



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

TITLE 003/2568

Date 24 March 2025

Subject: Notice of the Annual General Meeting of the year 2025**To: Shareholders of Rhom Bho Property Public Company Limited****Attachment:**

1. QR Code for downloading the Annual Registration Statement/Annual Report 2024 and the Annual Financial Report 2024 (Form 56-1 One Report) for the year ended December 31, 2024, in digital format.
2. Capital Increase Report Form (F53-4)
3. Information of nominees for director positions replacing those retiring by rotation.
4. Definition of Independent Director and the list and profiles of Independent Directors designated by the company as proxy representatives for shareholders.
5. Guidelines for Attending the Annual General Meeting of Shareholders via Electronic Means (e-Shareholder Meeting).
6. Registration Form for Attendance Intention at the 2025 Annual General Meeting of Shareholders via Electronic Means.
7. Procedures for Attendance of the 2025 Annual General Meeting via Electronic Method (e-Shareholder Meeting).
8. The Company's Articles of Association relating to shareholders' meeting
9. Proxy Forms A, B, and C as Prescribed by the Department of Business Development, Ministry of Commerce.
10. Privacy Notice for the Shareholder's Meeting
11. Request Form for the Annual Registration Statement/Annual Report 2024 (Form 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 Wednesday, April 23, 2025, at 2:00 PM, in accordance with the applicable laws and regulations. The meeting will consider various matters as outlined in the agenda, along with the opinions of the Board of Directors, as follows:

Agenda 1 To consider and acknowledge the Company's operating results for the year 2024

Objectives and Rationale

The Company has prepared the performance report and significant changes for the year 2024, ending December 31, 2024. Details are provided *in the enclosed Attachment 1: Annual Registration Statement/Annual Report 2024 and Financial Report 2024 (Form 56-1 One Report) for the year ended December 31, 2024, in digital format.* These documents have been sent to all shareholders along with this meeting invitation.



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Board of Directors' Opinion

The Board of Directors considers it appropriate to present the Company's performance report for the year 2024, ending December 31, 2024, for the shareholders' meeting to acknowledge. Details are provided *in the enclosed Attachment 1: Annual Registration Statement/Annual Report 2024 and Financial Report 2024 (Form 56-1 One Report) for the year ended December 31, 2024.*

Voting Conditions

This agenda is for acknowledgment, so no voting will take place.

Agenda 2.

To consider and approve the Financial Statements for the fiscal year ended 31 December 2024

Objectives and Rationale

According to the Public Limited Companies Act B.E. 2535 (including amendments) (the "Public Limited Companies Act") and the Company's Regulations, Section 33, which stipulates that the company must prepare consolidated financial statements for the year ended December 31, 2024, audited by a certified public accountant, and present them for approval at the Annual General Meeting of Shareholders. The company has prepared the consolidated financial statements for the year ended December 31, 2024, as detailed *in the enclosed Attachment 1: Annual Registration Statement/Annual Report 2024 and Financial Report 2024 (Form 56-1 One Report) for the year ended December 31, 2024.* The company's financial statements for the year ended December 31, 2024, have been audited by the company's certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors. Below is a summary of the key points of the company's financial statements for the year ended December 31, 2024:

Unit: Million Baht

Transactions from the consolidated financial Statements	December 31,2024	December 31,2023	Change (%) Increase (Decrease)
Total Assets	8,852.63	3,501.40	153%
Total Liabilities	7,715.17	2,664.08	190%
Shareholders' equity	1,137.55	837.32	36%
Total Revenues	1,287.30	460.07	180%
Profit (loss) before income tax	121.47	28.61	325%
Net profit (loss)	91.23	22.21	311%
part belonging to the Company	91.23	22.21	311%



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Transactions from the consolidated financial Statements	December 31,2024	December 31,2023	Change (%) Increase (Decrease)
Net profit (loss) per share (baht/share)	0.12	0.03	300%

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose that the shareholders' meeting approve the consolidated financial statements for the year ended December 31, 2024, which have been audited and signed off by the company's certified auditor, reviewed by the Audit Committee, and approved by the Board of Directors. The Audit Committee's opinion is provided in the "Report of the Audit Committee." Details can be found *in the enclosed Attachment 1: Annual Registration Statement/Annual Report 2024 and Annual Financial Report 2024 (Form 56-1 One Report) for the year ended December 31, 2024.*

Voting Conditions

The resolution on this agenda must be approved by a majority vote of the shareholders present at the meeting and who cast their votes, excluding those who abstain from voting in the vote count.

