

Scope of Duties and Responsibilities of the Sub-Committee

Audit Committee

Audit Committee constitute of 3 independent directors.

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

(1) To review the Company's financial reporting process to ensure that it is accurate and adequate;

(2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;

(3) To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

(4) To review and ensure that that the company has duly complied with Anti-Corruption Policy and report it to the Board of Directors;

(5) To review and assess the Audit Committee charter on a regular basic. Propose changes in the charter for the Board of Director's approval;

(6) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(7) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

(8) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information;

(a) An opinion on the accuracy, completeness and creditability of the Company's financial report,

(b) An opinion on the adequacy of the Company's internal control system,

(c) An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

(d) An opinion on the suitability of an auditor,

(e) An opinion on the transactions that may lead to conflicts of interests,

(f) The number of the audit committee meetings, and the attendance of such meetings by each committee member,

(g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

(h) Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

(9) To perform any other act as assigned by the Board of Directors, with an approval of the Audit Committee.

In its performance of duty as described above, the Audit Committee must be directly responsible to the Board of Directors, while the Board of Directors shall remain responsible to third parties for operations of the Company.

Nomination and Compensation Committee

Nomination and Compensation Committee constitute of at least three directors and more than half of them must be Independent Directors.

The Nomination and Compensation Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

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(1) **Nomination:**

(a) Determine structure and composition of the Company's Board of Directors with regard to each director's qualification relating to skills, experiences and specialties that are suitable for the business and vision on a long term basis, as well as qualification as prescribed by laws and regulations of regulating agencies including the Office of the Securities and Exchange Commission, etc. Review current structure of the Board to ensure that it is suitable for the Company's strategic needs, and propose guidelines for improvement,

(b) Consider qualification of person who will serve as independent director, and ensure that such independence is in accord with the criteria as specified by the Office of the Securities and Exchange Commission at minimum,

(c) Establish policies, criteria and methods for the nomination of Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives,

(d) Recruit, select and nominate qualified person to replace director who vacates office by rotation and/or fill any vacant and/or additional position, and screen and verify name list of persons being nominated as directors, with related agencies, to ensure that they are not blacklisted or repealed from the name list that has been prepared by those agencies,

(e) Establish director development plan in order to enhance knowledge of existing and new directors on the Company's business, rules and duties of directors, regulations or laws relating to the Company's business, etc.

(f) Determine criteria and methods for performance assessment of the Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives, in order to propose for approval of the Company's Board of Directors' meeting,

(g) Establish Succession Plan for the preparedness of any successors in the event that the Chairman of Executive Board, managing director, chief operating officer, and senior executives retire or could not perform their duties for the continuity of the Company's administration,

(h) Other operations as assigned by the Company's Board of Directors relating to the nomination.

(2) **Determination of Remuneration:**

(a) Determine policies, formats and criteria on the determination of remuneration for the Company's directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives, and review suitability of existing criteria in order to propose for approval of the Company's Board of Directors and/or shareholders' meeting, as the case may be,

(b) Determine suitable remuneration of each category including monetary or non-monetary remuneration on an individual basis in order to remunerate and motivate people who have been contributing to the Company's success by considering the suitability with duties and responsibilities, and procedures of other companies in the same industry, as well as the Company's overall operation, in order to propose for the Company's Board of Directors' consideration and approval of shareholders' meeting,

(c) Report policies, principles and rationales for the determination of remuneration for directors and executives in accordance with the Stock Exchange's requirements, by disclosing in the Company's Annual Information Form (Form 56-1) and annual report,

(d) Determine bonus and annual pay raise based on the Company's overall operation,

(e) Consider and grant approval in the event that the Company will allocate warrants to directors and executives and/or subsidiaries exceeding 5% of all warrants, and determine name list and number of warrants to be allocated to directors and employees exceeding 5%, provided that the laws, notifications and regulations relating to these matters shall be complied with,

(f) Consider and determine structure of salary and other benefits of the Company,

(g) Other operations as assigned by the Company's Board of Directors relating to the determination of remuneration as specified by the Company's Board of Directors.

