



TITLE 006/2024

Date 21 March 2024

**Subject:** Notice of the Annual General Meeting of the year 2024

**To:** Shareholders of Rhom Bho Property Public Company Limited

**Attachment:**

1. The 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE) (For consideration of Agenda 2 and Agenda 3)
2. Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation (For consideration of Agenda 2 and Agenda 5)
3. Definition of independent directors and the Detail of Independent Directors to be the Proxy
4. Guidelines for attending the 2024 Annual General Meeting via electronic media (E-AGM)
5. Form of Intention to Attend the 2024 Annual General Meeting via Electronic Method (E-AGM)
6. Procedures for Attendance of the 2024 Annual General Meeting via Electronic Method (E-AGM)
7. The Article of Association Regarding the Shareholder's Meeting
8. Proxy Form A, Form B and C setup by the Department of Business Development
9. Privacy Notice for the Shareholder's Meeting
10. Form to request 56-1 One Report

Rhom Bho Property Public Company Limited (“Company”) would like to invite all shareholders to attend the Annual General Meeting of the year 2024 via Electronic Method (e-Shareholder Meeting) on Friday, April 19, 2024 at 10:00 hrs. The meeting will be held under the related laws and regulations in order to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows

**Agenda Item No. 1** To acknowledge the report of the Board of Directors on the Company's business operations in 2023

**Objectives and Rationale:** The Company has prepared the 2023 operational results and the Important changes in the year 2023 ended December 31, 2023 as per the details set out in *the 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE format) as set out in Attachment 1* delivered to all shareholders together with this notice.

**Opinion of the Board:** The Board of Directors deemed it appropriate to report the 2023 operational results of the Company ended December 31, 2023 to the shareholders as per the details set out in *the 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE format) as set out in Attachment 1*

**Resolution:** This agenda item is only for acknowledgement; therefore, no voting is required.



**Agenda Item No. 2** To consider and approve the consolidated financial statements for the year ended December 31, 2023.

**Objectives and Rationale:** In order to comply with the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “PLC Act”) and the Articles of Association stipulate that the Company is obliged to prepare the financial statements for the year ending December 31, 2023 audited by certified public accountants and report to the shareholders' meeting for approval.

The Company has prepared the consolidated financial statements for the fiscal year ending December 31, 2023 as set out in *the 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE format) as set out in Attachment 1*. In this regard, the consolidated financial statements have been verified by the certified public accountant, audited by the Audit Committee, and approved by the Board of Directors' Meeting, the summary of this statement is as follows:

Unit : baht

Transactions from the consolidated financial Statements	December 31, 2023	December 31, 2022	% change
Total Assets	3,472,902,556	1,236,981,321	180.76
Total Liabilities	2,635,579,586	574,530,780	358.74
Shareholders' equity	837,322,970	662,450,541	26.40
Total Revenues	460,952,670	595,964,092	(22.80)
Profit (loss) before income tax	28,610,926	78,005,515	(63.30)
Net profit (loss)	22,207,382	61,186,652	(63.71)
part belonging to the Company	23,030,766	61,186,652	(62.40)
Net profit (loss) per share (baht/share)	0.03	0.08	(62.50)

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the consolidated financial statements for the year ending December 31, 2023 which have been verified by the certified public accountant, audited by the Audit Committee, and approved by the Board of Directors' Meeting. In this regard, the opinions of the Audit Committee is disclosed in the “the Report of the Audit Committee” as set out in *the 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE format) as set out in Attachment 1*.



**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes..

**Agenda Item No. 3** To consider and approve the allocation of profits and no dividend payment for the Company's operating results for the year 2023.

**Objectives and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 115, section 116 and clause 45 and 46 of the Company's Articles of Association, the Company can pay dividend from the retained profits only and the company shall allocate no less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund until this fund reaches an amount of no less than ten percent of the registered capital, unless its articles of association or other laws require a larger fund.

In 2023, the company has a total paid-up registered capital of 360,948,746.50 baht. The Company must have a legal reserve of not less than ten percent of the registered capital of 36,094,874.65 baht. Currently, the Company has a total accumulated reserve fund of 30,292,000.00 baht, equivalent to 8.39 percent of the registered capital. The said reserve fund has not yet reached the amount specified by law.