Agenda 3. To consider and approve the allocation of profits and approve the dividend payment for the Company's operating results for the accounting period ending on December 31, 2024.

Objectives and Rationale

In accordance with the Public Limited Companies Act, Section 115, combined with Section 116, and the company's regulations, which stipulate that the company may only pay dividends from profits, and that a portion of the annual net profit must be allocated to a legal reserve of no less than 5% of the net profit for the year, after deducting any carried-forward accumulated losses (if any), until the reserve reaches at least 10% of the registered capital, unless the company's regulations or other laws require a higher reserve. The company has established a dividend policy to pay shareholders at a rate of no less than 40% of the net profit as per the consolidated financial statements, after deducting corporate income tax and all types of reserves as required by law. This is subject to the company's performance each year.



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1. In this regard, the company proposes to allocate a legal reserve of 5,469,000 Baht, which is 5.99% of the annual net profit, bringing the total accumulated legal reserve to 37,114,000 Baht, or 9.49% of the registered capital.
2. Based on the company's performance for the year 2024, the company has a net profit according to the consolidated financial statements of 91,230,152 Baht. After consideration, it is proposed to distribute a dividend for the year 2024 at a rate of 0.05 Baht per share, amounting to a total value not exceeding 39,102,780.85 Baht, to be paid in cash. This represents 42.86% of the net profit according to the consolidated financial statements, in line with the company's dividend policy.

Comparison of Dividend Payments in the Previous Year		
Details of Dividend Payment	2025 (Year Proposed)	2024
1. Net Profit (Million Baht)	91.23	22.21
2. Net Profit (Baht/Share)	0.12	0.03
3. Dividend Paid per Share (Baht/Share)	0.05	No Dividend Payment
3.1 Interim Dividend	-	-
3.2 Remaining Dividend	-	-
Total Dividend Paid per Share (Baht/ Share)	0.05	-
4. Dividend Payout Ratio (%)	42.86	-

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval the allocation of a legal reserve in the amount of 5,469,000 Baht, which represents 5.99% of the annual net profit, and to pay dividends for the fiscal year 2024 from the net profit according to the consolidated financial statements at a rate of 0.05 Baht per share, for a total of 782,055,617 shares, amounting to 39,102,780.85 Baht. The Record Date for determining the shareholders eligible for the dividend will be on May 2, 2025, and the dividend payment will be made on May 22, 2025.

Voting Conditions

The resolution on this agenda must be approved by a majority vote of the shareholders present at the meeting and who cast their votes, excluding those who abstain from voting in the vote count.



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Agenda 4. To consider and approve the reduction of the company's registered capital by 24,063,249.50 Baht, from the original registered capital of 415,091,058.00 Baht to 391,027,808.50 Baht, and to approve the amendment of Article 4 of the company's Memorandum of Association to align with the reduction in registered capital.

Objectives and Rationale

The Board of Directors has proposed a reduction in the company's registered capital by 24,063,249.50 Baht, from the original registered capital of 415,091,058.00 Baht, divided into 830,182,116 common shares with a par value of 0.50 Baht per share, to a new registered capital of 391,027,808.50 Baht, divided into 782,055,617 shares with a par value of 0.50 Baht per share. This reduction will be made by canceling the unallocated shares from the general mandate capital increase (General Mandate), which will be offered to existing shareholders in proportion to their shareholding (Rights Offering), as approved in the Extraordinary General Meeting of Shareholders No. 1/2023 on December 25, 2023. Additionally, the amendment to Article 4 of the company's memorandum of association has been proposed to align with the reduction of the registered capital. The person authorized by the Board of Directors is empowered to register the amendment with the Department of Business Development, Ministry of Commerce, and to make any necessary modifications and additions to comply with the Registrar's instructions.