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Risk Management Committee

Risk Management Committee constitutes of at least three directors and one of them must be Independent Directors.

The Risk Management Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) Establish strategies, policies and framework for risk management, as well as risk management system, and establish risk management standards as guidelines for various units in the Company;
- (2) Acknowledge and offer feedback on the Company's direction on risk management;
- (3) Monitor, inspect, analyze and review action plan in accordance with risk management framework on a regular basis in order to respond to ongoing changes;
- (4) Review and offer feedback in order to minimize and manage risk in acceptable level;
- (5) Supervise to ensure that risk management measures are communicated and implemented throughout the organization, and support and promote timely and appropriate risk reporting;
- (6) Coordinate and exchange information with Audit Committee and internal auditing unit in the Company with regard to significant risks;
- (7) Other operations as assigned by the Company's Board of Directors relating to risk management.

Corporate Governance Committee

Corporate Governance Committee constitutes of at least three directors and more than half of them must be Independent Directors.

The Corporate Governance Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) Establish and review policies and criteria in accordance with good corporate governance principles, as well as requirements relating to business code of ethics including anti-corruption policy and measure, in order to implement those principles for the establishment of the Company's rules and regulations in accordance with good corporate governance, for the Company's directors, executives and employees;
- (2) Establish policies on the Company's sustainable development, and offer feedback on procedures and recommendation for improvement as appropriate;
- (3) Review, promote and encourage the Company's personnel of all levels to adhere and comply with good corporate governance principles;
- (4) Review and improve policies on good corporate governance on a regular basis in accordance with the procedures of supervisory agencies as well as to propose and recommend them to the Board of Directors;
- (5) To oversee and monitor on the performance of good corporate governance as well as report the progress of the investment to the Board of Directors.
- (6) The Corporate Governance Committee shall have power to invite concerned parties or any person as it deems appropriate to attend the meeting or explain any related matters;
- (7) Other operations as assigned by the Company's Board of Directors relating to the corporate governance as specified by the Company's Board of Directors.

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Corporate Social Responsibility Committee (CSR Committee)

Corporate Social Responsibility Committee constitutes of three directors with the President as the Chairman and the other two shall be selected from amongst directors, employees, independent advisors or specialists.

The Corporate Social Responsibility Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) To review CSR policy and activities and submit to the Board of Directors for approval;
- (2) To agree and establish a CSR strategy of Sansiri Group's to ensure that it remains an integral part of the group strategy and its implementation in practice and that the Group's social, environmental and economic activities are aligned;
- (3) To review the CSR annual plan and budget and submit to the Board of Directors for approval;
- (4) To review and monitor progress of CSR activities and evaluate the success and quality of CSR Programmes;
- (5) To promote CSR programmes and encourage participation among directors and employees;
- (6) To elect the CSR Working Group to develop the CSR Plan and create CSR Programmes;
- (7) To conduct CSR-related issues as assigned by the Board of Directors.

Investment Committee

Investment Committee constitutes of directors or executives or independent consultants at least three persons.

The Investment Committee has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) To consider matters about the investment of Sansiri Public Company Limited and its subsidiaries with the authority to approve the investment both inside and outside the country in high growth potential business (such as start-up business) and/or venture capital which conduct business and/or invest in the business related to Property Service Technologies, including business related to such business under the approved budget by the board of directors or authorized person assigned by the board of directors.
- (2) To provide advices and recommendations to the management division and the board of directors on investment.
- (3) To monitor and evaluate the performance the company's strategy implementation by considering the current business, variety restriction and the ability to expand business both inside and outside the country to be in line with the directions, goals and policies of the board of directors.
- (4) To oversee, monitor and evaluate the projects approved for investment as well as report the progress of the investment to the board of directors.
- (5) To perform other duties as assigned by the board of directors including to approve the operation of the company in matters relating to investment in the scope of authority assigned by the board of directors which will be periodically review.
- (6) The investment committee has the authority to invite those who involved or those who deem appropriate to attend the meeting or to clarify the relevant matters.