committee may be appointed by the Board of Directors or Nomination and Remuneration Committee and should be an independent director.

The Nomination and Remuneration Committee may appoint a secretary to the Nomination and Remuneration Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.



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Scope of Duties and Responsibilities

1. Nomination

- 1.1. Set criteria and policies for nominating members of the Board and Committees, taking into consideration the appropriate numbers, structure, and composition of the Board. Determine the qualifications of directors to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 1.2. Recruit, select, and nominate suitable candidates for director and committee member positions that are expired and/or vacant and/or added, whichever the case may be.
- 1.3. Recruit and select suitable candidates for executive positions, especially president and chief executive officer.
- 1.4. Oversee compliance with the Company's corporate governance policy. Review the corporate governance policy annually and propose revision and improvement to the Board of Directors.
- 1.5. Prepare, review, and conclude succession plan and management continuity for president position annually and report to the Board of Directors.
- 1.6. Perform any other nomination task as assigned by the Board of Directors.

2. Remuneration

- 2.1 Set criteria and policies for determining remuneration of members of the Board and Committees and executives to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 2.2 Determine the remuneration of individual directors in both monetary and non- monetary forms. The remuneration of directors and executives shall be considered based on duties, responsibilities, and performances of individual directors and executives and shall be comparable to companies with similar business. The remuneration must be submitted to the Board of Directors for consideration and approved by the Board of Directors and/or meeting of shareholders.
- 2.3 Approve the determination of directors' annual remuneration.
- 2.4 Be accountable for the Board of Directors. Clarify and answer queries about remuneration of directors, committee members, and senior executives at a shareholder meeting.
- 2.5 Disclose the policy, criteria, and reasons for determining remuneration of directors and executives as required by the Stock Exchange of Thailand in annual registration statement (Form 56-1) and annual report of the Company.
- 2.6 Perform any other remuneration task as assigned by the Board of Directors. Management and other units must report or present relevant information and documentation to the Nomination and Remuneration Committee to enable it to carry out operation to achieve its objectives.



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3. Term of Office and Appointment of the Nomination and Remuneration Committee

3.1 The term of office of members of the Nomination and Remuneration Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.

3.2 In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Nomination and Remuneration Committee to decrease to be unable to perform duties, the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.

3.3 Members of the Nomination and Remuneration Committee shall vacate office upon:

- a) Expiration of term;
- b) Death;
- c) Resignation;
- d) Lack of qualifications or possessing prohibited characteristics specified by laws;
- e) Being removed by a resolution of a Board's meeting.

3.4 A member of the Nomination and Remuneration Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

4. Nomination and Remuneration Committee's Meeting

4.1 The Nomination and Remuneration Committee can hold any number of meetings as appropriate in order to carry out its designated duties but not less than one (1) meeting per year must be held.

4.2 The Chairman of the Nomination and Remuneration Committee or Secretary to the Nomination and Remuneration Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.

4.3 A Nomination and Remuneration Committee's meeting requires the presence of not less than one half of the total committee numbers, at least one of whom must be an independent director, to constitute a quorum. When considering certain matters, an advisor possessing knowledge and experience in nomination and remuneration may be invited to attend the meeting.

4.4 The Chairman of the Nomination and Remuneration Committee shall act as the chairman of the meeting. If the Chairman is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.

4.5 A decision of the Nomination and Remuneration Committee's meeting shall be by the majority of votes. In casting votes, each committee member shall have one vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.



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- 4.6 Secretary to the Nomination and Remuneration Committee does not have the right to vote.
- 4.7 Secretary to the Nomination and Remuneration Committee or person designated by the Nomination and Remuneration Committee is responsible for recording the meeting minutes. The Chairman of the Nomination and Remuneration Committee or designated committee member shall report the meeting results to the Board of Directors' meeting.
- 4.8 The Nomination and Remuneration Committee may invite concerned parties including directors, executives, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.

