

## **Scope of Duties and Responsibilities of the Sub-Committee**

### **Audit Committee**

Audit Committee constitute of 4 independent directors.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### **Nomination and Compensation Committee**

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

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

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(1) **Nomination;**

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

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

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

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

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

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

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

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

(2) **Determination of Remuneration;**

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

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

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

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

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

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

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

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### **Risk Management Committee**

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

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

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

### **Corporate Governance and Sustainability Committee**

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

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

- (1) Determine and review policies and criteria according to corporate governance principles, including requirements related to the business code of conduct as well as anti-corruption measures to apply such principles to use in formulating the Company's regulations in alignment with the principles of good corporate governance for directors, executives, and employees of the Company.
- (2) Supervise to prepare the Company's policies, goals, strategies, and framework for sustainable development operations and the Company's social, community, and environmental activities, along with giving opinions and offering advice related to such matters, including reviewing the implementation on corporate governance and sustainable development to present to the Board of Directors as appropriate.
- (3) Oversee policies and practices related to sustainable development and good corporate governance to be formulated according to rules consistent with international standards by covering the Company and/or its subsidiaries as appropriate as well as supervising and monitoring compliance with such policies and guidelines.
- (4) Supervise, review, suggest, give advice, promote and support to lead to compliance with good corporate governance principles and sustainable development, including creating understanding and participation of personnel at all levels of the Company in carrying out various actions to have practical results in the same direction.
- (5) Regularly review and update policies on good corporate governance and sustainable development to comply with the guidelines of the regulatory agencies to present and recommend to the Board of Directors.
- (6) Consider and approve the strategies, screening activities for society, community and environment according to the Company's policy to present to the Board of Directors, including monitoring the progress of the implementation of such activities.
- (7) Encourage the Board of Directors and employees to participate in the operation under the policies for society, community, and environment of the Company.

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(8) Follow up on the operating results on sustainable development and good corporate governance and report to the Board of Directors.

(9) The Corporate Governance and Sustainability Committee has the power to invite relevant people or those who are deemed appropriate to attend the meeting to clarify relevant matters.

(10) Evaluate the annual performance of the Corporate Governance and Sustainability Committee and report the evaluation results to the Board of Directors.

(11) Perform any other actions assigned by the Board of Directors about corporate governance and sustainable development, including social, community, and environmental activities.

**Investment Committee**

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

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

(1) To consider matters about the investment of Sansiri Public Company Limited and its subsidiaries with the authority to approve the investment and divestment both inside and outside the country in digital assets and/or high growth potential business (such as start-up business) and/or venture capital which conduct business and/or invest in the business related to Property Service Technologies, including business related to such business under the approved budget by the board of directors or authorized person assigned by the board of directors by taking the appropriate risk and asset allocation into account as well as the approval of other related investment matter of the Company and/or subsidiaries as per described above.

(2) To provide advices and recommendations to the management division and the board of directors on investment.

(3) To monitor and evaluate the performance the company's strategy implementation by considering the current business, variety restriction and the ability to expand business both inside and outside the country to be in line with the directions, goals and policies of the board of directors.

(4) To oversee, monitor and evaluate the projects approved for investment as well as report the progress of the investment to the board of directors.

(5) To perform other duties as assigned by the board of directors including to approve the operation of the company in matters relating to investment in the scope of authority assigned by the board of directors which will be periodically review.

(6) The investment committee has the authority to invite those who involved or those who deem appropriate to attend the meeting or to clarify the relevant matters.