

Information of Securities and Shareholders

Registered Capital and Paid-up Capital

As of December 31st, the Company had a total registered capital of 1,289,364,969 Baht The common share was 1,289,364,969 share at par value of Baht 1.00 per share. The paid-up capital is 975,203,969 Million Baht

Shareholders

The first 10 shareholders of the Company at the latest closing date of December 18, 2017.

Order	Name of person / juristic person	Number of shares	Percentage of total shares
1	Dr. Apa Ataboonwongse	351,639,100	36.058
2	Mr. Chaayasit Viriyamettakul	68,800,000	7.055
3	Attaboon Asset Co., Ltd.	61,825,254	6.340
4	Mrs. Sunee Satatinun	51,746,520	5.306
5	Mrs. Pichaya Tansod	34,999,636	3.589
6	Mr. Somsak Attaboonwong	26,560,562	2.724
7	Mrs. Worapa Mon-arak	18,500,000	1.897
8	Ms. Waranya Pinsam-ang	17,726,200	1.818
9	Mr. Karoon Chandragu	10,850,879	1.113
10	Mr. Rachata Raibangyang	10,133,333	1.039
Total		652,781,484	66.939

Other Securities Issuance

1. Debentures of Richy Place 2002 Plc., No. 3/2015, due 2020

1. Debenture of Richy Place 2002 Public Company Limited No. 1/22015 Due B.E. 2560

Name of debentures	: Debentures of Richy Place 2002 Plc., No. 3/2058, due 2020
Issuance Date	: November 27, 2015
Type of Debentures	: Name of debentures, Unsubstantiated, Unsecured, and no debenture holders.
Number of debentures offered	: Up to 100,000,000 Baht
Time Frame	: 5 years
Interest rate	: 5.50% P.A (fixed rate)
Interest Payment	: 26 th February, 26 th May, 26 th August and 26 th November each year throughout the term of the debentures.
Debenture redemption date	: 26th November, 2020

2. **Debentures of Richy Place 2002 Plc., No. 4/2016, due 2018**
Name of debentures : Debentures of Richy Place 2002 Plc., No. 4/2016, due 2018
Issuance Date : December 21, 2015
Type of Debentures : Name of debentures, Unsubstantiated, Unsecured, and no debenture holders.
Number of debentures offered : Up to 300,000,000 baht
Time Frame : 3 years
Interest rate : 5.60% P.A (fixed rate)
Interest Payment : 21st March, 21st June, 21st September and 21st December of each year throughout the term of the debentures.
Name of debentures : December 21, 2018
3. **Debentures of Richy Place 2002 Plc., No. 1/2018, due 2018**
Name of debentures : Debentures of Richy Place 2002 Plc., No. 1/2018, due 2018
Issuance Date : September 29, 2016
Type of Debentures : Name of debentures, Unsubstantiated, Unsecured, and no debenture holders.
Number of debentures offered : Up to 200,000,000 baht
Time Frame : 2 years 2 days
Interest rate : 5.10% P.A (fixed rate)
Interest Payment : 29th March, 29th June, 29th September and 29th December each year throughout the term of the debentures.
Name of debentures : October 1, 2018
4. **Debentures of Richy Place 2002 Plc., No. 2/2017, due 2019**
Name of debentures : Debentures of Richy Place 2002 Plc., No. 1/2016, due 2019
Issuance Date : March 1, 2017
Type of Debentures : Name of debentures, Unsubstantiated, Unsecured, and no debenture holders.
Number of debentures offered : Up to 334,500,000 baht
Time Frame : 2 years
Interest rate : 5.60% P.A (fixed rate)
Interest Payment : 1st March, 1st June, 1st August each year throughout the term of the debentures.
Name of debentures : March 1, 2017
5. **Debentures of Richy Place 2002 Plc., No. 2/2017, due 2019**
Name of debentures : Debentures of Richy Place 2002 Plc., No. 2/2017, due 2019
Issuance Date : August 9, 2017
Type of Debentures : Name of debentures, Unsubstantiated, Unsecured, and no debenture holders.
Number of debentures offered : Up to 527,800,000 baht
Time Frame : 2 years
Interest rate : 6.25% P.A (fixed rate)
Interest Payment : 9th February, 9th May, 9th August and 9th November each year throughout the term of the debentures.
Name of debentures : August 9, 2019

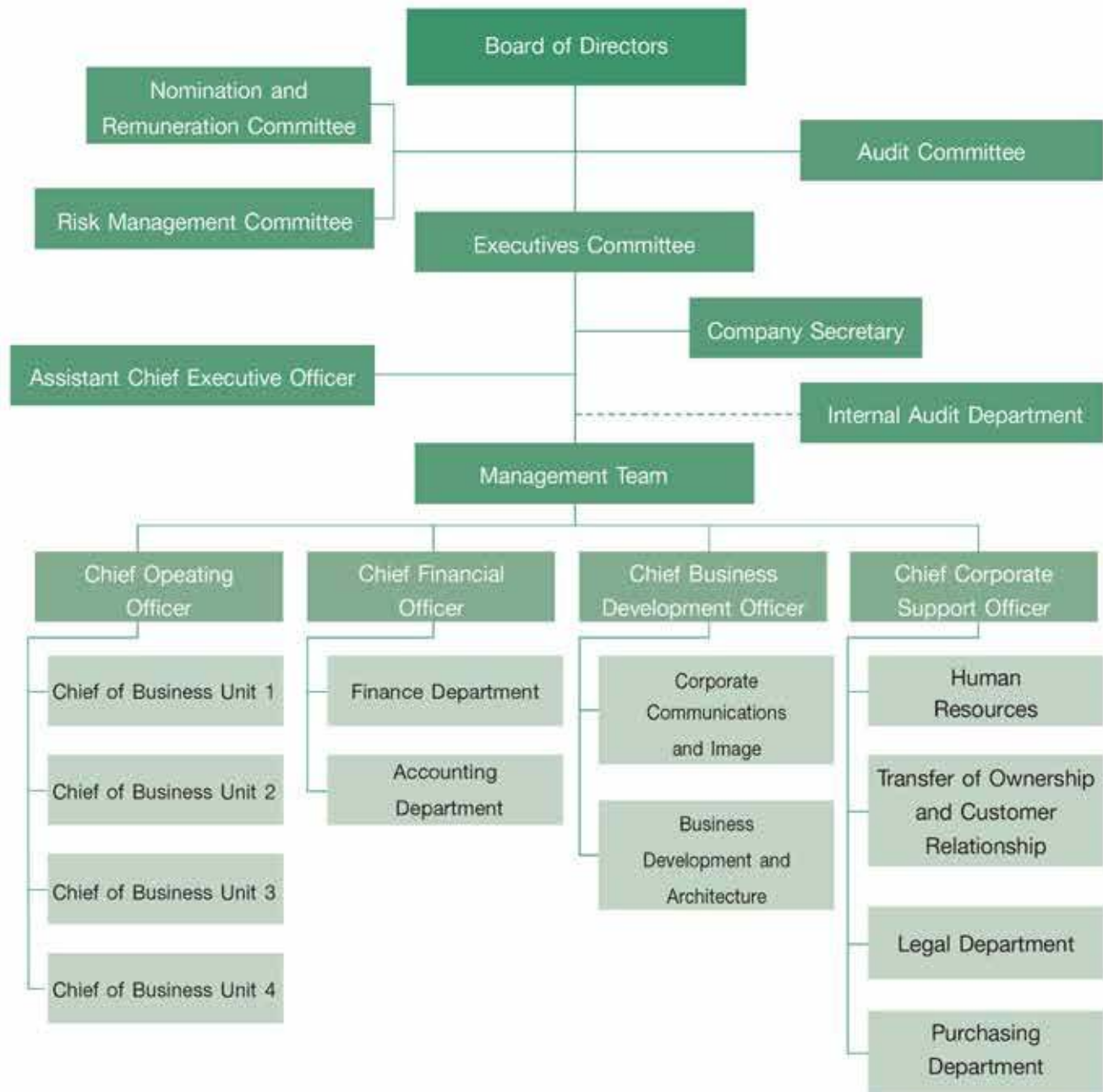
Dividend Policy

The Company has a dividend policy on paying out not less than 40.00% of its net income after deducting income corporate tax based on the separate financial statements and all provisional reserves required by law and by the Company. The dividend payment is subject to any effect of normal business operation significantly. However, such dividend payment is subject to change depending on the operation result and financial status of the Company, liquidity, business expansion plans, necessity, and suitability in the future, including other factors related to the Company's management for which the Board of Directors and/or shareholders deem appropriately. Such actions must maximize the most beneficial to shareholders.



Management Structure

Management Structure as of December 31, 2017



Note * The Company hired Acc Consult Service Company Limited to act as internal auditor.

Board of Directors

As at December 31, 2017, the Company's Board of Directors consists of 11 members.

Name	Position
Mr. Pranai Suwanrath	Chairman and Independent Director
Dr. Apa Attaboonwong	Vice Chairman
Ms. Sunee Sathatinan	Vice Chairman
LT. Gen. Samang Thongpan	Independent Director / Chairman of Audit Committee
Mr. Somchai Pienstaporn	Independent Director / Audit Committee
ASSOC. Prof. Suthus Ratanakuakangwan	Independent Director / Audit Committee
Mr. Somsak Attaboonwong	Director
Dr. Karoon Chandrangsu	Director
Mrs. Nonglak Wanthampong	Director
Police Colonel Suvit Tansode	Director
Mr. Verapol Attaboonwong	Director

Authorized Signatory

The Directors whose signatures are recognized as binding for the Company consist of the two jointly signatures of either Dr. Apa Attaboonwong, Ms. Sunee Sathatinan, or Mr. Somsak Attaboonwong together with the Company's seal. Terms, Authorities, and Responsibilities of the Board of Directors

- 1) The Board of Directors has responded to manage the Company in compliance with the laws, objectives and regulations of the Company as well as the resolutions of the shareholders' meeting with honesty, consideration of the benefits of the Company.
- 2) The Board of Directors has authorized to define the Company's objectives, direction, policies, business plans and budgets, and monitor the management or persons assigned to such operation in order to ensure that such management or persons implementing along with the policies defined by the Board of Director.
- 3) The Board of Directors has authorized to review and approve the policies and operation plans on big investments proposed by the sub-committee and/or the management.
- 4) The Board of Directors has authorized to appoint, assign, or suggest to the sub-committee or working groups to consider or execute any activities as appropriated by the Board of Directors.
- 5) The Board of Directors has authorized to monitor the operation outcome in accordance with the plans and budgets of the Company.
- 6) The Board of Directors has authorized to determine an adequate and effective internal control system by –establishing the internal control team to follow up and coordinate with the Audit Committee The Authorities of the Board of Directors The Board of Directors has authority to approve any issues of the Company under the law, regulations, and resolutions of the shareholders' meeting, including the approval of any transactions of the Company as following:
 - 1) To define the Company's mission and review the Company's vision
 - 2) The organization chart
 - 3) Business plan and annual budget
 - 4) To monitor and evaluation the operation performance both quarterly and annually
 - 5) The budget on land purchase
 - 6) The budget on any project investments
 - 7) To consider and approve any significant issues related or appropriated and benefit to the Company

However, the following matters shall be carried out; the Board of Directors has proposed to the shareholders' meeting for approval:

- A) Any transactions are defined by law to be approved by the shareholders' meeting; and
- B) Any transactions which the director has a conflict of interest and are defined under the law or regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand to be approved by the shareholders' meeting. Under the decision making of the Board of Directors on the following matters, the Board of Directors shall carried out after approval by the shareholders' meeting with minimum 3 out of 4 of the total votes.
- C) Selling or Transferring the Company's business as a whole or significant parts to others
- D) Buying or merging other companies
- E) Amending or Terminating a contract relating to the lease as a whole or significant part of the Company, assigning other persons to operate the Company's business, or joint ventures with others by which are subject to share profit and loss
- F) Changing or adding the Memorandum of Association or the Company's regulations
- G) Increase, decrease, or issuance the Company's bond
- H) Merging or ceasing the Company
- I) Any activities under the Securities Exchange Act and/or announcements of the Stock Exchange of Thailand which required to be approved by the Board of Directors' meeting and shareholders' meeting with the above mentioned votes

However, the director who is a stakeholder or having a conflict of interest on any matters has no right to vote on such transactions.