5. Nomination and Remuneration Committee's Report

The Nomination and Remuneration Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Nomination and Remuneration Committee's meeting.

4. Charter of the Risk Management Committee

Recognizing the importance of the good corporate governance, the Board of Directors has set up the Risk Management Committee to determine and review policies, enterprise risk management framework, consider enterprise risk management report in accordance with the principles of good corporate governance.

Composition of the Risk Management Committee

1. The Risk Management Committee shall be appointed by the Board of Directors and shall be composed of at least one (1) member of the Board and at least one (1) of whom shall be independent director.
2. Members of the Risk Management Committee shall be persons who possess understanding and direct experience in business in order to determine risk management policy that covers the entire organization and ensure that a risk management system or process is in place to properly mitigate the impacts on the Company's business.
3. The Chairman of the Risk Management Committee may be appointed by the Board of Directors or Risk Management Committee.
4. The Risk Management Committee may appoint a secretary to the Risk Management Committee, who may be the head of business support or person deemed appropriate by the Risk Management Committee to support and assist the committee including preparing meeting agenda and recording meeting minutes.



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Qualifications of the Risk Management Committee

Members of the Risk Management Committee must possess the following qualifications:

1. Must be appointed by the Board of Directors;
2. Possess knowledge, experience, and skills in the Company's business, laws, and other areas;
3. Be mature, secure, independent, and able to express different views;
4. Be able to devote sufficient time to perform duties.

Scope of Duties and Responsibilities

1. Set risk management policy and framework to be submitted to the Board of Directors for approval.
2. Set, review, and improve enterprise risk management framework.
3. Monitor risk indicators and conduct risk assessment.
4. Oversee and encourage to have an enterprise risk management system in place in line with business strategies, objectives, and changing situations.
5. Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.
6. Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.
7. Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.
8. Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.
9. Perform any other task as designated by the Board of Directors.

Term of Office and Appointment of the Risk Management Committee

1. The term of office of members of the Risk Management Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
2. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Risk Management Committee to be less than two (2), the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.



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3. Members of the Risk Management Committee shall vacate office upon:
 - a) Expiration of term;
 - b) Death;
 - c) Resignation;
 - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - e) Being removed by a resolution of a Board's meeting.
4. A member of the Risk Management Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

Risk Management Committee's Meeting

1. The Risk Management Committee can hold any number of meetings as appropriate in order to carry out its designated duties but not less than one (1) meeting per year must be held. The Risk Management Committee may invite management, relevant executives or employees, or other appropriate persons to attend the meeting to give opinion or necessary documentation.
2. The Chairman of the Risk Management Committee or Secretary to the Risk Management Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
3. A Risk Management Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Risk Management Committee consists of two members, both members must be present at the meeting to constitute a quorum
If the Chairman of the Risk Management Committee is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
4. A decision of the Risk Management Committee's meeting shall be by the majority of votes. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.

Secretary to the Risk Management Committee or person designated by the Risk Management Committee is responsible for preparing the meeting minutes, which must be certified by the Risk Management Committee.



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Risk Management Committee's Report

The Risk Management Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Risk Management Committee's meeting and report its performance results in the annual report and to the meeting of shareholders.

5. Charter of the Executive Committee

Objectives

The Executive Committee shall perform its duties with due care and in good faith to ensure that the Company is managed in accordance with policy and Code of Conduct and that composition and term of office, duties and responsibilities, and Executive Committee's meeting are clearly stated to serve as guidelines for legal compliance.

Composition of the Executive Committee

1. The Executive Committee shall be appointed by the Board of Directors and one member of the Executive Committee, who is also a Board member, shall be appointed to serve as Chairman of the Executive Committee.
2. The Executive Committee shall be composed of at least three (3) members, who are members of the Board, executives of the Company, and/or outsiders.
3. The Executive Committee may appoint a secretary to the Executive Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.
4. Members of the Executive Committee shall persons who possess appropriate knowledge, skills, and experiences as well as understand their qualifications, duties, and responsibilities and shall not possess prohibited characteristics specified by laws.
5. Members of the Executive Committee shall be able to devote sufficient time to perform their duties and express their opinions.