“Clause 4.	Registered capital	391,027,808.50	Baht	(Three hundred ninety one million
	amount			twenty seven thousand eight hundred
				eight baht fifty satang)
	divided into	782,055,617	shares	(Seven hundred eighty-two million
				fifty-five thousand six hundred and
				seventeen shares)
	par value	0.50	Baht	(fifty satang)
	Separated into:			
	common stock	782,055,617	shares	(Seven hundred eighty-two million
				fifty-five thousand six hundred and
				seventeen shares)
	preferred shares	-	shares	(-)”



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Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for approval the reduction of the company's registered capital by 24,063,249.50 Baht, from the original registered capital of 415,091,058.00 Baht, divided into 830,182,116 common shares with a par value of 0.50 Baht per share, to a new registered capital of 391,027,808.50 Baht, divided into 782,055,617 shares with a par value of 0.50 Baht per share. This reduction will be made by canceling the unallocated shares from the general mandate capital increase (General Mandate), which will be offered to existing shareholders in proportion to their shareholding (Rights Offering), as approved in the Extraordinary General Meeting of Shareholders No. 1/2023 on December 25, 2023. Additionally, the amendment to Article 4 of the company's memorandum of association has been proposed to align with the reduction of the registered capital as outlined.

Voting Conditions

This agenda must be approved by a vote of at least three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, with abstentions being counted in the vote count.

Agenda 5. To consider and approve the increase in registered capital under a general mandate, not exceeding 78,205,561 shares, with a par value of 0.50 Baht per share, totaling no more than 39,102,780.50 Baht (or equivalent to 10% of the company's paid-up capital), to be offered for sale to a limited group of individuals (Private Placement).

Objectives and Rationale

A General Mandate capital increase refers to the capital increase of a listed company by obtaining prior approval from the shareholders' meeting and granting the board of directors the authority to determine the purpose of issuing and allocating the newly issued shares. This includes setting the price, date, and time of the offering, as well as the conditions for each offering as deemed appropriate.

The Company therefore proposes that the Annual General Meeting of Shareholders consider and approve a General Mandate capital increase, with a total of no more than 78,205,561 shares, at a par value of 0.50 baht per share (equivalent to 10% of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2568, held on February 19, 2568). These shares will be offered through a Private Placement and must not be sold at a price lower than the minimum price allowed under the regulations of the Capital Market Supervisory Board regarding public and



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private placements. The offering price of the newly issued shares to private investors must ensure the best interests of the Company and its shareholders as a whole and must not be lower than either of the following: (a) The weighted average price of the Company's shares traded on the Stock Exchange of Thailand over a period of no less than seven (7) consecutive trading days and no more than fifteen (15) consecutive trading days prior to the pricing date, with a possible discount of no more than 10% of such price; or (b) The price determined through a book-building process, in which investors express their interest in purchasing the newly issued shares at their desired price level, as surveyed by a securities company, in accordance with the criteria set forth in the Capital Market Supervisory Board Announcement No. TorJor. 72/2558 regarding the approval of listed companies to offer newly issued shares through private placement (including any amendments thereto).

Therefore, the Board of Directors shall be granted the authority to:

- 1) Consider offering the newly issued ordinary shares in either a single offering or multiple offerings. The total paid-up capital increase from the allocation of newly issued shares for Private Placement shall not exceed 10% of the Company's paid-up capital, or 78,205,561 shares, as of the date the Board of Directors resolves to increase the capital. The offering price must not be lower than the minimum price permitted under the relevant Capital Market Supervisory Board regulations regarding public and private placements. The pricing of the newly issued shares for private placement must ensure the best interests of the Company and its shareholders as a whole and must not be lower than either of the following: (a) The weighted average price of the Company's shares traded on the Stock Exchange of Thailand over a period of no less than seven (7) consecutive trading days and no more than fifteen (15) consecutive trading days prior to the pricing date, with a possible discount of no more than 10% of such price; or (b) The price determined through a book-building process, in which investors express their interest in purchasing the newly issued shares at their desired price level, as surveyed by a securities company, in accordance with the criteria set forth in the Capital Market Supervisory Board Announcement No. TorJor. 72/2558 regarding the approval of listed companies to offer newly issued shares through private placement (including any amendments thereto).