Moreover, the Board of Directors is responsible to conduct business under the Act of Securities and Securities Market, regulations of the Stock Exchange of Thailand such as the related transaction on acquisition or disposal of asset under the regulations of the Stock Exchange of Thailand, or the notifications of the Office of the Securities and Exchange Commission, or any law related to the Company's business.

The Executives

As of December 31, 2017, the Company had total 5 members of the Executive Board as follows:

Name	Position
1. Dr. Apa Attaboonwong	Chairman of Executive Committee / Chief Operating Officer / Acting Chief Business Development Officer
2. Ms. Sunee Sathatinan	Executive Director
3. Mr. Somsak Attaboonwong	Executive Director
4. Mrs. Saranthorn Srisunthorn	Chief Corporate Support Officer
5. Mrs. Klinsukon Luephongpajit	Chief Financial Officer

Terms, Authorities, and Responsibilities of Chairman of the Executives Board

Chairman of the Executives Board has responded to execute and monitor the management align with the fundamental objectives of the Company. Chairman of the Executive Board shall conduct and be accountable on the Company's operation by herself/himself or assign other executives to act on his/her behalf. The duty and responsibilities of Chairman of the Executives Board are as follows:

- 1) To monitor and advise any matters of the operation and management of the Company daily;
- 2) To implement or carry out actions in accordance with the policy of operation plans and budget approved by the Board of Directors;
- 3) Be authorized on business operation to achieve the objectives, policy, regulations, agreements, assignments, including the resolutions of the Board of Directors' meeting and/or shareholders' meeting;
- 4) Having authority to issue rules, regulations, announcement, memorandum in order to implement according to the policy and benefits of the Company, as well as retaining working disciplines within the organization;
- 5) To monitor and evaluate the operation performance of the Company daily to prepare and prevent any risks incurred from both inside and outside factors;
- 6) Be authorized to comment on any legal activities related to the normal business operations such as selling and buying transactions, raw material procurement for production, expenditures on regular operation, investment, acquisition or distribution of tools, assets, or services for the Company's benefits as detailed in the management authority approved by the Board of Directors, including delegating his/her authority on such above activities for the flexibility on the Company's operation;
- 7) Having authority to carry out actions and be representative of the Company to present to externals on the related activities and normal business practices for the Company's benefits;
- 8) Having authority to approve an investment on fixed asset, loan, or other investments such as equity, bond, etc., for the amount not exceeding of Baht 1 million;
- 9) Having authority to approve the loan from the financial institutes at the amount not exceeding of Baht 100 million;
- 10) Having authority to approve the expenditures on the business operation and disposal of fixed asset per item at the amount not exceeding of Baht 10 million;
- 11) Having authority to approve any obligations, avail, warrant at the amount not exceeding of Baht 100 million;
- 12) To perform other functions assigned by the Board of Directors

The authority of any legal transactions, which might cause any conflict of interest between Chairman of the Executives Board and any stakeholders as defined under the law and notifications of the Office of the Securities and Exchange Commission, or the Stock Exchange of Thailand, is not covered by the authority of Chairman of the Executives Board to consider and vote for the said legal transactions either with one's own judgment or by acting person. In such case, such legal transactions shall be considered by the Audit Committee before presenting to the Board of Director and/or shareholder's meeting for approval (depending on circumstances) in accordance with the Company's regulations and law.

Qualification of the Executives

The Executives are certified to be ethics, competence, experiences on business administration with honesty and caution on management for the Company's benefits. They has intended on business execution, understanding and responsibilities to the public, and not being prohibited according to the notification no. korjor 8/2553 of the Securities and Exchange Commission regarding the attribution of trustworthiness of directors and executive officers of the Company, dated April 23, 2010.

Company Secretary

The Board of Directors has realized the importance on promoting the good governance and conducting in compliance with the section 89/15 of the Securities and Exchange Act (No. 4), which is defined that the Board of Directors has to appoint the Company Secretary in order to prepare and archive the documents, maintain report of interest reports filed by directors or executives, and carry out other proceedings as prescribed by the Capital Market Supervisory Board, including coordinating, organizing the Board of Directors' meeting and shareholders' meeting, and assisting the directors and the Company to supervise matters pertaining to the relevant laws and regulations.

The Board of Directors has resolved to appoint Mrs. Saranthorn Srisunthorn to be the Company Secretary effectively on May 15, 2013 and be attended the Company Secretary Program (CSP), Class of 57/2014, held by Thai Institute of Directors Association (IOD) on June 10-11, 2014.

Remuneration of the Directors and the Executives

Director

The Company has defined the remuneration policy to the Board of Directors at the amount of Baht 8,000,000 by which the Nomination and Remuneration Committee considered, reviewed and compared such compensation of the directors with the related business. The remuneration criteria paid to the Board of Directors and sub-committee was as follows:

Position	Meeting allowance / time (Baht)
Chairman of the Board	25,000
Board of Directors	15,000
Chairman of the Audit Committee	15,000
Audit Committee	10,000

Position	Meeting allowance / time (Baht)
Chairman of Executive Committee	15,000
Executive Director	10,000
Chairman of the Nomination and Remuneration Committee ^{1/}	15,000
Member of the Nomination and Remuneration Committee ^{1/}	10,000
Chairman of the Risk Management Committee ^{1/}	15,000
Risk Management Committee ^{1/}	10,000

Monetary Remuneration

List of Directors	Director's Remuneration (Baht) Year 2560					
	Director (4 meetings)	Audit Committee (4 meetings)	**Committee Management (5 meetings)	Member of the Nomination and Remuneration Committee (1 time)	Risk Management Committee (1 meeting)	Total remuneration (baht)
1. Mr. Pranai Suwanrath	50,000 (2/4)	-	-	-	-	50,000
2. Ms. Sunee Sathatinan	60,000 (4/4)	-	- (5/5)	-	-	60,000
3. Dr. Apa Attaboonwong	60,000 (4/4)	-	- (5/5)	-	-	60,000
4. Mr. Somsak Attaboonwong	60,000 (4/4)	-	- (5/5)	10,000 (1/1)	-	70,000
5. Mrs. Nonglak Wanthamapong	60,000 (4/4)	-	-	-	-	60,000
6. Police Colonel Suvit Tansode	60,000 (4/4)	-	-	-	10,000 (1/1)	70,000
7. LT. Gen. Samang Thongpan	60,000 (4/4)	60,000 (4/4)	-	15,000 (1/1)	-	135,000
8. Mr. Somchai Pienstaporn	60,000 (4/4)	40,000 (4/4)	-	-	-	100,000
9. ASSOC.Prof.Suthus Ratanakuakangwan	60,000 (4/4)	40,000 (4/4)	-	10,000 (1/1)	10,000 (1/1)	120,000
10. Dr. Karoon Chandransu	45,000 (3/4)	-	-	-	15,000 (1/1)	60,000
11. Mr. Verapol Attaboonwong	60,000 (4/4)	-	-	-	-	60,000
Total	770,000	140,000	-	35,000	35,000	845,000

Remark : *** The Executive Board, held the meeting on February 20, 2015, had unanimously resolved that all members of the Executive Board refused to receive the meeting allowance because they had been paid on their administration monthly

In 2016, the remuneration was paid to the Board of Directors and sub-committee as follows:

1. Meeting Allowance for the Board of Directors and Sub-committee	845,000 Baht
2. The pension to the Director for 11 members	7,078,000 Baht
Grand Total	7,923,000 Baht

The Executives (including the Executives Board)

The Company has remuneration policy to motivate an employee by considering on the performance evaluation of the management in the form of Key Performance Index: KPI every year. Such performance shall be compared with the KPI defined as the objectives shown in the employment contract and/or operation plans proposed to the Chief Executive Officer and/or the Board of Directors, which such remunerations to employee and the management are differed according to the ratio derived from the revenues for each accounting period.

The Company paid the remuneration in 2017 for the salary and bonus to the executives, totally 5 persons, at the amount of 8,598,180 Baht

Other Remuneration

- None -

personnel

The total number of employees as at 31 December 2017 is 101, consisting of the following employees:

field of work	Number of employees
1. Operating Line	53
2. Business Development	13
3. Finance and Accounting	12
4. Corporate Support	23
Total	101

In the past three years, the company has not had any labor disputes.

This employee compensation

Total remuneration of employees (Excluding management) As of December 31, 2017, the remuneration is in the form of salaries, wages, overtime, bonuses and other benefits. The details are as follows

Unit : Baht

Employee compensation	2016	2017
Salary	32,803,511	28,992,246
Bonus and other returns.	4,964,631	2,808,154
Total	37,768,142	31,800,400

Policy of Human Resource Development

The Company has much realized on developing the knowledge and competence of the directors, the executives, as well as employees in order to enhance their efficiency and quality of services. The training, seminar, courses held by Thai Institute of Directors (IOD) or the Stock Exchange of Thailand or other institutes are organized to increase their working abilities and able to apply such knowledge on their work. The remuneration policy is also appropriately provided to motivate its employees for working with the Company in the long term. In addition, the Company has regularly organized activities to create great relationship and unity within the organization for the management and employees such as birthday gift for an employee, CSR activities, New Year party and gifts, etc.

Corporate Governance

For the transparency and beneficial contribution to the Company's business operation, the Company has policy to conduct in compliance with the Code of Best Practice in order to enhance the confidence to shareholders, investors, and all persons concerned.

The Board of Directors has determined the corporate governance policy referred on the good governance practices for the listed companies of the Stock Exchanges of Thailand. This covers the good governance structure, guidelines of corporate governance practices, working structures, and policies in order to rigorously conduct under the corporate governance policy. The Company has defined the code of corporate governance conduct to be the guidelines circulated to the directors, executives, and employees to conduct under the law, regulations, and related rules to ensure that the Company has carried on business with highest responsibility, transparency, and treatment to stakeholders equally, including management with integrity, efficiency and effectiveness. The corporate governance of the Company that has been constantly conducted is comprised of the 5 items namely the rights of shareholders, equitable treatment of shareholders, roles of stakeholders, disclosure of information and transparency, and responsibility of the Board of Directors (details of the conduct of corporate governance of the Company are viewed on the Company's website (www.rp.co.th)). Moreover, the Company has provided other regulations and operation manuals for the high level executives and employee to implement.

To ensure that all employees acknowledge, understand the regulations, rules including the code of business conduct, and precisely conduct as appropriately, the Company has assigned the Human Resources Department organizing the training to review such regulation, rules including the code of business conduct to all employees. In addition, the post test after training is provided to evaluate employees' understanding. In case of their score below the criteria, employees are supplementary trained until they pass the test.

The executives of each department shall monitor employees' operation in compliance with the corporate governance practices. The conduct on the corporate governance policy of the Company is comprised of 5 chapters as follows:

1. Rights of Shareholders

The Company has recognized the importance of the rights of shareholders on their decision making on any significant changes of the Company and obtaining the Company's information accurately, completely, adequately, timely and equally for decision making in every subjects. Therefore, the Board of Directors has determined the policy as follows:

- 1.1 The Company shall send the invitation letter along with the meeting agenda sufficiently, which identify the objectives and reason together with the comments of the Board of Directors for each agenda for shareholder to consider entirely prior to the Meeting at least 14 days. If shareholders who unable to attend the Meeting can assign the Independent Director or other person to be a proxy to attend the Meeting by using the proxy form attached to the invitation letter.
- 1.2 The Company has policy to organize facilities conveniently to shareholders by providing the Meeting at a convenient place, having a map attached to the invitation letter, including setting the date and time appropriately and sufficient timeframe of the Meeting.
- 1.3 Prior the Meeting, the Company shall notify shareholders to the process of exercising their votes and the rights on expressing their opinions, as well as raising questions to the Meeting according to the agenda. During the Meeting, shareholders have rights equally to express their opinions and raise questions, which the Chairman of the Meeting shall provide sufficient time appropriately. The Director and the Executives concerned shall attend the Meeting to answer questions at the Meeting.

