

SECTION 2

MANAGEMENT AND CORPORATE GOVERNANCE

7. SECURITIES INFORMATION AND SHAREHOLDERS

7.1 REGISTERED CAPITAL AND PAID-UP CAPITAL

The Company has a registered capital of Baht 2,200,000,000 and a paid-up capital of Baht 2,200,000,000 which is divided into 220,000,000 ordinary shares at par value of Baht 10 (as of 31 December 2014).

7.2 SHAREHOLDERS

7.2.1 Top-10 Major Shareholders

As at 17 March 2015 (share register closing date), major shareholders of the Company are as follows:

Shareholders		No. of Shares	Percentage (%)
1)	Keppel Land Limited*	100,000,000	45.45
2)	Utayan Thani Company Limited	18,063,846	8.21
3)	Mrs Lamipago Srikuruwal	15,467,800	7.03
4)	Mr Suwit Srikuruwal	8,310,000	3.77
5)	Mr Surin Srikuruwal	6,425,400	2.92
6)	Mr Suwit Srikuruwal	6,068,700	2.75
7)	Mr Meatha Rangsiyawaranon	4,779,300	2.17
8)	Mr Wigramyidzing Srikuruwal	3,192,000	1.45
9)	Citibank Nominees Singapore Pte Ltd - Pbg Jaxware Investment Ltd.	2,821,720	1.28
10)	Mr Chuchart Chaichukiat	2,000,000	0.90
Total		167,128,766	75.96

*Keppel Land Limited, incorporated in Singapore, is the property arm of the Keppel Group, one of Singapore's largest multinational groups with key businesses in offshore and marine, infrastructure, as well as property.

Shareholders divided by nationality

Shareholders	Entity		Individual		Total		
	Number	Number of Shares	Number	Number of Shares	Number	Number of Shares	%
Thai Locals	15	21,407,723	1,978	91,445,762	1,993	112,853,485	51.30
Foreigners	5	103,141,720	9	4,004,795	14	107,146,515	48.70
Total	20	124,549,443	1,987	95,450,557	2,007	220,000,000	100.00

Source: Thailand Securities Depository Company Limited

Updated shareholding structure can be viewed at www.keppelland.co.th

7.2.2 Shareholders in subsidiaries operating core business

The Company directly holds shares in four (4) subsidiaries which make up the core business of KTP and generate direct revenue to the Company. The shareholding structure of subsidiaries are as follows:

As at 31 December 2014	Subsidiary Companies									
	(1) Top Property			(2) Thai-Kami		(3) Gold Star Property		(4) Cornerstone Realty		
	Ordinary Share	Preferred Share	%	Ordinary Share	%	Ordinary Share	%	Ordinar y Share	%	
Shareholders										
Keppel Thai Properties PLC.	2,915,791	520,940	61	37,474,991	100	4,090,991	100	9,991	100	
Hampshire Pte Ltd.	1,864,200	333,060	39	-	-	-	-	-	-	
Madam Melissa Tan Siew Ngok	-	-	-	-	-	1	0	-	-	
Ms Supattra Tasilapa	7	-	0	7	0	5	0	6	0	
Mr Jestsada Tangboonpant	1	-	0	1	0	1	0	1	0	
Mr Paisan Supornpun	1	-	0	1	0	1	0	1	0	
Mr Ammarit Sukchit	-	-	0	-	-	1	0	1	0	
	Total		100	Total	100	Total	100	Total	100	

7.3 DIVIDEND PAYMENT POLICY

7.3.1 Dividend Payment

Dividend payment is subject to the Company's realised profit from its normal business operations during that year. It also takes into consideration the Company's future performance as well as the operating environment and other provisions arising from new regulatory requirements including resolutions from the Board meetings and/or annual general meeting of shareholders.

7.3.2 Dividend Payment of Subsidiaries

Dividend payment of subsidiaries will depend on each subsidiary's operating performance, retained earnings, legal provision and other required provision as appropriate for business operations.

8. MANAGEMENT STRUCTURE

8.1 BOARD OF DIRECTORS

Board of Directors as at 31 December 2014

Directors	Position
Mr Ng Ooi Hooi	Chairman, Board of Directors Chairman, Executive Committee
Mr Oh Weng Soon (Oh Lock Soon)	Director Member, Executive Committee
Mrs Jiraporn Pimpoorash	Independent Director Chairman, Audit Committee
Prof Chukiat Pramoolpol	Independent Director Member, Audit Committee
Mr Somprasong Makkasaman	Independent Director Member, Audit Committee
Mr Lim Kei Hin	Director Member, Executive Committee
Madam Melissa Tan Siew Ngok	Director Member, Executive Committee

- **Details of Changes of Directorship:**

There were no Changes of Directorship in 2014.

The number of the Boards established pursuant to the Company's Article of Association, Clause 16 stipulates that "there shall be no less than five (5) directors and no less than half of total number of directors residing in the Kingdom of Thailand".

- **Authorised Signatory Directors**

Any of these two signatories – Mr Ng Ooi Hooi, Mr Oh Weng Soon (Oh Lock Soon), Mr Lim Kei Hin and Madam Melissa Tan Siew Ngok affixed with the Company seal will be deemed valid.