The Company has a policy to pay dividends at the rate of no less than 40% of the net profit according to the consolidated financial statements, after deducting corporate income taxes and various types of reserves required by law. Nonetheless, payment of such dividends is dependent on the Company's performance in each year

1. In the fiscal year ending December 31, 2023, the Company had net profits from operations in the amount of 22,207,382 baht. The Company proposes to allocate net profits as legal reserves in the amount of 1,312,000.00 baht when combined with the current accumulated reserves (before net profit allocation ) amount of 30,292,000.00 baht, the Company will have a total accumulated reserve fund of 31,604,000.00 baht, equivalent to 8.76% of the registered capital.
2. The Company has considered the necessity of working capital for operations and investment plans in the new projects that will occur in 2024, the Company therefore proposes to omission paying dividends for the 2023 operating results to shareholders.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocates a legal reserve in the amount of 1,312,000.00 Baht,



which is 8.76% of the annual net profit and the Company has considered the necessity of working capital for operations and investment plans in the new projects that will occur in 2024, the Company therefore proposes to omission paying dividends for the 2023 operating results to shareholders.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 4** To consider and approve the election of directors replacing those retiring.

**Objectives and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 71 and clause 16 and 33 of the Company's Articles of Association which is specified at every annual general meeting of shareholders, one-third of the directors shall retire from office at such time. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. In addition, directors who must retire from office in the first and second years after registering as a public company, that will use the method of drawing lots to determine who will retire. For subsequent years, the directors who have been in office the longest will be chosen to retire. A director who vacates office under the rotation may be re-elected.

The Nomination and Remuneration Committee is in charge of nominating qualified candidates who can contribute greatly to the Company and meet all qualifications for directors according to the Public Limited Companies Act B.E. 2535 (1992) (and revised version), the SEC Act B.E. 2535 (1992) (and revised version), and related regulations and proposing to the Board and the shareholders for approval respectively.

Currently, The Company have 9 directors. In this 2024 Annual General Meeting of Shareholders, there are directors who are required to vacate office, as follows:

Directors' name	Position
1. Mr. Ronnachit Mahattanapreut	Independent Director
2. Mr. Weerapan Wipanpong	Director
3. Mr. Kriengsak Hiamto	Director

In this regard, the Company has provided the opportunity for shareholders to nominate persons to be selected as directors in advance for the Annual General Meeting of the



year 2024 from October 1, 2023 – December 31, 2023 via the Company's website. It appeared that no shareholder nominated a person to be considered as a director of the Company.

In this regards, The Nomination and Remuneration Committee has considered the appropriateness and best interests of the Company and believes that retired directors will be rotated at this meeting who are qualified and not possessing characteristics prohibited by relevant laws, possessing knowledge, ability, experience and professional knowledge that is beneficial for company operations. In addition, The Board of Directors has considered that that the person nominated as an independent director has qualifications in accordance with relevant laws and regulations related to independent directors. Therefore, it is considered appropriate to propose that all 3 directors who will retire from office at the expiration of their terms of office be re-elected as directors for another term. The details of the profiles, educational background, work experience, shareholding proportions, and directorships in other companies of 3 directors who are the directors due to retire by rotation and nominated to hold office for another term. Details appear in Attachment 2, Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation.

**Opinion of the Board:** The Board of Directors and The Nomination and Remuneration Committee carefully and cautiously reviewed that the mentioned directors have passed the Company's consideration process, qualified according to relevant laws and regulations and suitable for the business of the company. The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the re-election of the three directors who are due to retire by rotation, namely Mr. Ronnachit Mahattanapreut , Mr. Weerapan Wipanpong and Mr. Kriengsak Hiamto, to hold office for another term. Therefore, after the Annual General Meeting of the year 2024 has passed the resolution to re-election the retired directors for another term. The Company have 9 directors namely as follows:



Directors' name	Position
1. Mr. Ronnachit Mahattanapreut	Independent Director
2. Mr. Sunpasiri Sunpa-a-sa	Independent Director
3. Mr. Chakaphat Naskan	Independent Director
4. Mr. Darong Hutajuta	Director
5. Mr. Weerapan Wipanpong	Director
6. Mr. Prasert Vannacharoen	Director
7. Mr. Nuthapon Luckkanalawan	Director
8. Mr. Wut Vipphanphong	Director
9. Mr. Kriengsak Hiamto	Director

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes. The voting on this agenda item will be separately decided by the directors.

**Agenda Item No. 5** To consider and approve the determination of directors' remuneration for the year 2024.

**Objectives and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 90 and clause 17 of the Company's Articles of Association; A director is entitled to receive the remuneration from the Company in any forms as stipulated in the regulations of the Company or the consideration of the meeting of shareholders and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the meeting. Such remuneration may be at fixed amount or specified from time to time or let it being enforced unless otherwise approved by the meeting of shareholders. Moreover, the director is also entitled to a per diem and any fringe benefit according to the regulations of the Company.