- 1.4 The communication channels are added to send and disclose information, news, and details to shareholders through the Company's website. Particularly, the invitation letter shall be noticed prior the Meeting for shareholder to download the meeting agenda conveniently and completely and having sufficient time to obtain information adequately prior receiving the actual printed documents from the Company
- 1.5 The Minutes of Meeting shall be recorded completely, accurately, and all significant questions and comments for shareholder to verify. The Company shall provide video record of the Meeting for reference. Besides, the Company shall disclose the Minutes of the Meeting through the Company's website for shareholder to consider, including submitting such minutes of the meeting to the Stock Exchange of Thailand within 14 days from the date of Annual General Shareholders' Meeting.
- 1.6 The dividend payment shall be paid by transferring to shareholders' bank account for their convenience to receive dividend on time (in case of having dividend payment) and prevent problems on check damages, loss, or delay.

2. Equitable Treatment of Shareholders

The Company has conducted to shareholders equivalently; thus the policy is defined as following:

- 2.1 To facilitate minor shareholders to propose a nominee for selection to the Director or additional agenda prior the Meeting
- 2.2 To determine the criteria clearly in advance to consider whether the agenda proposed by minor shareholders shall be added or not, including defining the procedures for minor shareholders to propose a nominee to be the Director
- 2.3 On the Meeting, shareholders shall consider and exercise their vote on specified agenda without any changes on significant information or adding agenda without prior notification for shareholders' approval
- 2.4 To facilitate shareholder who be unable to attend the Meeting by appointing a person or the Independent Directors at least 1 person attending the Meeting be their proxy and exercise their vote. The details of the Independent Directors are identified on the invitation letter
- 2.5 To treat all shareholders equivalently, major or minor shareholders, Thai or foreign shareholders
- 2.6 To encourage the exercise of vote by using ballots on every agenda for transparency and accountability, in case of any disputes after the Meeting and on the agenda of election of Directors, shareholders have opportunity to exercise their right to appoint the Director individually.
- 2.7 To make shareholders ensure that the directors, executives, and employees including internal persons concerned shall not use or disclose the inside significant information that they know and non public for their own benefits, the Company has defined the guidelines for keep and prevention on using information in the written manual, and notified to all employees to comply with. Besides, the Company has strictly complied with the regulations of the Stock Exchange of Thailand by providing the directors and executives, after appointment, be responsible to report their securities holding and changing in compliance with the regulations and procedures set by the Securities Exchange Act of B.E. 2535.
- 2.8 In case of related transaction, the Company has regulated the terms and condition on related transaction in the power authority approval guidelines based on the rules of the Capital Market Supervisory Board, Notification No. TorChor 21/2551 Re: Rules on Connected Transaction. The Company shall consider the type and value of related transaction, and disclose to the Stock Exchange of Thailand, including rigorously proposing to the Board of Directors or shareholders depending on circumstances. The Company has disclosed the details of related transactions on the annual report, which such transactions were fairly done according to market price and normal business practices (fair and at arm's length), as well as reporting the necessity and reasons on such transaction.

3. Roles of Stakeholders

The Company has realized and be aware of the rights of all stakeholders not only the internal stakeholders such as shareholders, employees, and the external stakeholders such as customers, trade partners, competitors, public sectors, and other agencies, including nearby communities concerned. With the supports of stakeholders, the Company enables to compete and create profit which is the long-term value to the Company. Besides, the Company has complied with the human rights principles by which any actions shall be considered of human dignity, freedom, and equity of human. The Board of Directors has defined the policy as follows:

3.1 The Conduct and Responsibility to Shareholders

The Company has realized that shareholders are the ownership of the Company and the Company is responsible to create long-term value to shareholders by determining the guidelines for its employees to conduct as follows:

- 3.1.1 To perform duties with honesty and integrity, as well as, carefully making decision fairly to all shareholders and for the benefits of whole shareholders
- 3.1.2 To conduct its business complied with the corporate governance to ensure that the Company has good financial status and operation. The business status, operation results, financial information, accounting and other reports are presented regularly, completely, and actually.
- 3.1.3 To report the Company's direction in the future to shareholder equally both positive and negative based on the possibility, adequate and reasonable information.
- 3.1.4 Not taking benefits for oneself and others by using the internal information of the Company which not been disclosed to the public, or taking any actions causing the conflicts of interest to the organization.
- 3.1.5 The Company has treated all shareholders in the Meeting equally.

3.2 The Conduct and Responsibility to the Public Sectors

The Company has operated its business with recognition of the importance on conducting to the law, regulations, and rules of the public sectors. In particular, the Company shall not predispose an officers to take any actions illegal and inappropriately on its transactions, but shall focus on creating good relationship on the extent appropriately and applicably such as meeting and discussion at the public places, congratulation on occasion, festival, or traditional events, etc. The guidelines are defined as below:

- 3.2.1 To perform properly when contacting with the officers or the public sectors
- 3.2.2 To be always aware that the laws, regulations, or rules of the public sectors, which properly having different conditions, procedures or practices, the Company has to acknowledge and strictly follow.

3.3 The Conduct and Responsibility to Employees

The Company has recognized that all employees are the most valuable resources and the key factors to achieve its goals. Therefore, the Company has determined the policy fairly in terms of opportunity, compensation, appointment, as well as potentiality development by complying with the following:

- 3.3.1 To perform to the employees with respect of their prestige, dignity, and individual rights
- 3.3.2 To maintain the working environment be safety and healthy workplace to the life and property of employees regularly in order that employees enable to work effectively and safety. In 2014-2016, the Company has no record of employees who died or were injured from working in any way.

3.3.3 The appointment and transfer, as well as rewards and punishment, shall be conducted impartially and based on the knowledge, competence, and suitability of employees.

3.3.4 To pay more importance on development of knowledge and competence of employees frequently such as organizing training, seminar, and giving opportunity to all employees thoroughly; therefore, the Company recorded the statistics of employees' training, seminar as following:

Average number of training hours per person	Training costs	Sample courses in training
90 hours	1,270,579	Way to Survive Real Estate Crisis 2017, Process Improvement, Accounting Training , RE134 Property Market Planning, Income Tax Record, Residential Seminar, Q1 / 2012, Accounting for Investments in Associated Companies 5 strategic thinking, property development views, problem-solving and audit strategies. LSP Training, Leadership, Passion Mission Success, Marketing and Advertising Strategies, Sales Techniques and Strategies, Negotiation and Conflict Management, Horizontal and Vertical Construction Management, Land Development, QA / QC quality inspection

3.3.5 To determine the remunerations to employees fairly, according to the market rate, business competition, work characteristic, operation performance, and employees' competence, including welfares provided more than required by law such as setting provident fund, annual health check-up, annual trip activity, 5S activity, other promoting activities to employees, encouraging employees to participating mini-marathon running to make employees relax and spend time for mutually attending activities

3.3.6 Avoiding any actions inequitably violating the human rights of employees which might impact to the stability of employees' career.

3.3.7 Avoiding on infringing intellectual property rights, the Company has policy to carry on regarding on not violating any copyright or intellectual property. The Company has directions to conduct on such matters; for example, all employees are required to sign a memorandum of legal computer practices and intellectual property. The Company has set up the policy on using information technology policy and monitoring the use of software programs of employees to prevent any pirated use of software or not related to work.

3.3.8 Providing employees an opportunity to suggest or complain on working and determining the solutions for contribution of benefits to all parties and creating good relationship on working together.

3.4 The Conduct and Responsibility to Customers

The Company has engaged in the real estate development by motivating to have creative presentation, and product and services management to customers as standard and having ethical principles as follows:

3.4.1 To commit on supply, develop products and services to meet the customers' need

3.4.2 To deliver quality products and services under fairly conditions.

3.4.3 To provide customer accurate and sufficient information on the products and services to customers for their decision making; either advertisement or other media to promote the Company's products and services shall be reasonable and reality, not make them misunderstanding on the quality, quantity or the conditions of products and services.

- 3.4.4 To provide procedure or channels that customers being able to inform the Company on the problems or giving services inappropriately. As a result, the Company is able to prevent and promptly solve a problem to customers and take such information for further product and services improvement or development.
- 3.4.5 To keep the information and confidentiality of customers without disclosure or take benefits from such information incorrectly.

3.5 The Conduct and Responsibility to Trade Partners and Parties

The Company has treated its trade partners and parties, which are partnership and factors to business success, with equality and mutually benefits. The guidelines on this conduct are as follows:

- 3.5.1 The Company has provided to procure products and services efficiently under the following principles:
 - Competition on impartial information
 - Having criteria on evaluating and selecting trade partners and parties
 - Preparing the contract as appropriate and fair to both parties
 - Providing the management system and monitoring to ensure that the conditions on the contract are executed and prevent fraud in all procedures of the procurement.
 - Paying to supplies and trade parties on time under the payment terms agreed.
- 3.5.2 The Company has focused to develop and retain sustainably relationship with trade partners and parties with objectively, clear supplying the good quality products and services valuable to the payment and being reliable mutually.
- 3.5.3 To prohibit the Management and all employees to receive, both directly and indirectly, any benefits individually from the trade partner and parties.
- 3.5.4 Not using the information receiving from the procurement for one's benefit or others.

3.6 The Conduct and Responsibility to Creditor

The Company has committed to operate its business with principles and discipline to establish reliability to the creditors. The Company has conducted with the terms of the contracts or conditions agreed as strictly. For repayment of loan, interest and guarantees, in case of non-compliance with the conditions as agreed, the Company shall notify the creditors in advance in order to jointly solve the problems.

3.7 The Conduct and Responsibility to Business Competitors

The Company has operated the business for its success sustainably and been the leader under the competition in the industry with integrity and ethics. The guidelines to conduct to the competitors are as follows:

- 3.7.1 To conduct under the rules of good competitions
- 3.7.2 Not taking confidential information of the business competitors with the methods dishonesty or improperly for the benefits of the Company
- 3.7.3 No accusation or discredit its competitors
- 3.7.4 No taking any action that violating the intellectual property rights of others or business competitors

3.8 The Conduct and Responsibility to Overall Society

The Company has realized the importance of the communities and social surroundings, as be the part of society to jointly promote the social and environment development sustainably. The Company has carried out the activities for communities and social continually, together with business operation under the responsibility to communities and social as follows:

- 3.8.1 To operate business by consideration of the environment significantly under the laws and regulations enforced related to the environment strictly
- 3.8.2 To determine the policy of the corporate social responsibility (CSR) clearly and conduct within the organization
- 3.8.3 To encourage the Company's employees to be aware of and responsible on the environment and social
- 3.8.4 To be respect to the local traditions, and culture of each communities where the Company run its business
- 3.8.5 To promote activities, held by the Company and cooperated with the public or private sectors, and communities, contributing to social, communities, and environment regularly, to make communities, where the Company locates, have good quality of life.
- 3.8.6 To participate on activities with communities surrounding the area where the Company runs its business appropriately
- 3.8.7 To respond promptly and effectively to any circumstances affected to the environment, communities, life, and property caused by the Company's operations, the Company shall cooperate entirely with the government officers and other related agents.
- 3.8.8 Besides, stakeholders can inquire for information, complain or notify any illegal clues, the accuracy of financial statements, deficient internal control systems, or unethical business through the Independent Directors or the Audit Committee. The information of complaints and clues shall be protected and confidential kept; the Independent Directors or the Audit Committee organize to verify the information and solutions solving (if have) and will report to the Board of Directors.