Directors' attendances at the meetings of the Board and Board Committee for the year ended 31 December 2014 are as follows:

	Board Committees		
	Board	Executive Committee	Audit Committee
No. of meetings held	7	Nil	5
Directors			
Mr Ng Ooi Hooi	7	Nil	-
Mr Oh Weng Soon (Oh Lock Soon)	7	Nil	-
Mrs Jiraporn Pimpoorash	6	-	5
Prof Chukiat Pramoolpol	7	-	5
Mr Somprasong Makkasaman	7	-	5
Mr Lim Kei Hin	7	Nil	-
Madam Melissa Tan Siew Ngok	7	Nil	-

• **Board of Subsidiary Company**

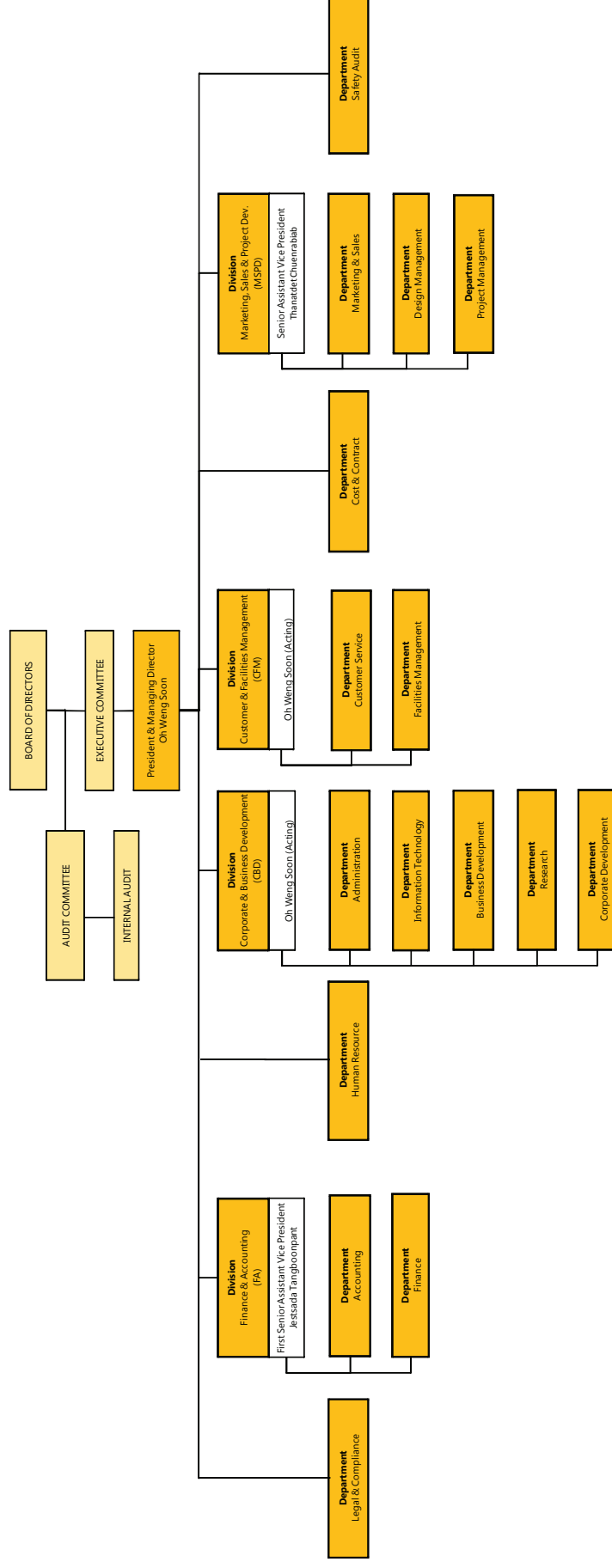
The Company holds shares in four subsidiary companies which are revenue-generating. Directors' attendances at the meetings of the Board for these subsidiaries for the year ended 31 December 2014 are as follows:

Directors	Board Meetings			
	Thai-Kami Co., Ltd.	Top Property Co., Ltd.	Gold Star Property Co., Ltd.	Cornerstone Realty Co., Ltd.
Mr Oh Weng Soon (Oh Lock Soon)	19/19	6/6	4/4	3/3
Mr Lim Kei Hin	19/19	6/6	-	-
Madam Melissa Tan Siew Ngok	19/19	-	4/4	3/3
Mr Jestada Tangboonpant	-	6/6	4/4	3/3

Note: Number in the table refer to attendance/number of Board Meetings held during his/her term as Director

ORGANISATION CHART

Keppel Thai Properties Public Company Limited



(as of 31 December 2014)

8.2 EXECUTIVE OFFICER

The definition of the Company's Executive as per the Notification of Securities and Exchange Commission (SEC) shall be the Managing Director and Head of Division.

