



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : RHOM BHO PROPERTY PUBLIC COMPANY LIMITED

Symbol : TITLE

Address : 444 - 444/1 Pracha Uthit Road, Huaykwang, Huaykwang District

Province : Bangkok

Postcode : 10310

Business : TITLE is a property developer for sale by focusing on condominium brand "The Title" in Phuket.

Registration Number : 0107559000478

Telephone : 0-2103-6444

Fax (if applicable) : 0-2103-2444

Website : www.rhombho.co.th

Email : info@rhombho.co.th

Total Shares Sold (shares)

Common Stock : 721,897,493

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	92,786.29	76,039.24	595,964.09
Real estate (Thousand baht)	92,786.29	76,039.24	595,964.09

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Real estate (%)	100.00	100.00	100.00

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	92,786.29	76,039.24	595,964.09
Domestic (Thousand baht)	92,786.29	76,039.24	595,964.09
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	0.00	0.00	0.00

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

The risks associated with the nature of the Company's business operations

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Policies or international agreements related to business operations
- Business operations of partners in the supply chain

Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Climate change and disasters
- Impact on the environment
- Impact from population structure

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : No

Company environmental guideline : Waste Management

Results with Respect to the Environmental Aspect (3.3.2)

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total (Tons of carbon dioxide equivalents)	N/A	N/A	N/A

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : No

Company human right guideline : Employee Rights, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2020	2021	2022
Number of male employees (persons)	49	49	48
Number of female employees (persons)	51	46	54
Total (persons)	100	95	102

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	11	28	10
Employee development and training expenses (baht)	42,018.00	34,926.00	36,090.00

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

• Employee retention

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	5.00	6.32	11.76

• Significant labor dispute

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.rhombho.co.th/storage/content/corporate-governance/cg-document/20210518-title-cg-policy-th.pdf>

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

**Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information**

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	9	100.00
Number of male directors	6	66.67
Number of female directors	3	33.33
Number of executive directors	4	44.44
Number of non-executive directors	5	55.56
Number of independent directors	3	33.33

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SUVIT LAMSAM Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	29 Apr 2021	Accounting, Corporate Management, Governance/ Compliance

2.	<p>Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG</p> <p>Gender: Female</p> <p>Age: 62 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	29 Apr 2022	Law, Corporate Management, Governance/ Compliance
3.	<p>Mr. CHAIVUTH CHITTRAKHANI</p> <p>Gender: Male</p> <p>Age: 67 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: public administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	29 Apr 2022	Corporate Management, Governance/ Compliance
4.	<p>Mr. DENDANAI HUTAJUTA</p> <p>Gender: Male</p> <p>Age: 62 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	29 Apr 2021	Accounting, Corporate Management, Property Development, Strategic Management, Governance/ Compliance
5.	<p>Mr. DARONG HUTAJUTA</p> <p>Gender: Male</p> <p>Age: 61 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	29 Apr 2020	Engineering, Corporate Management, Property Development, Strategic Management, Governance/ Compliance

6.	<p>Mr. VIROJ HUTAJUTA</p> <p>Gender: Male</p> <p>Age: 85 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Master of Science Mathematics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Re-elected as director</p>	29 Apr 2022	Corporate Management, Governance/ Compliance
7.	<p>Mr. PRASERT VANNACHAROEN</p> <p>Gender: Male</p> <p>Age: 62 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: social development administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	29 Apr 2020	Law, Corporate Management, Governance/ Compliance
8.	<p>Ms. CHERAYA UDOMVONGSUP</p> <p>Gender: Female</p> <p>Age: 56 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	29 Apr 2020	Accounting, Corporate Management, Governance/ Compliance
9.	<p>Mrs. SRIRATANA HUTAJUTA</p> <p>Gender: Female</p> <p>Age: 78 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Education</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	21 Oct 2022	Corporate Social Responsibility, Human Resource Management, Governance/ Compliance

List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
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1.	Mr. SASIPONG PINKAEW	Director	Date position was	Mrs. SRIRATANA HUTAJUTA
	Gender: Male	(Executive)	assumed:	Date position was assumed:
	Age: 61 years old		29 Apr 2021	21 Oct 2022
	Highest level of education:		Date directorship	
	Bachelor's degree		ended:	
	Major: Accounting		30 Sep 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda
of the Board of Directors' meetings : Yes