The Board of Directors has provided the channels for all stakeholders to contact/complain/inform any problems regarding offending the law, ethics, incorrectly financial reports, or deficiency internal system through various channels as follows:

1. The Company's website: stakeholders enable to complain or inform any illegal matters found through www.rp.co.th, on the investor relations page on the topic of information inquiries>complaint channel, then such information shall be sent to the Chairman of the Audit Committee.
2. To contact the Chairman of Audit Committee via email: audit.committee.richy@rp.co.th
3. To contact the Chairman of Executives Board via email: richy.complain@rp.co.th
4. To contact the Company Secretary via email: sarathorn.s@rp.co.th Or mailing a letter to Richy Place 2002 Public Company Limited at 667/15 Attaboon Building, 7th Floor, Charansanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok 10700, the Company Secretary shall collect problems and report to the Board of Directors to find out solutions for such complains.

Action on violations / complaints and protection of protecting person whistle blowing or complaining

- Complainer or person who cooperates in the investigation shall choose not to appear themselves if such disclosure causes insecurity or any damages. In case of appearance, the Company is able to report a progress, inform the facts, or mitigate any damages easily and rapidly.
- The Company shall not reveal name, surname, address or any information, which can be identified, of a complainer or person who cooperates in the investigation and proceed to investigate the fact.
- The recipient must keep related information confidentially and will disclose as necessary by considering on the safety and damages of the complainer or person who cooperates in the investigation, give sources of information, or persons involved.

- In case that a complainer or person who cooperates in the investigation feel unsafe or may suffer any damages, he/ she is able to request the Company to determine the appropriate directions to protect him/her. Or the Company shall define the protection policy to a complainer or person who cooperates in the investigation if it is likely to cause any troubles, damages, or insecurity.
- Those who suffer from any damages will be solved such damages through the appropriate and fairly processes.

In the past year, the Company has not received any complaints of fraud, or ethical misconduct, or any circumstances of negative reputation of the Company due to the administration of the Board of Directors. Additionally, none of the directors resign because of conducting the corporate governance of the Company incorrectly.

4. Information Disclosure and Transparency

4.1 The Company has provided the report disclosing the securities holding, both directly and indirectly, of the directors and executives. Such details as of December 31, 2017 were as follows:

(unit : share)

No.	Name	Position	Total shares holding as of December 31, 2016	Total shares holding as of December 31, 2017	Total shares increase/ decrease	Ratio of share holding (%)
1.	Mr. Pranai Suwanrath Spouse and minor children	Chairman	- -	- -	- -	- -
2.	Dr. Apa Ataboonwongse Spouse and minor children	Vice Chairman / Chief Executive Officer	351,639,100 -	280,500,000 -	71,139,100 -	36.058 -
3.	Ms. Sunee Sathatnan Spouse and minor children	Vice Chairman / Executive Director	51,746,520 -	49,676,660 -	2,069,860 -	5.306 -
4.	LT. Gen. Samang Thongpan Spouse and minor children	Chairman of Audit Committee	- -	- -	- -	- -
5.	ASSOC.Prof.Suthus Ratanakuakangwan Spouse and minor children	Audit Committee	- 54,633	- 44,000	- 10,633	- 0.005
6.	Mr. Somchai Pienstaporn Spouse and minor children	Audit Committee	- -	- -	- -	- -
7.	Dr. Karoon Chandrangu Spouse and minor children	Director	10,850,879 -	11,250,880 -	(400,001) -	1.112 -
8.	Mr.Somsak Attaboonwong Spouse and minor children	Director	26,560,562 -	24,469,500 -	2,091,062 -	2.723 -
9.	Police Colonel Suvit Tansode Spouse and minor children	Director	- 351,639,100	- 280,500,000	- 323,589,100	- 36.058
10.	Mr. Verapol Attaboonwong Spouse and minor children	Director	662,500 -	421,850 -	240,650 -	0.068 -
11.	Mrs. Nonglak Wanthampong Spouse and minor children	Director	509,083 -	500,000 -	9,083 -	0.052 -
12.	Mrs. Saranthorn Srisunthorn Spouse and minor children	Executive Vice President And President of Operations.	- -	- -	- -	- -

4.2 The Board of Directors has policy to disclose the financial information and other information related to the business and operation results accuracy, complete, sufficient, regularly, and in time that demonstrate the financial status and the actual operation as well as the future business.

- 4.3 The Board of Directors is committed to comply with the laws, rules, and regulations related to the information disclosure and transparency as strictly. The information shall be provided and disclosed through the Company's website both in Thai and English, mass media releases, publication of the Stock Exchange of Thailand for shareholders and other related persons to receive the Company's information thoroughly and amend in compliance with the guidelines notified by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 4.4 On the Investor Relations function, the Company has not established specific section to handle but assigned Khun Saranthorn Srisunthorn, the Company Secretary, to be responsible on communicating significant information of the Company to investors, shareholders, including analysts and other interested persons, which can be contacted by phone no. 0-28861816-7.
- 4.5 The Company has organized the directors and high level executives to disclose the details of their conflict of interest and persons concerned which related to the conflict of interest of the Company's business management and operation, when one firstly appointed to be the director or high level executives and every time when changing the information of the conflict of interest, including the annual report at the year ended. The Company Secretary must sent such copy of report of the conflict of interest to the Chairman of Executive Board and Chairman of Audit Committee within 7 days from the date of receiving the report in compliance with the Securities Exchange Act, B.E. 2535, and to use such data for monitoring and preventing any conflicts of interest.
- 4.6 The Company has realized on the importance of the financial reports to present its financial status and real operation results on the fundamental accounting information of accuracy, completely and sufficient according to the accounting standard acceptable in general.
- 4.7 The Company shall disclose the details of each directors, the roles, and the responsibility of the Board of Directors and its sub-committee on the annual report (form 56-2) and the annual information form (form 56-1), the number of Meeting and the number of times each director attending the Meeting. In addition, the directors' and the top management's remunerations shall be disclosed on the annual report (form 56-2) and the annual information form (form 56-1).

5. Responsibility of the Board of Directors

The Board of Directors has responded to shareholders on the business operation, and conducted complied with the corporate governance according to the laws, objectives, the Company's regulations, and the resolution of the Meeting.

5.1 The Structure of the Board of Directors

5.1.1 The Board of Directors

1) Elements of the Board of Directors

The Board of Directors consists of the directors who have knowledge, competence, and experiences on business operation. They are responsible on determining the policies, vision, strategies, goal, objectives, business plans and budgets of the Company. Additionally, the Board of Directors has monitored and supervised the Executive to manage according to the specified policies as effectively and efficiently under the laws, objectives, regulations, resolutions of the Board of Directors' Meeting and shareholders' Meeting. With the responsibilities, integrity, concentration under the code of conducts, it can increase the economic value to its business and stability to shareholders. In 2016, The Board of Directors considered, reviewed, and approved the Company's vision, mission, and business strategies in order that the executives and employees have the same directions. Moreover, the Board of Directors is responsible to monitor the operation of the executives by requiring the progress report and operation results of the Company on every the meeting of the Board of Directors.

The Board of Directors consisted of at least 9 directors and being the Independent Directors not less than one of the three of the total directors. The Independent Directors are persons having qualification under the notices of the Capital Market Commission and the related notices of the Stock Exchange of Thailand. The directors, not less than one-half of the total directors, must be Thai residents.

Each director can take actions and independently use its discretion to considerably make a decision on matters which are questioned, give comments or dispute in case of disagreement on any impacts to the benefits of shareholders or stakeholders without being under the influence of others.

2) The Terms of the Board of Directors

On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired director shall be re-elected by voting at the Annual General Shareholders' Meeting.

Except resigning by their term, the Director shall retire by

1. Death
2. Resign
3. Lack of Qualification
4. To be retired by the resolutions of the shareholders' Meeting with the votes not less than three fourth of the total shareholders attending the Meeting and having voting rights, and shares amounting not less than one-half of the number of shares held by shareholders attending the Meeting and having voting rights.
5. The court ordered resignation

3) The Qualification of the Independent Director

1. Holding shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, including shares held by related parties of an independent director
2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level Richy Place 2002 Public Company Limited subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.
3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at

least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory Board, the notification no. TorJor 28/2551 on the topic of the Application and Approval on Offering New Issued Securities.

5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.
 6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.
 7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
 8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
 9. Being not any otherwise which unable to have an independent opinion regarding the business operation of the Company.
 10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.
 11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies
- 4) Chairman of the Board

Chairman of the Board must be knowledge, competence, experience and appropriate qualifications. Chairman of the Board shall be responsible as the leader of the Board of Directors and serve as the Chairman of the Meeting of the Board of Directors and Annual General Shareholders' Meeting. Chairman of the Board is accountable to the Board of Directors on the management in accordance with the guidelines and policies of the Board of Directors.

5) Nomination

The Company places importance on nominee who have knowledge, competence, experiences, good working records, and leadership, wide vision, including ethics, as well as positive attitude towards the organization, enabling to dedicate his time to execute the benefits to the Company's operation sufficiently. Besides, the Board of Directors considers on the adequate qualifications and in compliance with the elements and the structure of the directors to the Company's strategy. The nomination is organized transparently and reliable to shareholders.

- 6) The Company Secretary The Company Secretary is appointed by the Board of Directors and responds as described in the topic of scopes, authority, duties, and responsibilities of the Company Secretary.

5.1.2 Sub-Committee

The Board of Directors has appointed some members from the Board of Directors to be the Directors of the sub-committee to respond on assigned duties particularly. Each director of sub-committee shall have its term as same as the terms of the Board of Directors and respond on duties assigned by the Board of Directors.

The Board of Directors has policies to appoint 4 sub-committees namely the Audit Committee, the Executives Committee, the Nomination and Remuneration Committee, and the Risk Management Committee.

5.2 Roles, Authorities, and Responsibilities

Reference to the corporate governance, beyond to operating its business in accordance with the laws, objectives, and the regulation of the Company including the resolutions of the shareholders' meetings, the Board of Directors has determined the roles, duties, and responsibilities of the Board of Directors. The details are described on the topic of terms, authority, duties, and responsibilities of the Board of Directors.

5.3 The Meeting of the Board of Directors

The Company has defined the Board of Directors' Meeting at least 4 times a year by arranging the date of the meeting throughout the year in advance and notified each member of the Board of Directors. In 2016, the Company held total 5 meetings of the Board of Directors. The Company has set the guidelines of the Board of Directors' meeting as follows:

- 1) The Board of Directors has determined in advance the normal frequency of meetings on quarterly basis. Other special additional meetings may be held as necessary and appropriate by notifying 7 days in advance prior the meeting. In addition, the number of the directors attending the meeting must be not less than one-half of the total directors on voting on the meeting, which shall be a quorum.
- 2) The meeting agenda is clearly determined in advance. Chairman of the Board of Directors and Chairman of the Executives Committee shall jointly consider the agenda of the Board of Directors' Meeting and define clearly agenda. The Company Secretary is responsible to send the invitation letter to the directors and ensures that the directors receive documents in advance and have sufficient time to study all pertinent information prior to attending the meeting and consider the agenda to give comments and voting.
- 3) The Board of Directors obtains sufficient, complete, continual, timely information prior every meeting. The Board of Directors is able to contact the Company Secretary directly and independently and the Company Secretary is responsible to advising the Board of Directors on the matters related to compliance with the laws and regulations.
- 4) The Chairman of the Board of Directors has allocated sufficient time for proposal of documents and information, and significant issues for discussion. The Chairman encourages and promotes each director to thoroughly give an opinion before summarizing comments from the meeting.
- 5) The Board of Directors has policies that the directors, who are non-executives, enable to hold a meeting mutually as necessary to discussion on the issues related to the management as attentively without attendance of the Executives and notify the resolution of such meeting to the Chief Executive Officer.

- 6) The Board of Directors promotes the Chairman of the Board of Directors to invite the senior executive to attend the meeting of the Board of Directors to provide additional information as the direct operator and has a chance to know the senior executive for its consideration on succession plans.
- 7) On consideration of agenda, the directors who have conflicts of interest on such agenda are prohibited to exercise their votes and not attend the meeting on that period.
- 8) On every meeting, the minutes of meetings are written recorded and kept the minutes of the meeting approved by the Board of Directors ready for examination by the directors and other related parties.

