



Bangkok Chain Hospital Public Company Limited

Disclosure Policy

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Disclosure Policy

Bangkok Chain Hospital Public Company Limited

1. Introduction

1.1 The Company is committed to disclosing information to shareholders and investors accurately, sufficiently, timely, equally, and in compliance with applicable laws and regulations, to enhance investor confidence in the Company's reliability and integrity.

1.2 As a listed company on the Stock Exchange of Thailand ("SET"), the Company is obligated to comply with disclosure requirements on time. Such information may affect the price or value of the Company's securities or influence investors' decisions to buy or sell the Company's securities. Failure to strictly comply with this policy may result in civil or criminal liability for the Company and its employees and may cause damage to the Company's reputation.

2. Principles of Information Disclosure

The disclosure of information shall adhere to the following principles:

(1) Compliance with Laws and Regulations

The Company's disclosure of information must comply with all applicable laws and relevant regulations.

(2) Transparency and Accountability

All disclosures must be accurate, sufficient, timely, and consistent. Such information may have either positive or negative impacts on the Company, investors, or the securities market.

(3) Fairness and Equal Access to Information

When disclosing material information that has not yet been made public, the Company must ensure that all investors are treated fairly and equally in accessing such information. Selective disclosure of information to specific individuals or groups is strictly prohibited.

3. Objectives

This Information Disclosure Policy is established with the following objectives:

(1) To ensure the Company's compliance with reporting obligations as required by the Stock Exchange of Thailand (SET), as follows:

(1.1) The SET Regulation (๒๖/๒ 11-0) regarding criteria, conditions, and procedures for the disclosure of information and operational practices of listed companies.

(1.2) The SET Announcement (๒๖/๒ 23-00) provides guidelines for information disclosure by listed companies.

(2) To enable the Company to disclose information in line with investor expectations of listed companies, ensuring that investors can accurately assess the value of the Company's securities.

4. Scope of Enforcement

- 4.1 This policy applies to all executives, employees, subsidiaries, authorized spokespersons, and any other individuals within the Company.
- 4.2 This policy covers the disclosure of information in documents submitted to the Stock Exchange of Thailand (SET), including both financial and non-financial information, management discussion and analysis (MD&A), statements presented in annual or quarterly reports, press releases, letters to shareholders, documents or materials used in presentations by senior management, as well as information published on the Company's website or through other electronic media.
- 4.3 This policy also applies to verbal disclosures made during meetings and telephone conversations with analysts and investors, media interviews, public speeches, press conferences, and teleconferences.
- 4.4 Disclosures related to public relations activities such as corporate social responsibility (CSR) initiatives, product or service promotions, or other similar activities are not subject to this policy, as they are considered part of normal day-to-day business operations.

5. Responsibilities and Authorized Spokespersons

- 5.1 The Chief Executive Officer (CEO) shall be responsible for overseeing and implementing this policy to ensure the Company's compliance with the established information disclosure requirements and shall have the ultimate authority to decide whether to disclose or withhold any information.
- 5.2 The Chief Financial Officer, Head of Investor Relations, and Company Secretary shall support the CEO in ensuring that the Company complies with the principles and requirements of information disclosure.
- 5.3 The CEO and the Head of Investor Relations are designated as the Company's authorized spokespersons responsible for communicating any information of the Company and its subsidiaries to the media, analysts, and investors. These authorized spokespersons may delegate communication tasks to another individual, provided that such delegation is limited to matters within the scope of the delegate's responsibilities.
- 5.4 If any executive or employee receives an inquiry or is asked to comment by investors or the media regarding matters related to the Company, they must state that they are not authorized to speak on behalf of the Company and should refer the matter to the Investor Relations Department or the Corporate Affairs and General Administration Department.

6. Disclosure of Material Information

6.1 Company's Obligation to Disclose Information

- 6.1.1 The Company has a duty to notify the Stock Exchange of Thailand (SET) of any material information that may affect the price or value of the Company's securities or the interests of shareholders. Such disclosures must be made completely and in compliance with the rules, regulations, and announcements of the SET.
- 6.1.2 Examples of Events Related to Operations or the Buying and Selling of the Company's Securities That Must Be Immediately Disclosed to the Public