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- 2) Determine the purpose, date, and time of the offering, the offering price, as well as other relevant details and conditions related to the allocation of the newly issued ordinary shares. The allocation must not be made to any connected persons as defined in the Capital Market Supervisory Board Announcement No. TorJor. 21/2551 regarding criteria for connected transactions, and the Stock Exchange of Thailand's Notification on Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions B.E. 2546, as applicable to private placements.
- 3) Negotiate, agree upon, and sign relevant documents and contracts, as well as undertake any necessary and appropriate actions related to the issuance and offering of the newly issued ordinary shares. Additionally, the Board of Directors may delegate authority to the Chief Executive Officer or any person assigned by the Board to carry out the aforementioned actions. The allocation of the newly issued ordinary shares must be completed by the date of the Company's next Annual General Meeting of Shareholders or by the legally required deadline for holding the next Annual General Meeting of Shareholders, whichever comes first.

The details are provided in the Capital Increase Report Form (F53-4), as attached in Enclosure 2.

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for approval the capital increase of the company through a General Mandate, totaling no more than 78,205,561 shares, with a par value of 0.50 Baht per share (equivalent to 10% of the company's paid-up capital as of the Board of Directors' meeting No. 1/2025 on February 19, 2025), to be offered for sale to a limited group of persons (Private Placement).

Voting Conditions

This agenda must be approved by a vote of at least three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, with abstentions being counted in the vote count.

Agenda 6.

To consider the increase in the company's registered capital by 39,102,780.50 Baht, from the original registered capital of 391,027,808.50 Baht to 430,130,589.00 Baht, to accommodate the issuance of additional common shares under the general mandate, and to amend Article 4 of the company's Memorandum of Association to align with the increase in registered capital.



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Objectives and Rationale

The Board of Directors has proposed an increase in the Company's registered capital by an additional 39,102,780.50 baht, from the existing registered capital of 391,027,808.50 baht, divided into 782,055,611 ordinary shares with a par value of 0.50 baht per share, to a new registered capital of 430,130,589.00 baht, divided into 860,261,178 ordinary shares with a par value of 0.50 baht per share. This capital increase will be achieved through the issuance of 78,205,561 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the General Mandate capital increase for Private Placement, totaling 78,205,561 shares. The details are provided in the Capital Increase Report Form (F53-4), as attached in Enclosure 2. Additionally, the amendment of Clause 4 of the Memorandum of Association will be made to align with the Company's registered capital increase. The authorized person designated by the Board of Directors shall have the authority to proceed with the registration of the amendment with the Department of Business Development, Ministry of Commerce, including making any necessary modifications or additions to comply with the registrar's instructions, as follows:

“Clause 4.	Registered capital amount	430,130,589	Baht	(Four hundred thirty million one hundred thirty thousand five hundred eighty nine baht)
	divided into	860,261,178	shares	(Eight hundred sixty million two hundred sixty one thousand one hundred seventy eight shares)
	par value	0.50	Baht	(fifty satang)
	Separated into:			
	common stock	860,261,178	shares	(Eight hundred sixty million two hundred sixty one thousand one hundred seventy eight shares)
	preferred shares	-	shares	(-)

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for approval the increase in the company's registered capital by an additional 39,102,780.50 Baht, from the original registered capital of 391,027,808.50 Baht, divided into 782,055,611 common shares with a par value of 0.50 Baht per share, to a



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new registered capital of 430,130,589.00 Baht, divided into 860,261,178 common shares with a par value of 0.50 Baht per share. This increase will be made by issuing 78,205,561 new common shares with a par value of 0.50 Baht per share, to accommodate the issuance of new shares under the General Mandate to a limited group of persons (Private Placement) for a total of 78,205,561 shares. Additionally, it is proposed to amend Article 4 of the company's memorandum of association to align with the increase in the company's registered capital as outlined.

Voting Conditions

This agenda must be approved by a vote of at least three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, with abstentions being counted in the vote count.

Agenda 7. To consider and approve the allocation of additional common shares under the general mandate, by issuing no more than 78,205,561 shares, with a par value of 0.50 Baht per share (or equivalent to 10% of the company's paid-up capital), to be offered for sale to a limited group of individuals (Private Placement).