5.4 Merger or Segregation

The Company has policy on merger or segregation of the directors in other companies in compliance with the best practices prescribed, or any recommendations by the regulatory agents. To provide each director to completely execute, the Company has considered on the number of companies the director being appointed. The director who is the executives shall not be the director in the listed companies not exceeding of 3 companies and the director who be non-executive shall be the director in the listed companies not exceeding of 5 companies.

5.5 Self-Evaluation of the Directors

The Board of Directors has provided the self-evaluation every year for one time. Such evaluation form is complied with the corporate good governance of the Company and scopes of duties and responsibilities of the Board of Directors in order to assess the performance, problems issues, or other obstacles on the previous year, including improving the performance of the Board of Directors to be efficiently. In 2016, the Company has provided 2 categories of evaluations as follows:

Type 1 : Self-evaluation of the Board of Directors

Type 2 : Self-evaluation of each director

Evaluation Process

The Company Secretary will send both type of evaluation form to the Board of Directors to assess their annual performance. After the evaluation is complete, it will be send back to the Company Secretary to collect the evaluation results of each director and summarize such assessment of the Board of Directors, then report to the Board of Directors accordingly.

Evaluation Criteria of the Board of Directors

- The percentage of scores results of 90 - 100, meant "excellent"
- The percentage of scores results of 70 - 89, meant "good"
- The percentage of scores results of 50 - 69, meant "moderate"
- The percentage of scores results of 0 - 49, meant "should be improved"

The Evaluation Results of the Board of Directors

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	99.09	Excellent
2	Roles, duties, and responsibilities of the Board of Directors	98.23	Excellent
3	The Meetings of the Board of Directors	98.58	Excellent
4	Performance of the directors	97.73	Excellent
5	Relationship with the Management	97.73	Excellent
6	Self-development of the directors and development of the executives	97.73	Excellent
Overall average		98.19	Excellent

The Self-Evaluation Results of Each Director

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Structure and qualification of the Board of Directors	98.86	Excellent
2	The Meetings of the Board of Directors	99.43	Excellent
3	Roles, duties, and responsibilities of the Board of Directors	99.55	Excellent
Overall average		99.28	Excellent

Besides, the Board of Directors has evaluated Chief Executive Officer (CEO) by assessing various aspects such as the leadership on strategic setting, the implementation on strategic planning and financial operating results, relationship with the Board of Directors and external, management and relationship with employees, successor, product and services knowledge, and personal characteristic. Such evaluation form is adjusted from the sample of CEO evaluation pattern of the Stock Exchange of Thailand.

Evaluation Results of CEO Performance

No.	Evaluation Topic	Evaluation Result (%)	Level
1	Leadership	98.86	Excellent
2	Strategic formulation	98.86	Excellent
3	Implementation toward strategy	99.24	Excellent
4	Strategic planning and financial operating performance	100.00	Excellent
5	Relationship with the Board of Directors	97.73	Excellent
6	Relationship with external parties	99.09	Excellent
7	Management and relationship with employees	96.59	Excellent
8	Successor	96.21	Excellent
9	Product and services knowledge	98.30	Excellent
10	Personal characteristic	98.86	Excellent
Overall average		98.37	Excellent

5.6 Remuneration of the Directors

The Company's policy on remuneration of directors is appropriate depending on the Company's operation results and in compliance with the similar business/industries, including the suitability of the duties and responsibilities of each director and executive. The Company considers carefully on the remuneration payment to the executives at the appropriate level and comparably with the same business to attract and retain the qualified executives. The executives get additional remunerations appropriately to the increasing assigned duties and responsibilities. The Company has provided the remuneration as clearly and transparently and been approved by the shareholders' meeting. The remuneration paid to the directors and the executives shall be disclosed accordance with the formats defined by the Office of the Securities and Exchange Commission.

5.7 Successor Plan

The Board of Directors realizes the importance on successor, especially in senior executive position which is Chief Executive Officer (CEO), for the purposed of maintaining the confidence of investors as well as employees in order to ensure that the Company's operation has been executed in time. Therefore, the Executives Board is assigned to consider the criteria and plan of successor.

5.8 Development of Directors

The Board of Directors has policies on promoting and facilitating to organize the training and develop related directors to be knowledgeable according to the corporate governance such as the directors, the Audit Committee, the executives, etc. in order to improve the performance continually. In case of changing or appointing new directors, the Management shall provide documents and information beneficially to the performance of new directors as well as introducing its nature of business and guidelines on business operation to new directors.

In 2017, the Company promoted the directors to attend the following training/seminar:

No.	Name	Position	Training Courses/Seminar in 2017
1	Dr. Apa Attaboonwongse	Chief Executive Officer	<ul style="list-style-type: none">- Way to Survive the Real Estate Crisis 2017- leadership
2	Mrs. Saranthorn Sirsunthim	Executive Vice President And President of Operations.	<ul style="list-style-type: none">- The 9th Leadership Succession Program- leadership- Presentation of the work used to develop the work.- Factors of success of real estate.- Creating and developing Triple C service strategies (CRM, CEM, CSR)- QA QC, QA- Land development algorithms- Negotiation and persuasion.- Advertising Strategies and Real Estate Marketing Plans

No.	Name	Position	Training Courses/Seminar in 2017
3	Mrs.Klinsukon Luephomgpaijit	Chief Financial Officer	<ul style="list-style-type: none"> - leadership - Presentation of the work used to develop the work. - Factors of success of real estate. - Creating and developing Triple C service strategies (CRM, CEM, CSR) - QA QC, QA - Land development algorithms - Negotiation and persuasion.

The Board of Directors has provided the internal control system covering all functions both finance and operations according with the laws, regulations and related rules. In addition, the Company has provides the system examination and balancing the power effectively and sufficiently to protect its assets continuously. The hierarchy of authorities and responsibilities of the executives and employees who are audited and balancing the power are determined, as well as the written guidelines on operations, having independent internal control section to audit the performance of overall functions to comply with the rules defined, including evaluating the effectiveness and sufficiency of the internal control on other functions of the Company. Therefore, the Company has employed ACC Consult Services Co., Ltd. to be the internal auditor who directly reports to the Audit Committee.

5.10 Conflicts of Interest

The Board of Directors has defined the policy regarding to the conflicts of interest to be the guideline for conducting as following:

- 1) Not using its authority to seek personal or closely person's benefits by either directly or indirectly actions
- 2) Immediately inform the Company if the following circumstances occurred:
 - Acceptance of being the director or advisor of other companies
 - The director and his/her family members involving or holding shares in any companies which may be beneficial effect or conflict of interest with the Company
 - Being a stakeholder either directly or indirectly on the contract signed with the Company which identifying the nature, name of the parties, and equity in the contract.
- 3) Avoiding a conflict of interest which may be incurred. If there is a conflict of interest, the director shall consider whether not to participating, giving an opinion, or abstain from voting on such agenda, or not receiving any documents on such related agenda, or resign from the director in case that such conflict is essential.
- 4) The director, who is the executive, must take great care to the conflicts of interest that may incurred during working while acting the management and the director whom shareholders are trustful.

5.11 Supervising the Use of Internal Information

The Board of Directors places great importance on the corporate governance and transparency, including the prevention on using internal information of the Company not disclosed to the public for individual benefits. The Company has defined the guidelines on using the internal information as described on the policy of supervising the use of internal information.

5.12 Annual Report

The Board of Directors is responsible to prepare the financial report and information shown on the annual report. The financial reports are prepared in accordance with the general accepted accounting principles by selecting the appropriate policies and constantly conducting, including prudent in preparation. Besides, the Company has determined to disclose sufficient information on the notes of the financial statements. The Board of Directors has assigned the Audit Committee to respond on the quality of the financial reports and give an advice to the Board of Directors.

Sub-Committee

(Audit Committee)

All members of the Audit Committee are knowledge and competence on accounting and finance, which are consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. LT. Gen. Samang Thongpan ^{/1}	Chairman of the Audit Committee / Independent Director	4/4
2. Mr. Somchai Pienstaporn	Audit Committee / Independent Director	4/4
3. ASSOC.Prof.Suthus atanakuakangwan ^{/1}	Audit Committee / Independent Director	4/4

Remark : ^{/1} Being the Audit Committee who has knowledge and competence on accounting and finance as follows:

1. Lt. Gen. Samang Thongpan, graduated of Bachelor Degree of Accounting, Chulalongkorn University / Master Degree of Business Administration, National Institute of Development Administration / Financial Management (Finance Academy Ft. Benjamin Harrison, US. Army) / Resources Management (International Defense Resources Management Institute US. Navy) / National Defence College of Thailand Class 44 / Director Accreditation Program Class 20 of 2004 from Thai Institute of Directors.
2. Assoc.Prof. Suthus Ratanakuakangwan, graduated of Maitrise es Sciences Economiques (Gestion Industrielle)Universite' de Toulouse I, France / Master Degree of Economics (Industrial Management) / Director Accreditation Program Class 94 of 2012 from Thai Institute of Directors.

Roles, Duties, Authorities and Responsibilities of the Audit Committee

- 1) To review the Company's financial reporting to ensure that it is accurate and adequate disclosed by cooperation with the auditor and the Management responsible on preparing the financial reports both quarterly and annual. The Audit Committee may suggest the auditor to review or monitor issues necessary and significantly during auditing the Company's account;
- 2) To review the Company's internal control system and internal audit system as appropriate and efficiently by participating the review with the auditor and the internal control persons;
- 3) To consider the independence of the internal audit units as well as approval on appointment, transfer, termination of the chief of an internal audit unit or other units related to the functions of internal audit;
- 4) To review the Company's compliance with the law on securities and exchange, the regulations of The Stock Exchange of Thailand, and the laws relating to the Company's business;
- 5) To consider, select and propose to appoint a nominee to be the Company's auditor and the audit fee by consideration of the independence, accountability, adequacy of resources on auditing of the auditor, and experience of a person assigned to audit the Company's account, as well as to attend a meeting with an auditor at least once a year, with no involvement of the management;
- 6) To consider on the disclosure of the Company's information, in particular, the connected Transactions, or transactions that may lead to conflicts of interest, accurately, completely and in compliance with the laws and regulations of The Stock Exchange of Thailand, including the necessity and reasonability of those transactions for the highest benefit of the Company;

- 7) To perform any other acts as assigned by the Board of Directors, with an approval of the Audit Committee;
- 8) To prepare the report of activities of the Audit Committee by disclosure in the Company's annual report, which signed by the Chairman of the Audit Committee;
- 9) To report the performance of the Audit Committee to the Board of Directors at least once a year;
- 10) To have authority to review and investigate matters as necessarily, as well as opinion independently from other professional advisors when deemed necessary by the Company's cost in order to perform the duties under its responsibility accomplishedly.

The Executive Committee

The Executive Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending
1. Dr. Apa Attaboonwongse	Chief Executive Officer	5/5
2. Ms. Sunee Sathatinan	Deputy Chief Executive Officer	5/5
3. Mr. Somsak attaboonwong	Executive Director	5/5

Roles, Duties, Authorities and Responsibilities of the Executive Committee

- 1) To prepare and propose the business policies, goals, business plans, business strategies and annual budget of the Company for the Board of Directors' approval;
- 2) To supervise and control the Company's operation to conform according to the business policies, goals, business plans, business strategies and budget that approved by the Board of Directors;
- 3) To determine the organization structure and authorities on management with covering the details of screening, employment, compensation, transfer, training, and termination of employees of the Company;
- 4) May delegate or assign either a person or many persons to take action on behalf of the Executives Committee as it deems appropriate and the Executive Committee can dismiss, change, or amend such authority;
- 5) To approve expenditures on the normal operations such as the procurement of assets, the investment expenditures for the Company's benefits, for example, an authority to approve the investment of fixed assets, lending or other investments such as equities, bonds, etc., in the amount of not exceeding Baht 500 million / an authority to approve on borrowing from the financial institutes, in the amount of not exceeding Baht 500 million / an authority to approve the expenses on operations and disposal of fixed assets (per item) in the amount of Baht 10 million / an authority to approve the obligations, aval, guarantee, in the amount of not exceeding Baht 500 million, etc.;
- 6) To perform any other acts as assigned by the Board of Directors.