As at 31 December 2014, the Executive consists of three (3) persons:

Name	Position	Department/Function
Mr Oh Weng Soon (Oh Lock Soon)	President & Managing Director	
Mr Thanatdet Chuenrabiab	Senior Assistant Vice President	Marketing, Sales & Project Development
Mr Jestada Tangboonpant	First Senior Assistant Vice President	Finance & Accounting

8.3 COMPANY SECRETARY

The Company has appointed Ms Supattra Tasilapa, Senior Manager, Legal & Compliance Department as Company Secretary since 6 August 2013 to comply with the Securities and Exchange Act (No.4) B.E. 2551 (2008). The responsibilities of the Company Secretary include:

- 1) Overseeing activities of the Board and ensuring that they comply with the requirements of SET, SEC and are in compliance with corporate legislation, the Articles of Association of the Company.
- 2) Arranging the Shareholders and Board of Directors meetings in accordance with the laws and regulations, the Company's Articles of Association and best practices. This responsibility will involve the issuing of proper notices of meetings, preparation of agenda, circulation of relevant papers and taking and producing minutes to record business transacted during the meetings and decisions made.
- 3) Maintaining the Company's statutory registers or books, including director registration, annual reports of the Company, notices and minutes of Board meetings and general shareholder meetings.
- 4) Ensuring that the directors and executives have filed reports on their interest and related persons' interests, as required by laws.
- 5) Communicating within internal business units and monitoring actions taken to ensure accuracy and compliance with the resolutions of Board and shareholder meetings.
- 6) Providing advice to the Board pertaining to laws, rules and regulations governing the Company's business, as well as monitoring compliance on a regular basis and reporting any significant changes to the Board.
- 7) Promoting understanding of corporate governance principles, providing relevant information, as well as monitoring compliance among the Board of Directors.
- 8) Coordinating between the Board and Executive.
- 9) Communicating and providing shareholders with information about the Company so as to enable them to exercise their rights.
- 10) Ensuring that disclosure of corporate information to regulatory agencies is in accordance with the relevant laws and regulations.
- 11) Taking any other actions as prescribed by the Capital Market Supervisory Board.

8.4 REMUNERATION OF THE DIRECTORS AND EXECUTIVE OFFICERS

8.4.1 Director's Remuneration

The Company's policy on remuneration of the Directors shall be reviewed and approved by shareholders at the Annual General Meeting (AGM) each year. The Directors' scope of duties, roles and responsibilities are also taken in for consideration. During the AGM held on 23 April 2014, the Directors' remuneration was approved. The details are as follows:

- Chairman of the Board Baht 30,000/ month
- Board member Baht 20,000/ month

In 2014, the Company paid in cash and kind to the Board of Directors to a total amount of Baht 1,814,000.

Name of Director	Monetary Remuneration (Baht)				Other
	Board of Directors	Audit Committee	Executive Committee	Total	Membership (Baht)
Mr Ng Ooi Hooi	360,000	-	Nil	360,000	0
Mr Oh Weng Soon (Oh Lock Soon)	240,000	-	Nil	240,000	3,500
Mrs Jiraporn Pimpoorash	240,000	Nil	-	240,000	3,500
Prof Chukiat Pramoolpol	240,000	Nil	-	240,000	3,500
Mr Somprasong Makkasaman	240,000	Nil	-	240,000	3,500
Mr Lim Kei Hin	240,000	-	Nil	240,000	0
Madam Melissa Tan Siew Ngok	240,000	-	Nil	240,000	0
Total	1,800,000	-	-	1,800,000	14,000

8.4.2 Remuneration of the Executive Officers

The Company paid monetary remuneration, i.e. fixed salary and bonus to the executive officers and offered different forms of remuneration such as housing allowance, child education allowance, car allowance and phone bill allowance.

8.5 PERSONNEL

Total Number of Employees 72 persons

Employees classified by department as of 31 December 2014:

Corporate Development & Planning	2	Customer Service	3
Research	0	Facilities Management	6
Business Development	2	Marketing & Sales	7
Legal & Compliance	4	Finance	5
Project Development	1	Accounting	8
Project Management	15	Information Technology	2
Design Management	1	Administration	9
Cost & Contract	4	Human Resources	3

Note: Includes staff in KTP's subsidiaries

8.5.1 Employee Remuneration

The Company established and registered for employees to contribute to a voluntary provident fund on 1 October 2013. Mandatory contribution from the employee and the Company is stipulated at 5%.

The remuneration package offered to employees consists of a fixed salary and other benefits, i.e. bonus, commission, social security fund, provident fund and allowance. In addition, the Company offered benefits to improve employee satisfaction, loyalty and staff retention. These include health insurance, life insurance, long-term service award, annual leave, recreational activities and seasonal parties. In 2014, the Company paid a total of Baht 57,787,507 for the remuneration of employees.

Type of Remuneration	Amount (Baht)
Fixed Salary	48,066,960
Bonus	4,601,943
Allowance (Overtime, Provident Fund, Commission, etc.)	5,118,604

8.5.2 Human Resources Policy

The Company emphasises human resources development in capability enhancement and good relationship establishment among employees at all levels. The Human Resources development policies of the Company are as follows:

- 1) Employees are encouraged to attend internal and external training programmes.
- 2) Qualified employees are selected to participate in Keppel Land's Annual Staff Conference in Singapore.
- 3) Employees are encouraged to acquire and develop relevant knowledge, skills and competencies to enhance career advancement opportunities.
- 4) Online surveys are conducted to evaluate employees' satisfaction in the Company. Results from these surveys are evaluated and relevant suggestions are implemented.
- 5) The Company's core values are communicated to employees. Whenever possible, the Company encourages employees to participate in activities as a team outside of work in order to strengthen relations and encourage teamwork.