Objectives and Rationale

The Board of Directors has proposed the allocation of 78,205,561 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the General Mandate capital increase for Private Placement, with a total value not exceeding 39,102,780.50 baht (equivalent to 10% of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2568, held on February 19, 2568). The offering price must not be lower than the minimum price permitted under the relevant Capital Market Supervisory Board regulations regarding public and private placements. The pricing of the newly issued shares for private placement must ensure the best interests of the Company and its shareholders as a whole and must not be lower than either of the following: (a) The weighted average price of the Company's shares traded on the Stock Exchange of Thailand over a period of no less than seven (7) consecutive trading days and no more than fifteen (15) consecutive trading days prior to the pricing date, with a possible discount of no more than 10% of such price; or (b) The price determined through a book-building process, in which investors express their interest in purchasing the newly issued shares at their desired price level, as surveyed by a securities company, in accordance with the criteria set forth in the Capital Market Supervisory Board Announcement No. TorJor. 72/2558 regarding the approval of listed



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companies to offer newly issued shares through private placement (including any amendments thereto).

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval the allocation of 78,205,561 new common shares with a par value of 0.50 Baht per share, to accommodate the issuance of new shares under the General Mandate for a limited group of persons (Private Placement), for a total amount not exceeding 39,102,780.50 Baht (equivalent to 10% of the company's paid-up capital as of the Board of Directors' meeting No. 1/2025 on February 19, 2025), as proposed.

Voting Conditions

This agenda must be approved by a vote of at least three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, with abstentions being counted in the vote count.

Agenda 8. To consider and approve the election of directors to replace those whose terms have expired.

Objectives and Rationale

In accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 71, and the Company's Articles of Association, Articles 16 and 33, which require that in every Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors cannot be divided exactly into three equal parts, then the closest possible number to one-third will be used. Additionally, the directors who must retire in the first and second years after the company has been registered as a public company will be determined by a lottery to decide who will retire. In subsequent years, the director who has held the position for the longest time will be required to retire. Directors retiring by rotation may be re-elected to the board.

The Nomination and Remuneration Committee is responsible for selecting individuals who possess the knowledge, skills, and experience that will be most beneficial to the company, and who meet all the qualifications required to serve as a director of the company, in accordance with the Public Limited Companies Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. 2535 (including amendments), the regulations of the Securities and Exchange Commission of Thailand, and the relevant Capital Market Supervisory Board announcements. The committee will then present the candidates to the Board of Directors for



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approval of the appointment of new directors to replace those retiring by rotation, and will subsequently submit the proposal to the shareholders' meeting for approval. Currently, the Company has a total of 9 directors. In the Annual General Meeting of Shareholders for the year 2568, three directors, or one-third of the total number of directors, will retire by rotation as follows:

1. Mr.Sunpasiri Sunpa-a-sa Independent Director / Audit Committee /
Chairman of Risk Management Committee
2. Mr.Chakaphat Naskan Independent Director / Audit Committee /
Chairman of Nomination and Remuneration
Committee
3. Mr.Nuthapon Luckkanalawan Director / Risk Management Committee

The Company has provided an opportunity for shareholders to nominate individuals for consideration as candidates for the Board of Directors in advance of the Annual General Meeting of Shareholders for the year 2568, from October 1, 2567, to December 31, 2567, by publishing the information on the Company's website. However, no shareholder has submitted any nominations for individuals to be considered for election to the Board of Directors.

The Nomination and Remuneration Committee has reviewed the appropriateness and best interests of the Company and has determined that the directors who are required to retire by rotation at this meeting possess the necessary qualifications and do not have any disqualifications under the relevant laws. These directors have the knowledge, skills, experience, and expertise that are beneficial to the operations of the Company. Additionally, the committee has reviewed the qualifications of the individuals nominated to serve as independent directors and found that they meet the requirements set forth by the relevant laws and regulations for holding the position of independent director. Therefore, the committee recommends re-electing the three directors who are retiring by rotation for another term. Detailed information about their background, education, work experience, shareholding in the Company, and directorships in other companies, as well as the details of the nominated individuals to replace the retiring directors, can be found in the accompanying documents. Enclosure 3 contains the information of the



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individuals who have been nominated to assume the position of director to replace those retiring by rotation.