The first clause does not affect the right of employees or employees elected as directors of the company to receive compensation and benefits as company's employees"

The Nomination and Remuneration Committee is in charge of evaluating the remuneration of the Board of Directors and sub-committees regarding the type and scale of business in order to be consistent with the same industry including the remuneration of the board of directors and sub-committee should be appropriate to

the business expansion and profit growth of the company as well as their duties and responsibilities. The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the determination of the directors' remuneration for the year 2024 of the Board of Directors, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee to propose the directors' remuneration, meeting allowance and bonus. The total amount not to exceed 2.5 million baht per year, with details as follows;

1. Monetary Compensation :

Unit : Baht

Remuneration for the Board and Sub-Committee	2024 (Proposal)			2023		
	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Bonus	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Bonus
<b>1. Board of Directors</b>						
• Chairman	15,000	20,000	Depend on the company's operating	15,000	20,000	Depend on the company's operating
• Non-Executive Directors	12,000	15,000	results within the amount not exceeding the total amount per year	12,000	15,000	results within the amount not exceeding the total amount per year
• Executive Directors	-	-	-	-	-	-
<b>2. Audit Committee</b>						
• Chairman	-	15,000	-	15,000	15,000	-
• Member	-	10,000	-	12,000	10,000	-
<b>3. Other sub-committees (Nomination and Remuneration Committee and Risk Management Committee)</b>						
• Chairman	-	15,000	-	-	-	-
• Non-Executive Directors	-	10,000	-	-	-	-
• Executive Directors	-	-	-	-	-	-

2. Non-Monetary Compensation or other kind of Remuneration : None

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the determination of the directors' remuneration for the year 2024 as proposed, in all aspects. In this regard, such determination has been considered by



the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting to propose the directors' remuneration for the year 2024 to shareholder meeting respectively.

**Resolution:** The resolution on this agenda item shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 6** To consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2024.

**Objectives and Rationale:** In section 120 of the Public Limited Company Act and clause 33 of the Company's Articles of Association indicated that in every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected". In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 years, whether it is consecutive or not. The company is allowed to appoint such auditor to be the auditor of the Company when at least 5 consecutive accounting periods have passed.

The Audit Committee has selected the auditors for the year 2024 and proposed them to the Board of Directors in order for the Board of Directors to propose that the shareholders' meeting appoint three auditors. from EY Office Company Limited as the auditor of Company for the year 2024 (first year), namely

Name of Auditor	CPA Registration No.
Ms. Sineenart Jirachaikhuankhan	6287
Mrs. Poonnard Paocharoen	5238
Mrs. Wilai Sunthornwanee	7356

In the case that these auditors fail to satisfactorily perform their duties, EY Office Company Limited is allowed to arrange for other of its auditors to review the accounts and render opinions on the Financial Statements of the Company in place of these auditors and approval for empowering the Board to have an authority on behalf of



shareholders to approve the auditor's fee for financial statements of the Company's subsidiaries, associated companies and any joint ventures in 2024.

In 2024, The Company has proposed to change the auditor to EY Office Company Limited due to the expansion of existing business and new business operations by the company which have become increasingly complex. EY Office Company Limited is an experienced company and specializing in auditing business that supports the company's expansion.

The determined audit fee including quarterly review fee will be fixed at the total amount of 1,700,000 Baht, which is higher than the audit fee for year 2023, which was at the total amount of 1,500,000 Baht. This rate is acceptable because This kind of audit rate is similar to other companies in the same business. The comparison of the audit fee amount from the previous year is as follows:

Unit : Baht

Audit fee	2024 (Proposed Year)	2023	Indrease- Decrease	%
Audit fee	1,700,000	1,500,000	200,000	13.33
Other fee	-	-	-	-
<b>total</b>	<b>1,700,000</b>	<b>1,500,000</b>	<b>200,000</b>	<b>13.33</b>

The Company has 2 subsidiary companies. EY Office Company Limited is also the Auditor of the Subsidiary Companies. In this regard, all auditors are not shareholders of the Company, do not have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the major shareholders/ or the related persons of the aforementioned and do not provide any advisory service to the Company. Therefore, such auditors are able to audit and render opinions towards the Company's Financial Statement independently.

**Opinion of the Board:** The Audit Committee and the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve: the appointment of Ms. Sineenart Jirachaikhuan Khan, Certified Public Accountant Registration number 6287 and/or Mrs. Poonnard Paocharoen, Certified Public Accountant Registration number 5238, and/or Mrs. Wilai Sunthornwanee, Certified Public Accountant Registration number 7356 of EY Office Company Limited, as the auditors of the Company for the year 2024; the determination of the audit fee for the year 2024 at 1,700,000 Baht; and that in the case these auditors fail to perform their duty, EY Office Company Limited is allowed to

arrange for other of its auditor to review the accounts and render opinions on the Financial Statements of the Company in place of these auditors.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 7** To consider other matters (if any).