Summary of courses and training conducted in 2014

Course	No.	Attendance	Total (Hours)	Average per person (Hours)
In-house Training	6	112	1,246.50	17.31
External Training	71	98		

8.5.3 Training Programmes

In 2014, the Company supported employees in both internal and external trainings programmes, seminars and courses. The total training cost for 2014 amounted to Baht 479,631.24

The following are examples of programmes which employees attended during the year:

- Monitoring Progress Techniques for Construction
- Coaching for Top Performance
- Service Mind and Effective Communication for Service Teams
- Safety Management for Construction
- Inspection Techniques for Construction
- Real Estate Trend 2014
- Facility Management Thailand 2014
- Construction Project Risk Management 2014
- Facility Management Conference
- Marketing Planning Strategy
- Effective Extreme Marketing
- New Direction of Real Estate
- Principal of Professional of Condominium Management and Housing Estate
- Strategy to Stimulate Condominium Market
- Workshop : Multi Channel Marketing for RE 2014
- Financial Feasibility Studies for Real Estate Development Projects

9. CORPORATE GOVERNANCE

9.1 CORPORATE GOVERNANCE POLICY

The Company is committed to achieving high standards of corporate governance and has put in place self-regulatory controls to protect shareholders' interest and ensure long-term shareholder value. The Board of Directors has implemented best practices in corporate governance based on the Code of Business Conduct.

The Company has also fully complied with the principles of good corporate governance and best practices recommended by the Stock Exchange of Thailand (SET) as follows:

A. RIGHTS OF SHAREHOLDERS

A.1 Protection of Rights

The Company recognises the importance of protecting the rights of shareholders' and promotes the exercising of these rights. The basic legal rights of shareholders include the right to buy, sell or transfer shares, receive dividends, obtain relevant and adequate information in a timely and regular basis, participate in shareholder meetings, propose the meeting agenda, vote for the appointment or removal of Directors and auditors, determine their remuneration as well as partake in decisions that could have material impact on the Company such as dividend payment, amendment to the Memorandum and the Articles of Association or by-laws, capital increase or decrease.

Besides these basic rights, the Company has also implemented best practices to promote and facilitate exercising of rights for shareholders.

The Company recognises the importance of accurate, complete and transparent disclosure to shareholders with regards to financial results and other relevant information through the SET and the Company's website in both Thai and English to ensure that shareholders have access to information in a timely manner.

A.2 Shareholders' Meeting

The Company holds its Annual General Meeting once a year within four months after the end of the accounting period. The Company has implemented the barcode system for registration purposes and the printing of voting slips for each agenda to facilitate the registration process at the meeting.

In 2014, all relevant information was posted on the Company's website www.keppelland.co.th 30 days before the date of the meeting to ensure shareholders had adequate time to review the relevant information. In addition, the Company did not add items to the meeting agenda without advance notice to ensure fairness to shareholders. Shareholders were also informed of the rules of the meeting and voting procedures to allow fair and equal opportunity for all shareholders to ask questions, recommend and give opinions during the meeting. The Chairman, board members

and management were in attendance to explain the operation performance and policy as well as answer relevant questions at the meeting. Those recommendations and questions were recorded in minutes of the meeting and disclosed on the Company's website within 30 days after the meeting date.

B. *EQUITABLE TREATMENT OF SHAREHOLDERS*

The Company ensures equitable treatment of all shareholders. The Company has in place policies to disclose complete and accurate information including shareholder's rights to attend the meeting and carries out the shareholder meeting procedures as specified by laws and regulations of the SET.

The Company strives to ensure the following:

- B.1 Provide equitable and fair treatment to all shareholders whether they are minority, institutional or foreign investors, and to allow them to exercise their rights accordingly.
- B.2 If shareholders are unable to attend and vote at the meeting, the Company will allow them to send proxies to vote on their behalf. The proxy form and proposed list of independent directors are attached in notice of the meeting. The shareholders and/or proxies are encouraged to use voting ballots for each agenda.
- B.3 To avoid insider trading and conflict of interest, the Company stipulates measures that prevent Directors, Executives, employees and related persons from misusing and/or disclosing sensitive information relating to the Company. There has been no report of insider trading within the organisation to-date.
- B.4 The Company has in place guidelines for Directors and Executives to disclose their stake in the Company and relation to the Directors, if any. The Company also discloses information of its Directors and Executives shareholding in the Company and subsidiaries in accordance with the requirements from regulators such as the Office of Securities and Exchange Commission ("SEC") and the SET.

C. *ROLE OF STAKEHOLDERS*

The Company recognises the legal rights and roles of stakeholders including its shareholders, employees, customers, business partners, creditors, competitors, communities and society as a whole. All stakeholders shall be treated fairly in accordance with their legal rights as specified in relevant laws and regulations. These relevant laws and regulations are also published as manuals and distributed to all staff to ensure strict compliance. The manuals are also distributed to:

C.1 Shareholders: The Company is determined to conduct its business with prudence and transparency to ensure sustainable growth and enhance long-term value for its shareholders.

C.2 Employees: The Company recognises that its employees are the core driving force for the organisation. The Company strives to continually enhance staff competency levels by providing opportunities for career advancements and a fair reward system. The Company is committed to training and developing its workforce as well as providing a safe working environment for everyone.

C.3 Customers: The Company is committed to provide quality products and services to all customers, as well as to assist and provide solutions to their needs, while protecting customer confidentiality, unless stipulated by law or with the customer's written consent.

C.4 Creditors: The Company has put in place policies to ensure that creditors are treated with equality and fairness. In case of non-compliance with any one of the conditions laid out in the agreement, the Company will promptly notify the creditor to jointly consider and resolve the issue in a fair manner.