Board of Directors' Opinion

The Board of Directors and the Nomination and Remuneration Committee have carefully and thoughtfully reviewed the matter and have concluded that the individuals nominated this time have been considered according to the Company's established process. They meet the qualifications required by law and relevant regulations, and are suitable for the Company's business. Therefore, the Board recommends that the shareholders' meeting approve the reappointment of the three directors who are retiring by rotation, as follows: 1. Mr.Sunpasiri Sunpa-a-sa 2. Mr.Chakaphat Naskan 3. Mr.Nuthapon Luckkanalawan These directors will continue to serve for another term.

After the Annual General Meeting of Shareholders for the year 2568 approves the reappointment of the directors retiring by rotation for another term, the total number of directors in the company will be 9, as follows:

- | | |
|--------------------------------|----------------------|
| 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.Supote Wannarote | Director |
| 6. Mr.Wut Viphanphong | Director |
| 7. Mr.Weerapan Wipanpong | Director |
| 8. Mr.Nuthapon Luckkanalawan | Director |
| 9. Mr.Kriengsak Hiamto | Director |

Voting Conditions

This agenda must be approved by a majority vote of shareholders present at the meeting and entitled to vote, with abstentions excluded from the vote count. Furthermore, the vote for this agenda will be conducted on an individual basis for each director.

Agenda 9. To consider and approve the directors' remuneration for the year 2025.

Objectives and Rationale

In accordance with the Public Limited Companies Act B.E. 2535, Section 90, and the Company's Articles of Association, Section 17, it is stipulated that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, bonuses, or other benefits as



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approved by the shareholders' meeting. This approval must be made by a vote of at least two-thirds of the total votes of the shareholders present at the meeting. The remuneration may be specified as a fixed amount or set according to criteria and can be determined on a case-by-case basis or remain in effect until the shareholders' meeting decides otherwise. In addition, the directors are entitled to allowances and other benefits according to the Company's regulations. The provision mentioned does not affect the rights of employees or workers of the Company who are elected as directors, as they may receive remuneration and benefits in their capacity as employees or workers of the Company.

The Nomination and Remuneration Committee has carefully and thoroughly considered the remuneration of the Board of Directors and sub-committees, taking into account the suitability of the type and size of the business to align with the industry standards. The remuneration of the Board and sub-committees should be appropriate to the company's business expansion and profit growth, as well as the duties and responsibilities involved. The committee believes that the following should be proposed for approval by the shareholders' meeting: Remuneration for the Board of Directors, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Sustainability Committee for the year 2568. The proposal includes meeting allowances, annual bonuses, and non-monetary remuneration, with a total annual limit not exceeding 2.5 million baht. Detailed breakdown of the proposed remuneration will be provided as follows:



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1. Monetary Compensation :

Unit : Baht

Remuneration for the Board and Sub-Committee	2025 (proposed year)			2024		
	Monthly compensation	Meeting allowance	Annual bonus	Monthly compensation	Meeting allowance	Annual bonus
1. Board of Directors						
• Chairman of the Board	20,000	20,000	Based on the company's performance, within the total annual limit.	15,000	20,000	Based on the company's performance, within the total annual limit.
• Non-executive Director	17,000	15,000		12,000	15,000	
• Executive Director	-	-	-	-	-	-
2. Audit Committee						
• Chairman of the Audit Committee	-	15,000	-	-	15,000	-
• Audit Committee Member	-	10,000	-	-	10,000	-
3. Other sub-committees (Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainability Committee)						
• Chairman of the Subcommittee	-	15,000	-	-	15,000	-
• Non-executive Subcommittee Member	-	10,000	-	-	10,000	-
• Executive Subcommittee Member	-	-	-	-	-	-



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2. Non-monetary compensation or other benefits:

Board of Directors	2025 (proposed year)	2024
• Chairman of the Board	Group Health Insurance Plan 3	-
• Non-executive Director		-
• Executive Director	-	-

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose to the shareholders' meeting for approval the determination of the directors' remuneration for the year 2025, with the details as proposed. This determination of directors' remuneration has been reviewed by the Nomination and Remuneration Committee and approved accordingly.