Authority

Approve investment expenditures, financial transactions with financial institutes such as opening a bank account, applying for loan, pledge, mortgage, and guaranty, as well as purchase and sale and registration or land to conduct regular transactions within the financial limits specified in the work manual on operation authority. These undertakings must be in accordance with laws, rules, and regulations set forth by the Stock Exchange of Thailand, Securities and Exchange Commission, and other relevant laws.



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Duties and Responsibilities

1. Set policies, objectives, business strategies, annual operating plan, business plan, annual budget, and management authorities of the Company to be proposed to the Board of Directors for approval.
2. Oversee the Company's management to ensure that it is in compliance with the business policies, objectives, and directions of the Company.
3. Ensure that the Company's operations are conducted in accordance with laws, objectives, Articles of Association, resolutions of shareholder meeting and Board's meeting, and relevant regulations. Review and improve the charter of the Executive Committee and submit it to the Board of Directors for approval.
4. Approve investment or operating expenditures, applying for any loan or credit from financial institutes, lending, and acting as a guarantor to conduct regular transactions in accordance with the Company's objectives, within the set financial limits, and under the provisions of notifications of the Stock Exchange of Thailand, Securities and Exchange Commission, Capital Market Supervisory Board, or other relevant laws.
5. Set corporate structure and management authorities. Set, revise, and improve position descriptions to cover recruitment, employment, transfer, training, and termination of executives or senior executives and appoint the President/Chief Executive Officer or person designated by the President/Chief Executive Officer to act as an authorized signatory to sign employment contracts.
6. Oversee and approve matters related to the Company's operations. Appoint any person or persons to carry out specific tasks on behalf of the Executive Committee as it deems appropriate and the Executive Committee can cancel, change, or modify such authority.
7. Appoint advisors to provide advices on various issues necessary for the Company's operations or to be in accordance with relevant laws.
8. Consider the following matters and report to the Board of Directors within the required time period:
 - a) Quarterly and annual performance results of the Company within the time period required by relevant laws;
 - b) Auditor's report on financial statements which include quarterly and annual financial statements within the time period required by relevant laws;
 - c) Corruption, illegal conduct, and other unusual actions which shall be immediately reported to the Board of Directors by the Executive Committee when they are discovered or suspected to occur;
 - d) Other reports as the Executive Committee or Board of Directors deems appropriate.
9. Perform any other task assigned by the Board of Directors.



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10. Sub-authorize and/or appoint any person or persons to carry out specific tasks within the time period deemed appropriate by the Executive Committee within the scope of authorization and/or in accordance with rules, regulations, or orders of the Executive Committee. The Executive Committee may cancel, revoke, change, or modify such authorization or authorized person(s) as it deems appropriate.

The authorization of duties and responsibilities by the Executive Committee shall not be done in a way that authorizes or sub-authorizes the Executive Committee or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act B.E. 2535 (and Amendment), as well as rules, regulations, and/or notifications of the Securities and Exchange Commission, Stock Exchange of Thailand, and Capital Market Supervisory Board, and other relevant laws.

Term of Office and Appointment of the Executive Committee

1. The term of office of members of the Executive Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Executive Committee to be less than three (3), the Board of Directors shall appoint new committee member(s) to fill the vacancy immediately or at the latest within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
2. Members of the Executive Committee shall vacate office upon:
 - a) Expiration of term;
 - b) Death;
 - c) Resignation;
 - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
 - e) Being removed by a resolution of a Board's meeting.
3. A member of the Executive Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.



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Executive Committee's Meeting

1. Date, time, place, and agenda of meeting shall be set in advance. Secretary to the Executive Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting and prepare the meeting minutes. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
2. The Executive Committee must hold at least four (4) meetings per year.
3. An Executive Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Chairman of the Executive Committee is not present at the meeting or unable to perform that duty, the Vice Chairman shall act as the chairman of the meeting. If there is no Vice Chairman, committee members present at the meeting shall select one among them to chair the meeting.
4. A decision of the Executive Committee's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter.