C.5 Business Partners: All employees are expected to provide accurate and complete information on their interest and that of their related kin, so as not to impede the buyers' or sellers' decisions. Employees should also refrain from accepting gifts and/or rewards from buyers or sellers as well as attending private functions hosted by them so as to avoid any accusation or rendering special assistance at a later occasion.

C.6 Competitors: The Company respects competition and does not engage in deals and/or discussion with employees of its competitors on issues and/or information that may impact either party's business.

C.7 Community and Society: The Company is committed to positively impact the community and society in the four areas of education, society and environment, art and culture, and sports.

D. DISCLOSURE AND TRANSPARENCY

The Company ensures that all information on its finances or any other issues, which are beneficial to related parties, are disclosed in an accurate, complete, transparent, and timely manner as prescribed in the requirements of the SEC and SET. The Company's financial statements are also prepared in accordance with the Accounting Standards and generally accepted accounting principles to reflect the real operating performance of the Company.

The Company has disclosed all information through various communication channels such as on the SET and Company's website in accordance with relevant regulations of related offices in both Thai and English to ensure that shareholders have access to information throughout.

E. RESPONSIBILITIES OF THE BOARD**E1. Board Structure**

The Board of Directors consists of directors with varied qualifications, skills, experiences and expertise that are beneficial to the Company and in accordance with the requirements of the SET. Directors are appointed in accordance with the principles and procedures of laws and Articles of Association of the Company. In 2014, the Board comprised four executive Directors and three non-executive Directors. Directors are appointed in accordance with the principles and procedures of laws and Articles of Association of the Company.

E2. Independence from the management

The Board of Directors acts independently from the management. There is a clear segregation of duties and responsibilities between the Board of Directors and management. The Board of Directors formulates policies, provides strategic business direction as well as oversees and ensures that operations are carried out according to highest levels of transparency and disclosure, in accordance with the respective policies.

To ensure an appropriate balance of power, increased accountability and a greater capacity of the Board for independent decision-making, the Company has a clear division of responsibilities at the top level of the Company, with the Chairman of the Board and the President having clearly separated roles.

E3. Appropriateness of the Board

The number of Directors on the Board is in accordance with Clause 16 of the Article of Association which stipulates that "there shall be no less than five Directors and no less than half of total number of Directors who must reside in the Kingdom of Thailand". Clause 22 has prescribed that one-third of the Directors must retire at each Annual General Meeting. Should the number not be divisible by three, the number must be closest to one-third. A retiring Director is eligible for re-election.

E4. Effectiveness of the Board

The Board has in place adequate internal control systems to ensure that the Company's operations are carried out responsibly, with integrity and in accordance with regulations of the SEC and SET. Together with the Audit Committee, the Board safeguards the resources of the Company and ensures that procedures and policies are adhered to in the management of the Company.

- The Board of Directors is responsible for the Company's internal control system. It ensures that appropriate policies are in place for effective functioning of the Company's business operations. The Company has engaged the audit team from Straits Mansfield Property Marketing Pte Ltd. (Straits Mansfield) to audit the Company at least once a year. The Internal Audit team then reports its findings to the Board of Directors and the Audit Committee.
- The Board of Directors and the Audit Committee (AC) will then review all items to ensure compliance with relevant laws and regulations as well as with internal

policies with respect to the conduct of business. The AC will review the quarterly financial statements and report to the external auditors as well as Internal Audit team before seeking approval from the Board of Directors. The AC is satisfied that KTP and its subsidiaries have maintained adequate internal controls for the year 2014.

- It is the Company's policy to appoint a Company Secretary in compliance with the applicable Securities and Stock Exchange Act (No.4) BE 2551 (2008) and principles of good corporate governance. The Company Secretary is further encouraged to attend appropriate training courses to enhance his or her skills.
- The Board of Directors convenes on a quarterly basis and will call for additional meetings as circumstances require. The following reports and procedures are provided to the Board of Directors to allow them to better anticipate risks and key drivers ahead of events so that the Management can make timely decisions.

The reports and procedures include:

- **Whistle-Blower Protection Policy:**

The purpose of this policy is to encourage reporting in good faith of suspected reportable conduct by establishing clearly defined processes through which such reports may be made with confidence that employees and other persons making such reports will be treated fairly and protected from reprisal. This policy is one channel through which the Company receives information on suspected reportable conduct and to address them in an appropriate and timely manner.

"Reportable Conduct" refers to any act or omission by an employee or contract worker appointed by the Company, which occurred in the course of his or her work whether or not the said act is within the scope of their employment. It includes:

- (1) Dishonesty including, but not limited to, theft or misuse of Company's resources;
- (2) Fraud;
- (3) Corruption;
- (4) Illegal activities;
- (5) Other serious improper conduct;
- (6) Unsafe work practices or ;
- (7) Any other conduct which may cause losses, financial or otherwise, to KTP or be seen as being detrimental to KTP's reputation.

- **Enterprise Risk Management**

Enterprise Risk Management is a process designed to identify potential events that may impact the Company caused by changing economic, financial, social and legal situations, and to specify sufficient protection and suitable resolution measures to prevent and mitigate such risks, including analysis of circumstances as well as the probability of risky events occurring. KTP's enterprise risk management process is implemented on a quarterly basis, and is integrated with Keppel Land's Enterprise Risk Management initiatives.