Voting Conditions

This agenda must be approved by a vote of at least two-thirds of the total votes of shareholders present at the meeting, with abstentions being counted in the vote count.

Agenda 10. To consider the appointment of the auditor and determine the audit fee for the year 2025.

Objectives and Rationale

To comply with the Public Limited Companies Act B.E. 2535 (1992), Section 120 (and its amendments), and the Company's Articles of Association, Article 33, which require the Annual General Meeting of Shareholders to consider the appointment of the company's auditor and determine the annual audit fee, the existing auditor may be reappointed. Additionally, according to the notification of the Securities and Exchange Commission (SEC), listed companies must implement an auditor rotation policy. If the existing auditor has reviewed, audited, and expressed an opinion on the company's financial statements for a total of seven fiscal years, whether consecutively or not, the company may reappoint that auditor only after a break period of at least five consecutive fiscal years.

In this regard, the Audit Committee has selected the auditors for the year 2025, considering their independence, experience, and competency. The committee proposes that the Board of Directors recommend to the shareholders' meeting the appointment of auditors from EY Office Limited as the company's auditors for the year 2025. The proposed auditors are as follows:



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The names of the auditors are as follows:	Certified Public Accountant License No.	Number of years the auditor has signed to certify the company's financial statements.
Ms. Sineenart Jirachaikhuan Khan	6287	1 (2567)
Mrs. Poonnard Paocharoen	5238	-
Mrs. Wilai Sunthornwanee	7356	-

In the event that the appointed auditor is unable to perform their duties, EY Office Limited shall provide another certified public accountant from the firm to carry out the audit and express an opinion on the company's financial statements in place of the original auditor. Additionally, the Board of Directors is authorized to approve the remuneration of auditors for the subsidiaries, joint ventures, and newly formed associated companies in 2025.

The proposed audit fee for the year 2025 is 1,950,000 Baht, which is higher than the 2024 audit fee of 1,700,000 Baht. This proposed audit fee is comparable to other companies in the same industry. The comparison of the audit fee for the previous year is as follows:

Unit : Baht

Audit fee	2025 (proposed year)	2024	Increase / (Decrease)	%
Audit fee	1,950,000	1,700,000	250,000	14.71
Other fee	-	-	-	
total	1,950,000	1,700,000	250,000	14.71

The company has a total of 7 subsidiaries, all of which will use EY Office Limited, the same auditor as the company. The audit firm is not a shareholder of the company, has no relationships with the company, and holds no interest in the company, its subsidiaries, executives, major shareholders, or individuals related to them. Additionally, the auditor does not provide any advisory services to the company, ensuring their independence in auditing and expressing an opinion on the company's financial statements.

In addition, the auditors have not served for more than 7 years. The proposal for the appointment of the auditor and the determination of the



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auditor's remuneration for the year 2025 has been thoroughly reviewed by the Audit Committee.

Board of Directors' Opinion

The Board of Directors has agreed with the opinion of the Audit Committee and deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to approve the appointment of Ms. Sineenart Jirachai-Kueankhan, Certified Public Accountant (CPA) No. 6287, and/or Ms. Punnarat Phaocharoen, Certified Public Accountant (CPA) No. 5238, and/or Ms. Wilai Sunthornwanee, Certified Public Accountant (CPA) No. 7356, from EY Office Limited, as the auditors of the company for the year 2025. The shareholders' meeting is also requested to approve the audit fee for the year 2025 in the amount of 1,950,000 Baht. In case the above auditors are unable to perform their duties, EY Office Limited shall provide another certified public accountant from their firm to perform the audit and express an opinion on the company's financial statements in place of the aforementioned auditors.

Voting Conditions

This agenda must be approved by a majority vote of shareholders present at the meeting and entitled to vote, with abstentions excluded from the vote count.

Agenda 11. To consider other matters (if any).