Executive Committee's Report

The Executive Committee is accountable to the Board of Directors and shall thus report its performance results to the Board of Directors at the Board's meeting as appropriate.

6. Charter of Chief Executive Officer or President

Objectives

Chief Executive Officer or President is designated by the Board of Directors to perform duties related to regular business operations of the Company in accordance with the operation plan and budget approved by the Board of Directors with due diligence, honesty, integrity in the best interest of the Company and shareholders and shall not engage in any act that has interests in or conflicts with the Company.

Scope of Duties and Responsibilities

1. Oversee and manage daily operation and/or management of the Company as well as overall governance to be in accordance with the policies, business strategies, operation objectives and plans, financial objectives, and budgets approved by the Board of Directors and/or meeting of shareholders.
2. Develop business plans and determine management authorities. Set business and annual budgets to be proposed to the Board of Directors for approval and report progress under such plans and budgets to the Board of Directors.
3. Determine the corporate structure; management procedures; employee selection, training, employment, and termination; and employee pay rate, salary, compensation, bonus, and welfare.



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4. Monitor and report the Company's status. Suggest alternatives and strategies in line with policy and market situation.
5. Oversee and regulate the Company's operations such as finance, risk management, internal control, operational and supporting functions, and resources management.
6. Represent the Company and communicate with government and other regulatory agencies.
7. Communicate with the public, shareholders, customers, and employees to ensure good reputation and image of the Company.
8. Ensure that good corporate governance is in place.
9. Issue, revise, add, and improve rules, regulations, and orders related to the Company's operations such as employment, appointment, removal, employee discipline, determination of salary and other compensations, and welfare.
10. Negotiate and approve transaction agreements and/or any task related to daily operations and/or management within the financial limits approved by the Board of Directors in the Table of Approval Authorities.
11. Hold any authority, duty, and responsibility as designated or according to the policy set by the Board of Directors.

Sub-authorize and/or appoint other persons to carry out specific tasks on behalf of the Chief Executive Officer or President within the scope of authorization specified in the authorization letter and/or in accordance with rules, regulations, or orders of the Board of Directors.

The authorization of duties and responsibilities by the Chief Executive Officer or President shall not be done in a way that authorizes or sub-authorizes the Chief Executive Officer or President or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board of Directors or shareholder meeting.



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7. Charter of Company Secretary

Objectives

The Company Secretary serves the Board of Directors by providing various supports to allow the Board of Directors and Company to carry out duties in accordance with legal framework and principles of good corporate governance.

Scope of Duties and Responsibilities

The Company Secretary shall perform its duties with due care and in good faith in accordance with the Securities and Exchange Act B.E. 2535 (and Amendment) which sets the specific duties and responsibilities of company secretary. In addition to those specified in the Securities and Exchange Act, the Company has determined the Company Secretary's duties and responsibilities as follows:

1. Preparing and keeping the following documents:
 - 1.1 A register of directors;
 - 1.2 An invitation notice to a Board's meeting, minutes of the Board's meeting, and an annual report;
 - 1.3 An invitation notice to a shareholder meeting and minutes of the shareholder meeting.
2. Keeping a report on interests filed by a director or executive;
3. Undertaking to ensure that directors and executives file reports on personal and related persons' interests related to management of the business of the Company and subsidiary under Section 89/14 of the Securities and Exchange Act.
4. Keeping a report on interests filed by a director or executive and submitting a copy of the report on interests under Section 89/14 to the Chairmen of the Board and Audit Committee within seven days from the day the report is received.
5. Arranging a system for safekeeping of documents or evidences related to the following information and monitoring safekeeping of such documents or evidences for its accuracy and completion as well as availability for inspection for the period not less than ten (10) years from the date of producing such documents or information.
 - 5.1 Safekeeping of the above documents and evidences shall mean safekeeping by means of a computer system or any other systems which allow retrievability without any change of information;
 - 5.2 Providing information in support of seeking a resolution of the shareholder meeting;
 - 5.3 Financial statements and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, 57, 58 or 199 of the Securities and Exchange Act;
 - 5.4 An opinion of the business when a person makes a general tender offer to purchase shares from shareholders;