Nonetheless, the authorization on approval of the Executives Committee shall not include any transactions that the Executive Committee, or person involved conflicts of interest, have conflicts of interest or other benefits on any matters to the Company, or assign any proxy to take action on the behalf of the Executive Committee on such transaction. In addition, transactions which must be approved by shareholders are the connected transactions, and the acquisition and disposal of significant assets of the Company to be in compliance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, or laws related to the Company's business.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. LT. Gen. Samang Thongpan	Chairman of Nomination and Remuneration Committee	1/1
2. ASSOC.Prof.Suthus Ratanakuakangwan	Nomination and Remuneration Committee	1/1
3. Mr. Somsak Attaboonwong	Nomination and Remuneration Committee	1/1

Roles, Duties, Authorities and Responsibilities of Nomination and Remuneration Committee

- 1) To consider the qualifications of the Company's Director;
- 2) To screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and propose nominee to be the director in case of vacancy to the Board of Directors or the shareholders' meeting for approval on appointment;
- 3) To consider the structure of remuneration of the directors such as compensation, bonus, meeting allowances and other benefits both in cash and others as agreed;
- 4) To perform any other activities as assigned by the Board of Directors, in particular the nomination and remuneration.

Risk Management Committee

The Risk Management Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. Dr. Karoon Chandrangu	Chairman of Risk Management Committee	1/1
2. Mr.Suthus Ratanakuakangwan	Risk Management Committee	1/1
3. Mr. Suvit Tansode	Risk Management Committee	1/1

Roles, Duties, Authorities and Responsibilities of Risk Management Committee

- 1) To review and present the risk management policy and the acceptable risks to the Board of Directors for approval;
- 2) To supervise on the development and the conduct under the guidelines of the risk management thoroughly organization;
- 3) To review the report of the risk management to monitor the significant risks and provide the organization to manage risks adequately and appropriately;
- 4) To present overall risks of the Company as well as the adequacy of the internal control system to manage important risks to the Board of Directors;
- 5) To advise the Company on the risk management and consider on information amendment related to the development of the risk management;
- 6) To have an authority to appoint the working group to evaluate and follow up the Company's risks;
- 7) To perform any other activities as assigned by the Board of Directors concerned to the risk.

The Nomination and Appointment of the Director and Senior Executive

The Company has determined the policy on the Board Diversity by defining the qualifications of the nomination committee, which should be diversity. A person who will be the director will be considered the skills necessary and the present directors don't have, as well as being professional, specialist, gender, etc.

The Nomination of the Directors

Reference to the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the resolution was to appointing the Nomination and Remuneration Committee to nominate and consider the structure of remuneration for the Company's directors, in particularly, by consideration of basic qualifications of the directors under the criteria defined by the related laws, as well as, other factors composed such as knowledge, competence, experiences related to the business, and others beneficial to the Company's operation, etc. to present to the Board of Directors or shareholders' meeting for approval on appointment (as the case maybe). The nomination of the directors has guidelines and procedures as follows:

1. The Company's directors must perform in compliance with the laws, objectives, and regulations of the Company as well as the resolution of the shareholders' meeting.
2. The Board of Directors is comprised of at least 5 directors, and not less than one-half of the directors must be resident in the Kingdom of Thailand. In addition, the directors must have qualifications according to the related laws defined.
3. On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be reelected by voting at the Annual General Shareholders' Meeting.
4. The Nomination and Remuneration Committee shall screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and consider the structure of remuneration for the Company's directors to propose to shareholders' meeting for approval.
5. The shareholders' meeting shall resolve to appoint the directors by decided by a majority of votes according to the guidelines and methods as following:
 - 5.1 A shareholder has one share equal to one vote.
 - 5.2 Each shareholder carries votes as described on the item 5.1 to elect one or more to be the Director.
 - 5.3 Director election was executed through cumulating voting from highest votes respectively till the total number of directors is completely elected on such election. In case the cumulating votes are equal and the remaining number of directors is limited, the Chairman of the Meeting has the casting vote.
6. In case that the position of director is vacant with other reasons other than the retire by rotation, the Nomination and Remuneration Committee shall screen and propose nominee having qualifications and not prohibited by the Public Law to be the director instead of the vacancy on the next meeting of the Board of Directors. If the term of directors is less than 2 months, such nominee elected be the director shall take action as the director only on the remaining term of the director he replace. Such resolution is consisted of the voting not less than three forth of the total number of remaining directors.
7. The shareholders' meeting may resolve to have either director retired before the expiration of his term with the votes of not less than three fourth of the number of shareholders attending the meeting and the number of shares not less than one-half of shares held by shareholders attending the meeting and have voting right.

The Nomination of the Audit Committee

The Audit Committee is consisted of 3 independent directors, and the term is according to the term of the director. The Company has policy on nomination of the Audit Committee/Independent Director, which have qualifications as follows:

1. Holds shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that shares held by related parties of an independent director shall be included.
2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.
3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory
5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.
6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.
7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
9. Being not any characteristic which is unable to have an independent opinion regarding the business operation of the Company.
10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.

11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies
12. Not being the independent director for 9 consecutive years.

Moreover, the Independent Director appointed to be the member of the Audit Committee, at least one person, must be knowledgeable and experiences on the account or finance adequately to review the reliability of the financial statements. Additionally, the Company shall consider qualification on other fields such as business experiences, specialization associated with the business, ethics, etc.

The guidelines and procedures on appointment of the Audit Committee are in accordance with the guidelines and procedures of appointing the Company's director. The member of the Audit Committee retired by rotation shall be re-elected. In case that the position of the Audit Committee is vacant with other reasons other than the retire by rotation, the Board of Directors shall appoint nominee having fully qualifications to be the Audit Committee to make the number of members of the Audit Committee completely as specified by the Board of Directors. Such nominee elected to be the Audit Committee shall take actions for the remaining term of the member of the Audit Committee replaced and the Company has to notify such matter to the Stock Exchange of Thailand immediately when the Audit Committee retires or be retired before his term.

The Nomination of the Executives Committee

The Board of Directors shall appoint the Executive Committee by selecting the directors or the senior managements who enable to conduct on the matters related to normal business operations and the management, and determine the policies, business plans, budget, the management structure, including reviewing and monitoring the operating results of the Company according to the policies defined by the Board of Directors.

The Nomination of Risk Management Committee

The Board of Directors shall appoint the Risk Management Committee which is consisted of not less than 3 persons by electing the directors or the senior managements from various functions. The term of the Risk Management Committee is according to the term of the director and the Risk Management Committee must hold the meeting at least once a year. The quorum of the Risk Management Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of Nomination and Remuneration Committee

The Board of Directors shall appoint the Nomination and Remuneration Committee which is consisted of not less than 3 persons. The term of the Nomination and Remuneration Committee is according to the term of the director and the Nomination and Remuneration must hold the meeting at least once a year. The quorum of the Nomination and Remuneration Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of the Management

The Board of Directors and/or persons assigned by the Board of Directors shall consider and appoint the management from the employees having experience and competence on management in the related field.

The Corporate Governance of its Subsidiaries and Associates

As of December 31, 2017, the Company invested on one subsidiary as follow:

1. Richy Development 2016 Company Limited

Registered Date	: December 15, 2016
Registered capital	: 1,000,000 Baht
Type of share	: Common share
Total of shares	: 10,000 shares
Par Value	: 100 Baht
Ratio of investment	: 97%

The Supervising on the Use of Information

The Company has policies and guidelines for the directors and the executives to use internal information of the Company not disclosed to the public for individual benefits, including selling and buying the securities as following:

- To educate the directors, as well as the managements on the responsibilities to report on the securities holdings of the directors, his/her spouse, and any minor child to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand by virtue of Section 59 and the punishment by the virtue of Section 275 of the Securities and Exchange Act B.E. 2535 (A.D. 1992)
- The Company has defined the directors and the managements to report on the changes of the securities holdings to the Office of the Securities and Exchange Commission by virtue of Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) within 3 day of the date of such transaction and send the copy of this report to the Company at the same day delivery to the Office of the Securities and Exchange Commission.
- The Company has policy for the directors and senior executives to notify the Company Secretary regarding on trading the Company's shares at least one day prior the trading. Then, the Company secretary will report such changing on securities holding of the directors and senior executives to the Board of Directors' meeting quarterly.
- The Company has defined that the directors, the managements, and related employees who can access the internal information which is significant and affected to the changes of the stock price must suspend the trading the Company's securities prior the disclosure of the financial statements or such internal information to the public for a period of one month and should wait at least 24 hours after disclosing to the public, including not revealing the significant information to other parties.

Remuneration of Auditors

The Company paid a total audit fee for 2016 of Baht 900,000 to Karin Audit Co., Ltd., the auditor of the Company, including person or related parties with the auditors and audit firm at which the auditors working for the previous year. Additionally, the other compensation such as transportation, administration expenses was charged totally Baht 47,285. The audit firm and auditor have no relationship or conflicts of interest with the Company/ the Executives/major shareholders or persons related to such auditor. Besides, the auditor has independent and qualifications accepted to be the auditor of the Company and certified by the Securities and Exchange Commission.



Corporate Social Responsibilities

The company doesn't solely operate for profit purposes. The company wants to be a part of society to promote and encourage the society to be strong, transparent and ethical. The Company has adopted Corporate Social Responsibility (CSR) guidelines as follows:

1. **Business Ethics Social Responsibility and Participants (Stakeholders)**

The company aims to grow its business, together with the promotion of social responsibility. The Company takes into account the fair competition under the law and ethics. The Company has unfair competition measures against consumers. The Company has a policy to set the selling price (house or condominium) of the company from the market price survey and set the price that both buyers and sellers receive a fair return. The price is the price that the company can compete with competitors in the market and create value for the consumer at the same time. In terms of promoting social responsibility in the business, the company always attaches importance to the image and reliability of the company. The Company has a fair dealing with its partners. Real estate development requires business with contractors and the consultant to control the construction work. The Company believes that the Company's trust in the Company is a key factor in its sustainable development and growth. The company has never violated the contract until the cause of the lawsuit. The payment does not meet the contract in any way. In addition, the Company has a campaign to promote and cultivate subconscious social responsibility, such as encouraging management and employees to use products and services that are legitimate and legal.

2. **Respect for laws and human rights**

The Company focuses on business with transparency and anti-corruption, all forms of corruption, the company does not encourage employees to create success by dishonesty. The Company has improved its internal management to ensure that its internal business processes are monitored thoroughly and that it is difficult to commit frauds. The process of changing the attitude of employees by embracing ethical guidelines and the belief within the staff to make good conscience. In compliance with the law and not infringe on all rights.

3. **Anti-corruption Corruption**

The company has no policy to encourage employees to create success by fraud. There are four anti-fraud policies.

1. Creating Consciousness, Values, Attitudes to Employees in Compliance with honesty.
2. Provide effective and effective internal control system. It also has to check and counterbalance use the power to suit.
3. Directors, executives and employees are prohibited from any act claims or accept the property or any other benefits, for self or others sent in an incentive to practice.
4. Not being a director Executives and employees give or offer to provide property or other benefits to an outsider to induce that person to act or refrain from doing something illegal.



The guidelines for monitoring and assessing compliance with the guidelines for preventing corruption are set out below.