- **Internal Audit Report**

An internal audit is conducted annually to review the adequacy and effectiveness of key controls, procedures and processes of the Company and its subsidiaries. A report is then generated to address three key areas which include the adequacy and effectiveness of existing internal controls and operational procedures, compliance with established policies and procedures as well as the weaknesses and recommendations for improvement in the areas reviewed.

9.2 BOARD COMMITTEES

The Board currently comprises three committees: the Board of Directors, the Executive Committee (EC) and the Audit Committee (AC).

9.2.1 BOARD OF DIRECTORS:

The Board of Directors assumes full authority over the management of the Company and ensures that the Company's operations meet its set objectives and complies with Articles of Association and shareholders' resolutions.

Roles, Duties and Responsibilities of the Board of the Directors

The principal functions of the Board of Directors are as follows:

- 1) Review and approve the Company's corporate policy and the authorisation matrix.
- 2) Provide full and timely information disclosure to shareholders.
- 3) Be accountable to all shareholders by adopting best practices to enhance value for shareholders.
- 4) Manage the Company in accordance with relevant laws, objectives and Articles of Association of the Company including shareholders' resolutions.
- 5) Review, and where required, approve key strategies, objectives and plans of the Company and appropriate financial and operational matters.
- 6) Advise management on significant issues that may impact the Company.
- 7) Evaluate the adequacy of internal controls, risk management, financial reporting and compliance.
- 8) Nominate Directors and ensure that the structure and practices of the Board provide for sound corporate governance.
- 9) Supervise and appropriately remunerate senior management.

The Company's Board of Directors as at 31 December 2014 include:

Mr Ng Ooi Hooi	Chairman
Mr Oh Weng Soon (Oh Lock Soon)	Director
Mrs Jiraporn Pimpoorash	Independent Director
Prof Chukiat Pramoolpol	Independent Director
Mr Somprasong Makkasaman	Independent Director
Mr Lim Kei Hin	Director
Madam Melissa Tan Siew Ngok	Director

9.2.2 EXECUTIVE COMMITTEE:

The Executive Committee (EC) consists of three non-Executive Directors and one Executive Director with the competencies and expertise to oversee the business, assets, affairs and performance of the Company. The EC focuses its activities regularly on the key requirements and policies of the Company.

Roles, Duties and Responsibilities of the Executive Committee

- 1) To operate the daily business of the Company in line with the Company's policy and budgets, set the directions, targets, organisation and business operations of the Company, at the same time, monitor the Company's performance in achieving its targets.
- 2) To assess transactions of the Company and its subsidiaries which may have conflicts of interest with the Company. The EC would then have to propose the meeting of the AC and the Board of Directors before the transaction is approved.
- 3) To perform operations as assigned by the Board of Directors and to approve other business operations of the Company as delegated by the Board.
- 4) To approve credit and write-off debts within the authorised limits.
- 5) To approve the hiring of consultants and procurement of materials in accordance with procedures.

The Company's Executive Committee as at 31 December 2014 include:

Mr Ng Ooi Hooi	Chairman
Mr Oh Weng Soon (Oh Lock Soon)	Member
Mr Lim Kei Hin	Member
Madam Melissa Tan Siew Ngok	Member

9.2.3 AUDIT COMMITTEE:

The Audit Committee (AC) is appointed by the Board of Directors in accordance with the requirements of the SET. The AC convenes at least four times a year to review the Company's business operations. In 2014, the AC called for five (5) meetings.

Roles, Duties and Responsibilities of the AC

The AC is guided by the following terms of reference:

- 1) Review financial statements to ensure adequacy, accuracy and proper disclosure as required by accounting standards and relevant laws.
- 2) Review the efficiency of the internal audit system set by management.
- 3) Review business operations in accordance with the requirements of the Securities and Exchanges Act, Rules and Principle Standards of the SET or any other laws related to the Company's business.
- 4) Consider, select and nominate an independent person as the Company's auditor, and to propose the aforementioned person's remuneration, as well as to attend the meeting separately with external auditors to discuss any matters without the presence of management at least once a year.

- 5) Review relevant transactions for any conflicts of interest, adherence to related laws and regulations of compliance and to ensure that such transactions are transparent.
- 6) Ensure transparency and accuracy in the Company's disclosure of relevant transactions, conflicts of interest or any other operation which may cause significant impact on the Company.
- 7) Report on activities of the AC in the Company's annual reports which must be signed by the Chairman of the AC.
- 8) Perform any other act as assigned by the Board of Directors with the agreement of the AC.

The Company's Audit Committee as at 31 December 2014 include:

Mrs Jiraporn Pimpoorash	Chairman
Prof Chukiat Pramoolpol	Audit Committee
Mr Somprasong Makkasaman	Audit Committee

Mrs Jiraporn Pimpoorash, with her extensive experience in the relevant industry for 25 years, is qualified to carry out the audits for KTP.

9.3 SELECTION OF DIRECTORS AND EXECUTIVE OFFICER

The Board of Directors is responsible for the operations of the Company and has the duty to select qualified and accountable persons capable of maintaining good relations with the Board for Executive positions. To appoint the directors and management, the Company shall consider and propose qualified persons in accordance with the laws and the relevant regulations, including the Articles of Association of the Company. The Board of Directors and Audit Committee will recommend such persons.

In appointing a member, the Board of Directors shall refer to the following for guidance:

Scenario 1: In the event of expiration of a Director's term, the Boards shall recommend suitable candidates for election at the Annual General Meeting.