**Objectives and Rationale:** The Company did not have any other matters to propose to the Meeting for consideration in addition to the agenda items that the Board of Directors has set for the 2024 Annual General Meeting. In case of the Shareholders would like to propose other matters for consideration, the Shareholders must comply with the conditions specified in the Public Company Limited Act B.E.2535 Section 105 paragraph 2 (amended B.E.2544), shareholders holding shares amounting to not less than one-thirds (1/3) of the total number of paid-up shares may request the Meeting to consider other matters in addition to those specified in the invitation of the Meeting. The Board deemed it appropriate to propose this agenda to the shareholders who desire for the Meeting to consider other businesses other than the agendas that were proposed by the Board.

**Opinion of the Board:** The Board of Directors deemed it appropriate to open this agenda for shareholders to raise questions and/or express their opinions on matters. However, if shareholders want to open up for deliberation and voting, they must meet the conditions stipulated in the Public Company Limited Act B.E.2535 Section 105 paragraph 2 (amended B.E.2544) above.

In this regard, the Company has set the record date which the shareholders have the right to attend the Annual General Meeting Of Shareholders for the 2024 will be on March 11 ,2024. The Company has published the letter of invitation to the shareholders' meeting with documents supporting the meeting on the Company's website, [www. rhombho.co.th](http://www.rhombho.co.th), since March 21, 2024. All shareholders of the Company are invited to attend the Annual General Meeting of the year 2024 Via Electronic Method (e-Shareholder Meeting) on April 19, 2024 at 10:00 hrs. The meeting will be held under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulation. The shareholders are advised to study the Guidelines for attending the Shareholders' Meeting in *Attachment 4 Guidelines for attending the 2024 Annual General Meeting via electronic media (E-AGM)*. Therefore. Shareholders or proxies who wish to attend the meeting must confirm their identity by filling out a form of Intention to Attend the 2024 Annual General Meeting via Electronic Method. Details appear in attachment 5 *Form of Intention to Attend the 2024 Annual*



General Meeting via Electronic Method (E-AGM) which will open for registration to attend the Annual General Meeting of Shareholders. Year 2024 from March 21, 2024 and requires you to submit such documents to the company before April 9, 2024.

In the event that shareholders are unable to attend the meeting in person, please appoint another person to attend and vote in this meeting by choosing to use one of the proxy forms. The company has attached a proxy form (Form A, Form B, and Form C, which Form C is used only in cases where the shareholder is a foreign investor and has appointed a Custodian in Thailand to be the depositary and custodian of the shares). The details appear in Attachment 8 proxy form A, proxy form B, and proxy form C, as specified by the Department of Business Development, Ministry of Commerce, which were sent to all shareholders along with this meeting invitation letter or shareholders can download the proxy form mentioned above from the Company's website at <http://www.rhombho.co.th/> by choosing to use only one of the designs as specified.

If any shareholder is inconvenient to attend the meeting, they can appoint the Company's independent director who is nominated to be a proxy of the shareholder for this Annual General Meeting to attend the Meeting. Detail of Independent Directors to be the Proxy appears in Attachment 3 Definition of independent directors and the Detail of Independent Directors to be the Proxy. Please fill in the information and sign the proxy form and send the said proxy form to the company secretary by sending to Company Secretary Department, Rhom Bho Property Public Company Limited, No. 444- 444/1 Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok within April 9, 2024. The Company facilitates all proxies by affixing the stamp duty in the proxy form for the proxies who register to attend this shareholders' meeting.

In order to provide a channel for shareholders to ask questions about agenda or other matters, shareholders can ask questions in writing about agenda items or other matters by providing the names of the shareholders who wish to inquire and explaining which agenda or matter is relevant and sending detailed information via post or submit an email with the following detailed information to the board of directors for further review.

**Postal Mail**            Company Secretary Department (Specify topic: Questions about the 2024 Annual General Meeting of Shareholders)  
Rhom Bho Property Public Company Limited  
No. 444- 444/1 Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok

**E-mail**                [comsecj@rhombho.co.th](mailto:comsecj@rhombho.co.th)

In this regard, the Company would like to open for inquiries regarding meeting agendas or other matters from the date of the invitation letter within April 9, 2024 so that the the board of directors has sufficient time to consider the said questions further.



**RHOM BHO PROPERTY PUBLIC COMPANY LIMITED**

444-444/1 Pracha Uthit Road, HuayKwang Sub District, Huaykwang District, Bangkok.10310

Tel. 02 103 6444 Fax. 02 103 2444

Notice of the 2024 Annual General Meeting

Please study the procedures for attending the meeting and prepare the documents to be submitted to the company before the meeting according to Attachment 6 Procedures for Attendance of the 2024 Annual General Meeting via Electronic Method (E-AGM) , the Company will conduct the meeting according to Attachment 8 The Article of Association Regarding the Shareholder's Meeting.

Therefore, shareholders are invited to attend the meetings on the aforementioned dates, times, and channels.

Sincerely yours,

- *Ronnachit Mahattanapreut* -

(Mr. Ronnachit Mahattanapreut )

Chairman of the Board of Directors