Objectives and Rationale

The company has no other matters to propose for consideration at the Annual General Meeting of Shareholders for the year 2025, beyond the agenda set by the Board of Directors. However, if shareholders wish to propose other matters for consideration at the meeting, they must comply with the provisions of Section 105, paragraph two of the Public Limited Companies Act B.E. 2535 (and its amendments), which stipulates that shareholders holding at least one-third of the total outstanding shares may request the meeting to consider matters not specified in the invitation to the meeting. Therefore, the Board of Directors deems it appropriate to include this agenda item to allow shareholders who wish to propose other matters for consideration beyond those set by the Board for this meeting.

Board of Directors' Opinion

The Board of Directors deems it appropriate to open this agenda item to allow shareholders to ask questions and/or express their opinions on various matters without any voting. However, if shareholders wish to open discussions and vote on any matters, they must comply with the



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conditions specified in Section 105, paragraph two of the Public Limited Companies Act B.E. 2535 (and its amendments) as mentioned earlier.

The company has determined the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on March 7, 2025, and has published the invitation along with supporting documents on the company's website at <http://www.thetitleresidence.com/> under the "Investor Relations" section since March 24, 2025. Therefore, the company invites shareholders to attend the Annual General Meeting of Shareholders 2025 on the date, time, and channel mentioned above. This meeting will be held through electronic means only (e-Shareholder Meeting) on Wednesday, April 23, 2025, at 2:00 PM, in accordance with the Royal Decree on Meetings via Electronic Media B.E. 2563 and other relevant laws and regulations. You may review the detailed information in *Attachment 5: Procedures for Attending the 2025 Annual General Meeting via Electronic Media (e-Shareholder Meeting)*. Shareholders or proxies who wish to attend the meeting must authenticate their identity by filling out the registration form expressing their intention to attend and vote through electronic media for the 2025 Annual General Meeting of Shareholders. The details are provided in *Attachment 6: Registration Form for Attending the 2025 Annual General Meeting via Electronic Media (e-Shareholder Meeting)*, which will be available for registration starting March 24, 2025. Please submit the required documents to the company by April 18, 2025.

If you are unable to attend the meeting in person, please appoint someone else to attend and vote on your behalf by using one of the proxy forms provided. The company has attached the proxy forms (Form A, Form B, and Form C, with Form C used only for foreign shareholders who appoint a Custodian in Thailand to hold and manage shares). The details are provided in *Attachment 9: Proxy Forms A, B, and C as required by the Department of Business Development, Ministry of Commerce*, which has been sent to all shareholders along with this invitation. Alternatively, shareholders can download the proxy forms from the company's website at (<http://www.thetitleresidence.com>) under the "Investor Relations" section. Please use only one of the specified forms as indicated.

If shareholders are unable to attend the meeting in person, they may appoint an independent director of the company, who has been nominated as the proxy for shareholders at this annual general meeting, to attend the meeting on their behalf. Information and the biography of the independent director acting as the proxy are provided. *Attachment 4 The definition of independent directors of the company, along with the list and biography of the independent directors acting as the proxy, are provided in the accompanying document.* Shareholders are kindly requested to complete the proxy form, sign it, and submit the signed proxy form to the company secretary at the following address: Company Secretary Department, Rompho Property Public Company Limited, 444-444/1 Pracha Uthit Road, Huai Khwang District, Bangkok, 10310, no later than April 18, 2025. The company will also provide assistance with the stamp duty on the proxy form for those who have registered to attend this shareholders' meeting.



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To provide shareholders with a means to inquire about agenda items or other matters, shareholders may submit written questions regarding the meeting agenda or any other topics. Please include the shareholder's name, surname, the specific agenda item or topic of inquiry, and send the details either by mail or electronically to the contact information provided below for submission to the board for further consideration.

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 : Comsec@rhombho.co.th

In this regard, the company has set the period for accepting questions regarding the meeting agenda or other matters from the date of this invitation to the meeting until April 18, 2025, to allow the board sufficient time to consider the submitted inquiries.

Please review the procedure for attending the meeting and prepare the necessary documents to be submitted to the company before the meeting date. *Attachment 7 Procedures for Attendance of the 2025 Annual General Meeting via Electronic Method (e-Shareholder Meeting)*. The company will conduct the meeting in accordance *Attachment 8 The Company's Articles of Association relating to shareholders' 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