Scenario 2: In the event that an existing Director leaves before the expiration of his or her term, the Boards shall appoint a qualified person in his or her place with voting of no less than three-fourths and shall hold the office until the expiration of the term. The person appointed as new Board member shall serve the remainder of that term.

9.4 INSIDER INFORMATION CONTROL

The Company carefully monitors conflicts of interest by setting out clear policies and procedures regarding the utilisation of sensitive information affecting trading of the Company's shares.

The Company has adopted the insider trading policy, which is set out in its Code of Business Conduct.

The policy prohibits internal stakeholders from trading in the securities of the Company if he or she is in possession of information which would, or would be likely to, have material effect on the financials of the Company.

It is outlined as follows:

- a) The Company carefully monitors the utilisation of sensitive information which will affect the trading of the Company's shares. All Directors, Management and employees, including their spouse and children under the age of 21, are strictly prohibited to trade in the Company's securities in the one month before inside information or financial statements are due to be released publicly.
- b) All Directors and Management are also required to file reports to the SET to disclose any changes in their Company's securities holdings each time such changes occur.
- c) All staff of the Company are required to acknowledge this policy upon hire and are also required to review this policy annually to ensure compliance. Any employee who fails to observe the insider trading policy will be subjected to disciplinary action, including dismissal, in addition to civil and criminal penalties.

9.5 AUDIT FEE

9.5.1 Audit fee

The Company and subsidiaries engaged EY Office Limited for auditing services and paid for audit fee expenses incurred in 2014 totaling to an amount of Baht 1,920,000.

Auditor's Fee for the Company	Baht 500,000
Auditor's Fee for subsidiaries	Baht 1,420,000

9.5.2 Non-audit fee

None.

10. CORPORATE SOCIAL RESPONSIBILITY

SUSTAINABILITY FRAMEWORK

As a good corporate citizen, KTP is committed to delivering value to its stakeholders, nurturing communities and being eco-conscious wherever it operates. The Company strives to achieve the following for its key stakeholders:

Customers:

To develop quality homes of enduring value

Investors:

To deliver sustainable earnings and maximise shareholder returns

Employees:

To provide employees a safe working environment, as well as empower them through training and development

Business Partners:

To build long-term and mutually beneficial relationships

Communities:

To be a responsible corporate citizen and contribute back to the community

10.1 BUSINESS ETHICS

KTP complies with Thailand's laws and regulations and SET's regulations of good corporate citizenship. The Company's policy is to conduct business with integrity, fairness, and impartiality, in an ethical and proper manner with all stakeholders including customers, suppliers, communities and employees. KTP employees are to comply with all laws and regulations and act in the best interest of the Company.

The Company aims to provide sustainable growth and treats all shareholders equally.

10.2 ANTI-CORRUPTION

KTP has anti-corruption policies and measures to protect its businesses, resources and reputation. During 2Q 2014, the Human Resources team disseminated the Company's anti-corruption policy to all staff. The policy was acknowledged by all staff.

The anti-corruption policy is as follows:

- a. The Company's employees must under no circumstances offer, promise, give or authorise the giving, directly or through third parties, of any bribe, kickback, illicit payment, benefit in kind or any other advantage to any customer, supplier,

contractor, or any other person or entity, as an inducement or reward for an improper performance or non-performance of a function or activity. Facilitation payments are also considered bribery. Employees should not make any facilitation payments on any company's behalf.

- b. Similarly, KTP staff must not under any circumstances solicit or accept, directly or indirectly, any bribe, kickback, illicit payment, benefit in kind or any other advantage from any customer, supplier, contractor, or any other person or entity that is intended to induce or reward an improper performance or non-performance of a function or activity.
- c. Report Mechanism: The Company has a channel of anti-corruption reporting in place. Employees are encouraged to make a protected report in relation to a suspected Reportable Conduct to his supervisor and/or the Audit Committee Chairman.
- d. Investigation: The Company monitors all investigations closely. The Audit Committee Chairman will review the information disclosed, interview and determine whether the circumstances warrant an investigation and if so, the appropriate investigative process to be employed and corrective actions (if any) to take.

10.3 HUMAN RIGHTS

KTP is a strong supporter of human rights of its employees and others involved in KTP's operations including working labours of contractors.

Company policy prohibits discrimination of any kind, and will not tolerate any bias including but not limited to ethnicity, gender, religious belief, nationality, age or physical disability. KTP aims to provide a work environment that fosters mutual employee respect and promotes harmonious working relationships.

At KTP, safety is of utmost importance. KTP conducts its business in a manner that protects the safety of all employees and others involved in its operations, as well as customers and the public to achieve a zero-harm workplace.

10.4 FAIR TREATMENT TO LABOUR

KTP conducts its business operations in accordance to (Thailand's?) labour laws. The Company is committed to protect human dignity, rights and liberty of individuals through its oversight of operations. The Company provides equitable treatment to all employees.

KTP has a human resources development plan in place which includes professional training with the intention to develop employees with clear performance evaluation and promotion procedures.

The Company also provides annual medical check-ups with medical care seminars and a medical payment plan to all employees.

10.5 RESPONSIBILITY TO CUSTOMERS

KTP aims to provide correct and accurate portrayal of its products and services as well as of the Company to its customers. The Company aims to deliver quality homes of quality and value to customers. KTP also has avenues for customer feedback to meet the needs of customers.

10.6 PROMOTING GREEN INITIATIVES

In 2014, KTP carried out regular campaigns and activities to promote environmental awareness among staff.