- 3.1 Provide an internal audit department. Monitor the internal control system, risk management and corporate governance and provide continuous feedback. The Audit Committee reviewed the quarterly audit plan approved by the Audit Committee. Report on the results of the audit and suggestion to the Audit Committee.
- 3.2. It is responsible for testing and assessing the risks of corruption and corruption. To effectively implement anti-corruption and corruption measures, to regularly review and improve anti-corruption and corruption measures. The evaluation results are presented to the Audit Committee and / or the Risk Management Committee. And report to the Board of Directors, respectively. Timely and consistent.
- 3.3 To open the complaint channel. Inside and outside the company. Inside the company has a complaint box within the organization. Outside, complaints can be made through www.rp.co.th. Or send an email to the Chairman of the Audit Committee. audit.committee.richy@rp.co.th In the investigation, the company will not disclose the complaint. And will keep the information confidential and will disclose as necessary. Taking into account the safety and damage of the complainant. If the complainant considers that he or she may be in harm or damage can request the company to provide protection measures.
- 3.4 If the investigation found that Inspection data Or complaint There is evidence that there are reasonable grounds to believe that there are transactions or actions that may have a material adverse effect on the financial position. And the results of the company include violations company's offense or business ethics or practices to prevent corruption or doubt in the financial report or internal control system. The Audit Committee will report to the Board of Directors to carry out the amendment within the period as the Audit Committee deems appropriate.

The company has organized training staff within the organization. Anti-Corruption Program to study, review and develop information on anti-corruption corruption of the company.

4. Engage in community and social development.

The company has seen that social and community development for sustainability is vital for social and community development. The Company is committed to continuous community and social activities, along with the business. Under the responsibility of community and society as a whole. The guidelines are as follows.

1. The Company has a clearly defined corporate social responsibility (CSR) policy and practices. The organization provides social development in various areas at least once a year.
2. Encourage employees of the company. Consciousness and responsibility for the environment and society. Respect the traditions and culture of each local company. Go to business
4. Carry out activities to create social, community and environment regularly. To the community where the company is located. Better quality of life It operates independently and cooperates with public, private and community agencies.
5. Cooperate with other communities around the area where the company is operating as appropriate. In the year 2017, CSR activities were jointly organized by CSR. Provide school supplies to Wat Sathong School. Bring water, food and medicine to those attending the ceremony. Durian auction to donate money to the shelter and development of the disabled Baan Rachawadee (male) donated money to support the foundation. "Step by step"

5. Encourage employees of all levels to have good quality of life, volunteer spirit and cultivate a sense of responsibility for society.

Insist on a good conscience and good attitude, create a good corporate culture and do not support corrupt practices. Employees are rewarded when employees work with determination and perseverance, they are reflected in the results of the performance indicators. The Company believes that the right return is one of the key factors that can prevent and reduce corruption in the company. The organization is under the responsibility of Human Resources, It is a channel for employees to listen to their requests when they see or have any questions that may be contrary to the Code of Business Conduct, including complaints and clues. The agency will listen with fairness and impartiality to all parties. The secret of the complainant is to keep the investigation running smoothly and not to bully the complainant.

6. Engage in environmental protection.

The Company has focused on the management system. The policy is to conduct business under environmental standards that take into account the environment. Existing environmental laws and regulations (EIA) must be complied with in order to apply for building permission to the Office of Natural Resources and Environmental Policy and Planning. For condominium projects with more than 80 units or more housing projects with more than 100 rai. Guide number 500 back to the company also has to comply with anti-pollution measures that may have an impact on the environment during and after construction. The central wastewater treatment system is installed in each project. In order for the wastewater to be treated before it drains into the public, including green areas to reduce global warming due to the use of air conditioning.

The company has organized the annual environmental protection training for employees. The purpose is to establish and cultivate environmental consciousness. The executives assigned to supervise the work of the employees in accordance with the company policy.

7. Use of resources

The company also supports the use of resources. By recycling materials such as double-sided paper, turn off the air conditioner, power during work breaks or during executive leave, employees are not in the office for a long time. Walk up the stairs in a high floor. The activity, though, does not result in a clear numerical value, energy cost, or cost reduction. It helps to instill a personal habit and bring it back to use in the daily life of the family to be a good citizen of society.



Internal Control

At the meeting of the Board of Directors of Richy Place 2002 Public Company Limited, No. 1/2560 held on 28th February 2017. The Audit Committee with three members present, Attend the meeting. The Board of Directors has assessed the adequacy of the Company's internal control system. According to the adequacy of the internal control system of the Securities and Exchange Commission The management inquiries in five areas;

- 1) Organization and Environment
- 2) Risk Management
- 3) Control of management performance.
- 4) Information and Communication Systems
- 5) Tracking system

The Board of Directors has the opinion that: The Company has adequate internal controls. All parts are effectively implemented. The Company has complied generally an accepted accounting standards. Notified Securities and Exchange Commission and the regulations of the Stock Exchange of Thailand. To report quarterly financial statements. The Company's annual financial statements should be consistent. In addition, the process of preparing and disclosing information in the financial statements is accurate, complete, and timely. The internal control system is adequate, appropriate and adjusted to suit the changing situation with efficiency. To ensure that the Company's operations meet the objectives set out in accordance with relevant laws and regulations, there are no material issues or defects that may cause damage to the Company's operations. Including internal control systems in dealing with major shareholders, directors, executives, or persons related. The independent directors and the audit committee have no different opinion from the opinion of the Board of Directors. In addition, the Audit Committee will be responsible for corporate governance. The Company has a good corporate governance process.

The Company has adequate management and internal control systems. Executives are encouraged to recognize the need for internal control. Good Corporate Governance define duties and responsibilities clearly. It also sets rules, regulations, policies, levels of administration. And the appropriate level of written approval. The company internal auditors are independent in monitoring and evaluating internal control. Report directly to the Audit Committee. To review the system of activities. To achieve the objectives and goals of the company as a whole. The results of the previous audit did not find any significant defects in the internal control system. For the Board of Directors, the Company has sufficient internal controls as well.

In the meeting of the Audit Committee of the Company, No. 1/2560 held on 28 February 2017, Karin Audit Company Limited, the auditor of the Company reported to the Audit Committee that there was no audit observation on the financial account for the year ended December 31, 2017.

According to the Audit Committee's Meeting, No. 1/2560 held on February 28, 2017, the Meeting resolved to appoint Accenture Service Co., Ltd. to act as the Company's internal auditor to review the adequacy of the Company's internal control system. The Company's internal control system and report directly to the Audit Committee of the Company.

For monitoring operations between December 2016 - February 2017, it was observed that the system was operating correctly. Except 1) Presentation of the result of the visit to the project with the unclear target, which is currently being updated. 2) Revenue system (reservation) and payment receipt (booking). The operating manual is in the process of being prepared to comply with the current practice. Due to changes in organizational chart and operational lines. And there is outsource members, therefore cannot follow the manual. Therefore, requiring additional steps to prepare a temporary receipt.

Based on a review of previous issues, Richy Place 2002 Pcl has been working on a new system/ work manual have been modified in accordance with the actual work. Apart from some issue such as; 1) Record of advances, working days did not match the date of withdrawing and clearing the advances. 2) The operating manual was not found. Modify the operation of the RMS application system to make clearing advances in case of advances equal to clearing advances. The adjustment cannot be reversed to restore the advance equal to the clear advance.

For performance monitoring during March 2017 – May 2017, it was found that the construction work was clearly defined and completed in accordance with the construction schedule, and the targeted visit date was achieved compared to the target. A questionnaire for customers who visited were collected but the report was not presented to the management for the details of the operation. 2) The procurement system has been implemented in accordance with the system and the internal control of the operation tracking accurately and completely except 1) in the case of outsourcing agent, face some issues. Failed to follow the steps set by the company, such as the receipt of a temporary payment and document numbering.

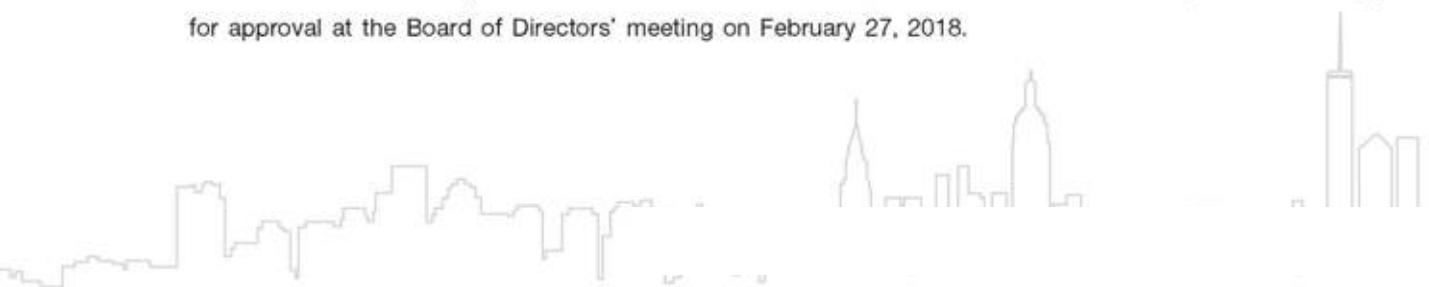
From the monitoring of the outstanding issues before, founded some improvements have been made, except for the organization chart, new division there are some changes and are currently under revision to be clear and more appropriate. In the case of outsourcing agent, and the process of issuing temporary receipt is in accordance with the operating manual.

For performance monitoring during June 2017 - August 2017, the Company performed its work according to the work process system. 1) Construction and follow-up of construction work. Each repair work is clearly marked, the result of the repaired were found to be delayed than planned. Due to the replacement of the new contractor the amount time taken to find new material that is close to the original material that has stop being produced. Including rain in the period of repair. The problems and obstacles and solutions to the management regularly. 2) Target date of consumer visit to the project, compared of actual project visits with clearly defined goals. But the written results of the visit were compared with the goals hasn't been bought to the Executive Meeting. 3) The revenue system (booking) has been found to be operating correctly and accurately. Except for temporary receipt (reservation), the receipt does not refer to the receipt number temporarily. The system is strictly controlled to prevent mistakes.

Based on a review of previous issues. Some parts of the system, income, receivables and payment systems have been implemented. Debt collection, except for relevant work forms and authorization schedules. Additional improvements are underway.

For performance monitoring during September 2017 - November 2017, it was found that the performance of key procedures and internal control systems defined by the operating procedures and systems. 1) Construction and repair works are clearly and in writing. Late repairs have been reported, obstacles, and solutions to problems. And most of the repairs work more than 80% completed 2) Procurement System, Authorization table performed during revision. Purchasing media for advertising without price comparison. 3) Revenue system (booking) and payment (reservation) has strictly complied with the guidelines and internal control regulations, except for the cash received from the reservation, there is no temporary receipt. Does not reference the number in the receipt.

Based on a review of previous issues. There has been an improvement on the Operating System, Revenue / Receivables, and Receipt / Debt Collection System. Advance Payment System Completed on December 1, 2017. Currently in the process of taking the advice and implementing it. The procurement system has been updated to provide additional information to ensure that the information is complete and in line with current practice March 31st, 2018. Forms of relevant operation work have been amended, Authorization table is in the process of being presented for approval at the Board of Directors' meeting on February 27, 2018.



Interconnection

Relationship

The Company has transactions with persons who may have conflicts. The related transactions are transactions with the shareholders and / or executives of the Company. Include transactions with related companies which may have conflict of interest as shareholders and / or management. The relationship can be summarized as follows.

