

The Definition of Independent Director including profiles of Independent Directors acting as shareholder proxies

Definition of Independent Directors of Rhom Bho Property Public Company Limited

Independent directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent directors have a duty to protect the interests of every shareholder in a fair and impartial manner in order to avoid any conflict of interests that may arise. They shall be able to attend board meetings and independently express their comments and opinions.

Independent directors shall have the following qualifications:

1. Holding no more than 1% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or controlling persons, including stocks held by connected persons of such independent directors;
2. Not being or not having not ever been an executive director, employee, staff, advisor, who receives salary, or a controlling person, of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major shareholder or controlling persons of the Company, unless the foregoing status has ended for more than 2 years before the date of appointment as independent director. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, of, other directors, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
4. Not having or not having had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons, in the manner that may interfere with his independent judgment, or is not or has not ever been a major shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons, unless the foregoing relationship has ended for more than 2 years before the date of appointment as independent director;

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions.

The combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences;

5. Not being or not having ever been an auditor of the Company, its parent company, its subsidiaries or its associated companies, a major shareholder or controlling persons; and not being a major shareholder, controlling persons or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons, unless the foregoing relationship has ended for more than 2 years before the date of appointment as independent director;
6. Not being or not having ever been any professional advisor including legal or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons; and is not a major shareholder, controlling persons or partner of such professional advisor unless the foregoing relationship has ended for more than 2 years before the date of appointment as independent director;
7. Not representing the Company's director, its major shareholder, or a shareholder who is related to the Company's major shareholder;
8. Not being an entrepreneur in any business similar to or materially competing with the Company or its subsidiaries; or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1% of total voting stocks of other companies with similar to or materially competing with the Company or its subsidiaries;
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

After having been appointed as Independent Director with qualifications complying with the criteria under No. 1 to No. 9 mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or controlling persons, on the condition that such decision must be a collective one.

The Company may appoint a person who has a business relationship or provides a professional service with the value exceeding the value described in Item Nos. 4 or 6 above if the Board of Directors carefully considers and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the agenda item regarding the appointment of independent directors in the invitation for the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director; and
- c) The Board of Directors' opinion on proposing the appointment of this person as an independent director.

Profiles of Independent Directors acting as shareholder proxies



1. Mr. Ronnachit Mahattanapreut

Independent Director /Chairman of the board of Directors /
Chairman of Audit Committee/ Chairman of Corporate
Governance Committee

Age : 70 years old

Address: Rhom Bho Property Public Company Limited
4444 – 444/1 Pracha Uthit Road, Huaykwang Sub-district,
Huaykwang District, Bangkok, 10310

Special interests in the meeting agenda:

No conflict of interest in any agenda item



2. Mr. Sunpasiri Sunpa-a-sa

Independent Director/ Audit Committee/ Chairman of Risk
Management Committee

Age : 64 years old

Address: Rhom Bho Property Public Company Limited
4444 – 444/1 Pracha Uthit Road, Huaykwang Sub-district,
Huaykwang District, Bangkok, 10310

Special interests in the meeting agenda:

No conflict of interest in any agenda item



3. Mr. Chakaphat Naskan

Independent Director / Audit Committee / Chairman of
Nomination and Remuneration Committee/ Corporate Governance
Committee

Age : 46 years old

Address: Rhom Bho Property Public Company Limited
4444 – 444/1 Pracha Uthit Road, Huaykwang Sub-district,
Huaykwang District, Bangkok, 10310

Special interests in the meeting agenda:

No conflict of interest in any agenda item