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SUVIT LAMSAM [1] Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Re-elected as director	2 Nov 2022	Accounting, Corporate Management, Governance/ Compliance
2. Mr. CHAIVUTH CHITTRAKHANI [1] Gender: Male Age: 67 years old Highest level of education: Master's degree Major: public administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	2 Nov 2022	Corporate Management, Governance/ Compliance
3. Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG [1] Gender: Female Age: 62 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	2 Nov 2022	Law, Corporate Management, Governance/ Compliance

[1] A director with the accounting expertise needed to review financial statements

Executive Committee

List of executive committee members

General information	Position	Date position was assumed
1. Mr. DENDANAI HUTAJUTA Gender: Male Age: 62 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	2 Nov 2022
2. Mr. DARONG HUTAJUTA Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	2 Nov 2022
3. Mr. PRASERT VANNACHAROEN Gender: Male Age: 62 years old Highest level of education: Master's degree Major: social development administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	2 Nov 2022

List of executive committee members who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
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1.	Mr. SASIPONG PINKAEW	Member of the executive committee	Date position was assumed:	Mr. PRASERT VANNACHAROEN
	Gender: Male			Date position was assumed:
	Age: 61 years old		2 Nov 2019	21 Oct 2022
	Highest level of education:		Date directorship ended:	
	Bachelor's degree			
	Major: Accounting		30 Sep 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Risk Management Committee	Mr. CHAIVUTH CHITTRAKHANI	Chairman
	Mr. DARONG HUTAJUTA	Member
	Mr. PRASERT VANNACHAROEN	Member
Nomination and Compensation Committee	Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG	Chairman
	Mr. CHAIVUTH CHITTRAKHANI	Member
	Mr. DENDANAI HUTAJUTA	Member
	Mr. DARONG HUTAJUTA	Member

Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination : Nomination and Compensation Committee

Sub-committees responsible for remuneration : Nomination and Compensation Committee

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. DENDANAI HUTAJUTA Gender: Male Age: 62 years old Highest level of education: Bachelor's degree Major: Accounting	CHIEF EXECUTIVE OFFICER	11 Oct 2016	Accounting, Corporate Management, Property Development, Strategic Management, Governance/ Compliance
2. Mr. DARONG HUTAJUTA Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Engineering	MD Product development	11 Oct 2016	Engineering, Corporate Management, Property Development, Strategic Management, Governance/ Compliance
3. Mr. PRASERT VANNACHAROEN Gender: Male Age: 62 years old Highest level of education: Master's degree Major: social development administration	MD Operation & Lagal	11 Oct 2016	Law, Corporate Management, Governance/ Compliance
4. Ms. CHERAYA UDOMVONGSUP [1] Gender: Female Age: 56 years old Highest level of education: Bachelor's degree Major: Accounting	Duputy Managing Direcdtor of Accounting & Finance	1 Jul 2014	Accounting, Corporate Management, Governance/ Compliance

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : No

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	26,045,988.00	20,446,215.00	18,644,350.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 48

Number of female employees (persons) : 54

Total (persons) : 102

Provident fund

Total number of employees (persons) : 102

Number of employees contributing to the PVD (persons) : 72

Percentage of employees who are members (%) : 70.59

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Mrs. Bumpen Dansawad	bumpen.d@rhombho.co.th	0-2103-6444 ext. 113

- Company secretary

General information	Email	Telephone
1. Mr. charoen Boonmanosup	charoen.b@rhombho.co.th	0-2103-6444 ext. 117

- Head of internal audit

General information	Email	Telephone
1. Mr. Parkin Virulhakul	parkin.v@professone.com	-

- Head of investor relations

General information	Email	Telephone
1. Mr. charoen Boonmanosup	charoen.b@rhombho.co.th	0-2103-6444 ext. 117

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. SIAM TRUTH AUDIT COMPANY LIMITED	<p>1. Ms. Sirada Jarutakanont Email: audit@siamtruth.com Telephone: 02 2759599</p> <p>2. Ms. khaymanundt Chaichuen Email: audit@siamtruth.com Telephone: 02 2759599</p> <p>3. Mr. Kraisit Silapamongkonkul Email: audit@siamtruth.com Telephone: 02 275 9599</p>	1,400,000.00	Details: Other Total service fee (baht): 120,079.00