บริษัท ร่มโพธิ์ พร็อพเพอร์ตี้ จำกัด (มหาชน)

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

RHOM BHO PROPERTY 53 ถนนสุขุมวิท แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 โทร: 02-907-8443-4 แฟกซ์: 02-907-8144

- 5.5 Providing information or any other reports related to the business prepared by the Company for the purpose of disclosure to shareholders or the public as specified in the notification of the Capital Market Supervisory Board.
6. Performing any other acts as specified in the notifications of the Capital Market Supervisory Board.
7. Providing advices and communicating legal information, government guidelines, rules and regulations of the Company, and relevant rules and regulations of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as knowledge on corporate governance to directors and relevant departments. Overseeing and monitoring to ensure that the Company, directors, and executives correctly and regularly comply with these regulations and reporting significant changes to the Board of Directors.
8. Contacting and coordinating with as well as reporting information on directors and executives to the Stock Exchange of Thailand and Office of the Securities and Exchange Commission.
9. Preparing meeting procedures and agenda, invitation notice, annual report, and meeting documents for a shareholder meeting and Board's meeting.
10. Organizing a shareholder meeting and Board's meeting to be in accordance with laws, Articles of Association, and Code of Conduct.
11. Coordinating with shareholders on proposals to be presented to the Board of Directors for consideration.
12. Preparing orders of a shareholder meeting for the chairman of the meeting.
13. Attending a shareholder meeting and ensure that it proceeds smoothly as required by laws.
14. Recoding the minutes of shareholder meeting and Board's meeting, as well as following up to ensure compliance with resolutions of the shareholder meeting and Board's meeting.
15. Safekeeping policies and regulations of the Company approved by the Board of Directors.
16. Overseeing to ensure disclosure of information and reporting information under responsibility to the regulatory agency in accordance with government rules and regulations.

Providing information and advices on preparing reports to directors and executives as required by laws and regulation to be disclosed to the public such as a report on securities holding.



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Code of Conduct for Company Secretary

The Company Secretary shall perform duties with responsibility, care, and in good faith as any person of ordinary prudence should have done under a similar circumstance and shall comply with laws, objectives, Articles of Association, and resolutions of a shareholder meeting and Board's meeting.

1. Decisions must be made based on information honestly deemed as adequate.
2. Decisions that have been made are free from personal interest, whether directly and indirectly.
3. Actions are made honestly in the best interest of the Company.
4. Acting objectively, appropriately, and refraining from any act that significantly conflicts with the Company's interest.
5. Do not use the Company's information to seek benefits, unless the information has been publicly disclosed, or use the Company's asset or business opportunity in a way that violates rules or general practices set forth by the Capital Market Supervisory Board.

Do not enter into any agreement or contract that may cause conflicts of interest with the Company or staff members or customers of the Company or conflicts with his/her duties.

Cases where company secretary retires from office or is unable to perform duties

In the event where company secretary retires from office or is unable to perform duties, the following guidelines shall be followed:

1. The Board of Directors shall appoint a new company secretary within ninety (90) days from the day the former company secretary retires from position or is unable to perform duties.
2. The Board of Directors shall have the authority to designate any director to perform company secretary function during the time the former company secretary retires from position or is unable to perform duties.

The Chairman of the Board shall report the name of the company secretary to the Office of Securities and Exchange Commission within fourteen (14) days from the day the company secretary is appointed and notify the Office of Securities and Exchange Commission of the document safekeeping place as required by the Securities and Exchange Act.