Persons having conflicts of interest	Type of Relationship
1. Dr. Apa Attaboonwong	<ul style="list-style-type: none"> - Director - The Company's shareholder as of December 31, 2017, holding 36.058% of paid up capital
2. Ms. Sunee Sathatinan	<ul style="list-style-type: none"> - Director - The Company's shareholder as of December 31, 2017, holding 5.306% of he paid-up capital
3. ASSOC.Prof. Suthus Ratanakuakangwan	<ul style="list-style-type: none"> - Independent Director
4. Mr. Verapol Attaboonwong	<ul style="list-style-type: none"> - The Company's shareholder as of December 31, 2017, holding 0.067% of the paid-up capital
5. Ms. Nonglak Wanthammapong	<ul style="list-style-type: none"> - Director - The Company's shareholder as of December 31, 2017, holding 0.052% of the paid-up capital
6. Ms. Sathinee Attaboonwong	<ul style="list-style-type: none"> - Director's relatives
7. Dr. Thanyanon Ratanakuakangwan	<ul style="list-style-type: none"> - Director's relatives
8. Ms. Darana Sathatinan	<ul style="list-style-type: none"> - Director's relatives
9. Mrs. Saranthorn Srisunthorn	<ul style="list-style-type: none"> - The Executives
10. Attaboon Asset Company Limited, operating business of space leasing	<ul style="list-style-type: none"> - Dr.Apa Ataboonwongse Is a director of Ataboon Asset Co., Ltd. and holds 9.720% of the paid-up capital as of December 31, 2017. - Miss Nonglak Wanthammapong is a director of Atsaboon Asset Co., Ltd. and holds 7.481% of the paid-up capital as of December 31, 2017. - Mr. Pitipat Pornprompat is a director of Attapol Asset Co., Ltd. And holds 17.970% of the paid-up capital as of December 31, 2017. - Mr. Somsak Ataboonwongse Being a shareholder of Assadong Asset Management Co., Ltd. Limited, holding 4.880% of the paid-up capital as of December 31, 2017 - Mr. Pichai Ataboonwongse Being a shareholder of the Company Ataboon Asset Co., Ltd, holding 7.569% of paid-up capital, as of December 31, 2017 - Miss Santinee Ataboonwongse Being a shareholder of Company Ataboon Asset Co., Ltd, 3.472% of paid-up capital as of December 31, 2017. - Miss Pichaya Tansode is a shareholder of Company Ataboon Asset Co., Ltd., holding 19.350% of the paid-up capital as of December 31, 2017.

Persons having conflicts of interest	Type of Relationship
operating business of space leasing	<ul style="list-style-type: none"> - Mr. Golf Ataboonwongse is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of paid up capital as of December 31, 2016. - Mr. Chutivat Ataboonwongse is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2016. - Mr. Chirayu Ataboonwongse is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472% of paid-up capital as of December 31, 2017. - Ms. Sunisa Kutsuratwong is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2016. - Miss Jittipit Wanthammapong is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2017. - Mr. Yusphan Wanthammapong is a shareholder Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2016. - Mr. Pomsun Wanthammapong is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2016. - Miss Sithirat Wanthammapong is a shareholder of Company Ataboon Asset Co., Ltd, holding 3.472 percent of the paid-up capital as of December 31, 2016. - Mr. Suparnat Ataboonwongse is a shareholder of Company Ataboon Asset Co., Ltd, holding 0.890% of paid up capital as of December 31, 2016. - Mr. Nattapat Ataboonwongse He is a shareholder of Company Ataboon Asset Co., Ltd, holding 0.890% of the paid-up capital as of December 31, 2017.



Type of Transaction

The Company has entered into a connected transaction due to its business operation with persons who may have conflicts. The nature and value of the transaction can be summarized. Classified by categories.

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2017	2018	
1.	Attaboon Asset Company Limited	Office Rental Charges	1.64	1.64	<p>Office Space for rent at 7th floor of Attaboon Building. The Company has entered into a lease agreement for space of 701 sq.m. with area of 541.67 sq.m.</p> <p>1) Lease agreement No. Sor. 001/57 L.1 March 57 for a period of 3 years from 1 March 57 to 28 February 2017 per month 75,833.80 baht (140 baht / square meter. Per month, payable on the 5th of every month. The price is comparable with other lessor with rental price of 160 Baht / sq.m / month.</p> <p>2) Lease Agreement No. 001/60 LL.M. 1 Mar 60 3 years from 1 March 60 - Feb. 25, 2563 permonth (Baht 140 / sq.m. / month), payable in advance on the 5th of every month. The price is comparable to other lessors with rental rates. At 160 baht / sq.m / month</p> <p>3) Service Agreement No. Sor. 001/2557 1 March 57 The service period is 3 years, starting from March 1, 57 - February 28, 60, 856.62 Baht per month. The price is comparable with other lessees with a service fee of 112.35 baht / sq.m / month.</p> <p>4) Service Agreement No. Sor.Lor. 001/60, Mar. 1, 60, with service period of 3 years starting from March 1, 60 - February 29, 63, 60,856.62 per month. Payment is due on the 5th day of the month. Every month, the price is comparable with other lessor with service fee. At 112.35 baht / square meter / month.</p> <p>Office Space for rent at 7th floor of Attaboon Building. The Company has entered into a lease agreement for space of 701 sq.m. with area of 541.67 sq.m.</p> <p>5) Lease agreement No. Sor. 001/57 L.1 March 57 for a period of 3 years from 1 March 57 to 28 February 2017 per month 75,833.80 baht (140 baht / square meter. Per month, payable on the 5th of every month. The price is comparable with other lessor with rental price of 160 Baht/ sq.m / month.</p> <p>6) Lease Agreement No. 001/60 LL.M. 1 Mar 60 3 years from 1 March 60 - Feb. 25, 2563 per month (Baht 140 / sq.m./month), payable in advance on the 5th of every month. The price is comparable to other lessors with rental rates. At 160 baht / sq.m / month.</p> <p>7) Service Agreement No. Sor. 001/2557 1 March 57 The service period is 3 years, starting from March 1, 57 - Feb 28, 60,856.62 per month. The price is comparable with other lessees with a service fee of 112.35 baht / sq.m / month.</p>

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2017	2018	
2		Advances from customers Item value	0.40	0.74	8) Service Agreement No. Sor.Lor. 001/60, Mar. 1, 60, with service period of 3 years starting from March 1, 60 - February 29, 63, 60,856.62 per month. Payment is due on the 5 th day of the month. Every month, the price is comparable with other lessor with service fee. At 112.35 baht/square meter / month. The Audit Committee has considered that the transaction is reasonable and beneficial for the Company's business. The contract terms and prices are reasonable.
					Atabulsa Asset Company Limited entered into an agreement to purchase and sell condominium units on May 28, 2019 to purchase the Rich Park @ Triple Station project. 1) The purchase agreement will be for sale at RK4 C59 / 377 Room 12/12, valued at 2,030,000 Baht. 2) The purchase agreement will be for sale at RK4 C59 / 378 room 12/13 worth 2,004,000 baht. 3) The purchase agreement will be for sale at RK4 C59 / 380 room 12/14 worth 2,004,000 baht. 4) The contract will be for sale at RK4 C59 / 381 room 12/15 worth 2,004,000 baht.
3.		Revenue from sales of items	-	3.40	Miss Pichaya Tansoed / Shareholder Has entered into a contract to buy a suite. To buy the Richfield Park @ Tao Park Interchange: 1) The purchase agreement will be for sale at RK2 C59 / 032 room 19/32 worth 3,407,000 baht. Mrs. Saranee Santisunthorn / Executive Has entered into a contract to buy a suite. To buy the Richfield Park @ Tao Park Interchange: 2) The purchase agreement will be for sale at RK2 C59 / 037 room 25/11, valued at 3,058,000 Baht Ataboon Asset Company Limited / related companies with common directors Has entered into a contract to buy a suite. The Rich @ Sathorn-Taksin Project Item value 1) The purchase agreement will be for sale at R1 57/006/1 room 08/23, valued at 3,841,102 Baht 2) The purchase agreement will be for sale at R1 57/007/1 room 08/24, valued at 3,842,209 Baht 3) The purchase agreement will be for sale at R1 57/008/1 Room 08/25, valued at Baht 3,855,254
			11.54	-	The Audit Committee has considered that. The transaction is a sale of condominium units which are normal business of the Company. The price and terms of trade are prices and terms of trade in general as well as sales to general customers.

No.	Persons having conflicts of interest	Type of Related Transactions	The Amount of Related Transactions (MB)		The Necessity and Reasonability, and the Comments of the Audit Committee
			2017	2018	
4	Attaboon Asset Company	Loans		6.00	As at 30 November 2016, the loan of Baht 6,000,000 with the interest rate of 4.3% per annum, maturing on February 10, 2017. The loan is borrowing from Asbestos Property Co., Ltd., L59 / 002. To use as working capital
	Attaboon Asset Company Limited	Loans		6.00	As of November 30, 2016, the loan from Asbestos Co., Ltd. amounted to Baht 4,000,000, bearing interest at the rate of 4.3% per annum, due on February 10, 2017. The loan was borrowed. To use as working capital The Audit Committee has considered that such transaction. Reasonable and beneficial for the business operation of the Company. The fairness and fairness of the transaction are not affected by the measure or procedure of inter-company transactions. The interest and payment terms are normal.
5	K.C.S.& Associate Company Limited	Project Management Change	7.32	10.38	The Company has hired KSC & Associates to oversee and manage the project. 1) Contract for the management and control of the construction of The Rich Sathorn-Taksin Project as of September 1, 2015 Contract Value Baht 9.43 million Contract ended May 31, 2017 2) Management contract to control the construction of Rich Park @ Triple Station as of October 1, 2015. The contract value is Baht 10.22 million. The contract expires on June 30, 2018. The Audit Committee has considered that. The transaction is reasonable and beneficial for the Company's business and is in line with the market rate.

Necessity and reasonableness of connected transactions

Inter-transactions are necessary and reasonable for the transaction to maximize benefit to the Company. The Audit Committee has jointly considered the related transactions. Considering the necessity of entering into the transaction and the reasonableness of the inter-company rate. Also disclose the type and value of the connected transactions between the Company and the persons who may have conflicts under the Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand

Measures or procedures for approval of inter-company transactions

At the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the Board of Directors approved the measures to follow the transaction in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand The disclosure of information and practices of listed companies in the connected transaction, 2003, and the Notification of the SEC and the Capital Market Supervisory Board for related matters. A person who may have a conflict of interest. The Audit Committee will give opinions on the necessity of entering into the transaction and the appropriateness of the price of the transaction. Considering the conditions. To be in line with normal business practices in the industry. And compare to the price of outsiders or market prices. And if the Audit Committee is not proficient in the consideration of potential inter-transactions. The Company will arrange independent experts to comment on such connected transactions. To use for the decision of the Board. Audit Committee Or shareholders as the case may be. The directors of the stakeholders are not entitled to vote on such transactions. In addition, the related party transactions have been disclosed in the notes to the financial statements of the Company.

Policy and Trend of Future Connected Transactions

For the future trend of the transaction. The Company has a policy to make inter-company transactions. These can be classified by type of transaction as follows:

1. Guaranteed financial institution loan

The Company expects that after the company is listed on the SET. The Company will negotiate with financial institutions to release the guarantee obligations of the directors. And the shareholders of the company. However, the approval or not. It depends on the consideration of the financial institution.

2. Sales of condominium units with related persons

Trends in sales of condominiums between persons related to the company. If the nature of the transaction occurs again in the future, the Company will comply with the policy set out clearly, fairly and without causing the transfer of benefits.

3. Rental of office space with related companies

Trend of office rental transactions with related companies If the nature of the transaction occurs in the future, the Company will comply with the policy.

If any of the above-mentioned transactions occurred in the future. The Company will perform its duties fairly and fairly without any transfer of benefits in accordance with the law governing the Securities and Exchange Commission and the regulations, notifications, orders or requirements of the Capital Market Supervisory Board. And the Stock Exchange of Thailand. Compliance with the disclosure requirements of connected transactions and the acquisition or disposition of assets In approving the inter-company transaction Persons with conflicts of interests or interests may not be considered for approval. The Audit Committee will give opinions on such transactions. It will be presented to the Board of Directors and / or the shareholders' meeting as the case may be for information in consideration to approve the transaction.

In addition, the Company will comply with accounting standards. Disclosure of personal information Or related activities as determined by the Federation of Accounting Professions under the Royal Patronage. The company will disclose the relationship. Details of the connected transactions are set out in the notes to the financial statements of the Company. Including the Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2) of the Company.