KTP launched a *"Think Before Print"* campaign to reduce the use of paper in the corporate office. Instead of the traditional paper greeting cards, the Company produced e-greeting cards to be sent to external stakeholders during festive periods. Internal memorandums were circulated via email. The Company also encouraged employees to save electricity whenever possible. Air-conditioners, lightings and computer screens were turned off during lunch period as or when left unused for long periods of time.

On 28 March 2014, KTP organised its inaugural Bike Rally Day as part of its initiative to lessen its carbon footprint by encouraging staff to use the bicycle as the preferred mode of transport. President of KTP, Mr Oh Lock Soon, led a group of 45 employees on a 3.2 km biking trail at Wachira Benjathas Park (Suan Rot Fai), Bangkok.

10.7 SUPPORTING THE UNDERPRIVILEGED

KTP Volunteers

KTP supports the less fortunate in society and strives to give back to the community wherever possible. The Company rallies its employees and their families to take part in volunteer activities to help the underprivileged under the KTP Volunteers initiative which was launched in 2013.

On 30 April 2014, KTP joined efforts with the Singapore-Thai Chamber of Commerce (STCC) to organise an educational outing to Siam Ocean World, Thailand's largest aquarium, for a group of 42 boys from KTP's adopted charity Baan Sang San Dek, a non-profit shelter in Pratumthani for underprivileged boys aged six to 17 years old. A total of 15 volunteers participated in this outing, among them, ten were KTP staff. It was the Company's third CSR activity with Baan Sang San Dek since their collaboration started in 2013.

In November 2014, KTP again collaborated with STCC and rallied KTP's contractors to participate in a construction exercise to build a new two-storey dormitory building for Baan Sang San Dek. Completed in December 2014, the dormitory can house 40 boys.

10.7 SUPPORTING THE UNDERPRIVILEGED (Continue)

Materials were sourced from unused cabinets from the Villa Arcadia show houses. Volunteers also installed five shoe cabinets in the dormitory and installed light fixtures around the premises to ensure safety onsite. Fifty electric outlets were also installed. KTP also donated and installed five closets as well as outdoor tables and chairs. In addition, KTP staff also donated 40 sets of table lamps, recycled clothes, pre-loved toys, books, and bed sets.

11. INTERNAL CONTROL AND RISK MANAGEMENT

The Board of Directors and Audit Committee (AC) are of the opinion that Keppel Thai Properties (KTP) and its subsidiaries have in place adequate internal control systems and processes that safeguard and protect the Company's resources. The policies and procedures also ensure effective management of the Company.

KTP has engaged the Internal Audit team at Straits Mansfield Property Pte Ltd. (Straits Mansfield) to provide professional and consultancy services at least once a year. The internal as well as external auditor reports, including recommendations made by these auditors are reviewed by the Audit Committee and then surfaced to the Board of Directors.

The Board of Directors and the AC are satisfied that the internal controls, addressing the financial, operational and compliance risks of the Company are adequate.

12. RELATED PARTY TRANSACTIONS

APPROVAL PROCEDURES OF RELATED PARTY TRANSACTIONS

In case that the Company, its subsidiaries, related persons or parties enter into related party transactions, the Company shall proceed in accordance with laws, regulations of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) to comply with corporate governance principles. Such related party transactions shall be agreed and approved by the Board of Directors and shareholders. However, no Director or Executive with conflict of interest in the matter shall be involved in the approval.

POLICIES ON FUTURE RELATED PARTY TRANSACTIONS

The Audit Committee and the Company will oversee any future related party transactions together to ensure that they will be handled properly and approved in accordance with relevant procedures. The related party transactions shall be disclosed according to regulations of the SEC and the SET. The Company will ensure that related party transactions shall be entered into for the best interest of the shareholders.

RELATED PARTY TRANSACTIONS DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2014

1. The loans and interest payment transactions between the Company and its Subsidiaries
These transactions are entered into during the normal course of business on an arm's length basis and under reasonable commercial terms. The loans have been used for land and property development of the subsidiary companies which have been approved by the Board of Directors.
2. Management Fee
The Company has entered into a management agreement with Straits Mansfield Property Marketing Pte Ltd. (Straits Mansfield), a subsidiary of Keppel Land Limited (Keppel Land) which is the Company's major shareholder, to provide professional and consultancy services. This transaction is a normal business transaction based on reasonable commercial terms, and has been approved by the Board of Directors.
3. Internal Audit
The Company has entered into an agreement with Straits Mansfield to provide internal audit services. This is a normal business transaction based on reasonable commercial terms, and has been approved by the Board of Directors.
4. Loans between Keppel Land Financial Services Pte Ltd and the Company's subsidiaries
These transactions are entered into during the normal course of business on an arm's length basis and under reasonable commercial terms. The loans have been used for land and property development which have been approved by the Board of Directors.

5. Leases and Services between the Company and its Subsidiaries

The Company has entered into an agreement for leases and services of Jewellery Centre Building with its subsidiaries, whereby the subsidiary companies shall use the building as their head office. It is a normal business transaction based on reasonable commercial terms, and has been approved by the Board of Directors.

6. Management Fee between the Company and its subsidiaries

The Company has entered into a management agreement with the Company's subsidiaries to provide professional and consultancy services. It is a normal business transaction based on reasonable commercial terms, and has been approved by the Board of Directors.