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

- List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG Gender: Female Age: 62 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 29 Apr 2022	Law, Corporate Management, Governance/ Compliance
2. Mr. CHAIVUTH CHITTRAKHANI Gender: Male Age: 67 years old Highest level of education: Master's degree Major: public administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 29 Apr 2022	Corporate Management, Governance/ Compliance
3. Mr. VIROJ HUTAJUTA Gender: Male Age: 85 years old Highest level of education: Master's degree Major: Master of Science Mathematics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 29 Apr 2022	Corporate Management, Governance/ Compliance

• List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. SRIRATANA HUTAJUTA Gender: Female Age: 78 years old Highest level of education: Bachelor's degree Major: Education Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 21 Oct 2022	Corporate Social Responsibility, Human Resource Management, Governance/ Compliance

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SUVIT LAMSAM	Chairman of the board	Non-participating
Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG	Vice Chairman	Non-participating
Mr. CHAIVUTH CHITTRAKHANI	Director	Non-participating
Mr. DENDANAI HUTAJUTA	Director	Non-participating
Mr. DARONG HUTAJUTA	Director	Non-participating
Mr. VIROJ HUTAJUTA	Director	Non-participating
Mr. PRASERT VANNACHAROEN	Director	Non-participating
Ms. CHERAYA UDOMVONGSUP	Director	Participating
Mrs. SRIRATANA HUTAJUTA	Director	Non-participating
Mr. SASIPONG PINKAEW	Director	Non-participating

Directors' performance assessment

Method used to evaluate directors' performance : Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 6

Date of AGM meeting : 29 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. SUVIT LAMSAM (Chairman of the board)	-	6/6	Participating	Did not hold the meeting
2. Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG (Vice Chairman)	-	6/6	Participating	Did not hold the meeting
3. Mr. CHAIVUTH CHITTRAKHANI (Director)	-	6/6	Participating	Did not hold the meeting
4. Mr. DENDANAI HUTAJUTA (Director)	-	6/6	Participating	Did not hold the meeting
5. Mr. DARONG HUTAJUTA (Director)	-	6/6	Participating	Did not hold the meeting
6. Mr. VIROJ HUTAJUTA (Director)	-	6/6	Participating	Did not hold the meeting
7. Mr. PRASERT VANNACHAROEN (Director)	-	6/6	Participating	Did not hold the meeting
8. Ms. CHERAYA UDOMVONGSUP (Director)	-	6/6	Participating	Did not hold the meeting
9. Mrs. SRIRATANA HUTAJUTA (Director)	-	1/6	Non-participating	Did not hold the meeting
10. Mr. SASIPONG PINKAEW (Director)	30 Sep 2022	4/6	Participating	Did not hold the meeting

Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. SUVIT LAMSAM (Chairman of the board)	-	120,000.00	180,000.00	N/A
2.	Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG (Vice Chairman)	-	90,000.00	144,000.00	N/A
3.	Mr. CHAIVUTH CHITTRAKHANI (Director)	-	90,000.00	144,000.00	N/A
4.	Mr. DENDANAI HUTAJUTA (Director)	-	0.00	0.00	N/A
5.	Mr. DARONG HUTAJUTA (Director)	-	0.00	0.00	N/A
6.	Mr. VIROJ HUTAJUTA (Director)	-	90,000.00	144,000.00	N/A
7.	Mr. PRASERT VANNACHAROEN (Director)	-	0.00	0.00	N/A
8.	Ms. CHERAYA UDOMVONGSUP (Director)	-	0.00	0.00	N/A
9.	Mrs. SRIRATANA HUTAJUTA (Director)	-	15,000.00	24,000.00	N/A
10.	Mr. SASIPONG PINKAEW (Director)	30 Sep 2022	0.00	0.00	N/A

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. SUVIT LAMSAM (Chairman of the audit committee)	-	4/4
2.	Mr. CHAIVUTH CHITTRAKHANI (Audit committee)	-	4/4
3.	Mrs. JITTIMA SAJJAVANIJ INTUJUNYONG (Audit committee)	-	4/4