- (1) Joint ventures, mergers, or acquisitions.
- (2) Announcement of dividend payments or non-payments, or declaration of profits or losses.
- (3) Changes in par value or declaration of stock dividends.
- (4) Acquisition or loss of significant commercial contracts.
- (5) Launch of significant new products, major developments related to resources, technology, products, and markets, or significant discoveries of natural resources.
- (6) Changes in controlling power or significant changes in the Board of Directors and senior management.
- (7) Redemption of securities.
- (8) Borrowings that are material to the Company's financial position and operating results.
- (9) Issuance of a material amount of additional shares offered to the public or specific individuals.
- (10) Significant legal disputes.
- (11) Acquisition or disposal of significant assets.
- (12) Material changes to investment projects.
- (13) Changes in the Company's objectives.
- (14) Significant disputes involving labor, subcontractors, or key suppliers.
- (15) Making a tender offer for the securities of another company.
- (16) Significant changes in accounting policies.

Note: The above list is provided as examples only and does not represent all possible events. When making decisions regarding information disclosure, the Company should refer to the Stock Exchange of Thailand (SET) Regulation (ปจ/ป 11-0) regarding the rules, conditions, and procedures governing the disclosure of information and actions of listed companies as a guideline for consideration.

6.1.3 The Company is exempted from immediate public disclosure if it can maintain complete confidentiality under the following circumstances:

- (1) When immediate disclosure would adversely affect the Company's ability to achieve its business objectives.
- (2) When the facts are subject to change, and appropriate timing of disclosure is necessary.
- (3) When immediate disclosure would provide significant benefits to the Company's competitors.

6.2 Information Disclosure Procedures

6.2.1 The Chief Financial Officer (CFO) and Head of Investor Relations shall be primarily responsible for determining whether certain information must be disclosed to the Stock Exchange of Thailand (SET). If it is determined that the information meets the disclosure criteria, they shall prepare the information to be released and submit it to the Chief Executive Officer (CEO) for approval.

6.2.2 The CEO has the ultimate authority to decide whether to disclose the information and must take all necessary measures to maintain confidentiality and prevent any abnormal trading of the Company's securities, such as requesting a temporary trading halt. The CEO may also consult with relevant personnel as deemed appropriate.

6.2.3 The CEO may consult with the Chairman of the Board and other directors regarding the disclosure of material information. The CEO must ensure that sufficient time is provided for the Board of Directors to thoroughly consider the disclosure and that their comments and observations are incorporated into the final decision on whether to disclose the information.

6.3 Disclosure of Information to the Stock Exchange of Thailand and the Public

6.3.1 The Company shall not disclose any material information that could affect changes in the price of its securities to the public until such information has been reported to and acknowledged by the Stock Exchange of Thailand (SET). After the disclosure to the SET, the Company shall immediately publish the information on its website in accordance with this policy.

6.3.2 The Company Secretary shall be responsible for notifying all members of the Board of Directors of the information disclosed to the SET.

6.4 Market Rumors or False Markets

6.4.1 The Company has a policy of not commenting on rumors or speculative activities that may cause abnormal trading of the Company's securities, particularly when it is clear that the Company is not the source of such rumors.

6.4.2 The Company may, under certain circumstances, provide clarification regarding rumors or speculative trading, such as when requested by the Stock Exchange of Thailand (SET), a securities regulatory authority, or when the Company deems it appropriate to do so.

6.4.3 The Chief Financial Officer (CFO) and Head of Investor Relations shall assess the nature and content of any clarification to be made regarding rumors or speculative trading and provide recommendations to the Chief Executive Officer (CEO).

6.5 Trading halts

6.5.1 If the Company is in the process of preparing to disclose material information, it may be necessary to request a temporary trading halt of the Company's securities to ensure that the disclosure to the market is conducted fairly and transparently.

6.5.2 The Chief Executive Officer (CEO) has sole authority to make decisions regarding temporary trading halts. Other executives and employees are not authorized to request a trading halt unless they have received prior approval from the CEO.

7. Market Communication

7.1 Communication with Investors

7.1.1 The Company may arrange one-on-one or group meetings with investors to discuss information that has already been disclosed to the Stock Exchange of Thailand (SET).

7.1.2 During meetings with investors, the Company has a policy not to disclose any material information that could affect changes in the price of its securities unless such information has already been disclosed to the SET. If questions arise regarding material information that has not yet been publicly disclosed, executives and employees must either decline to answer or defer their response until after the information has been disclosed to the public through the SET.

7.1.3 During a meeting, if an executive or employee believes that the information being communicated to investors may constitute previously undisclosed material information that could affect the price of the Company's securities, they must immediately report the matter to the Chief Financial Officer (CFO) and Head of Investor Relations.

7.1.4 The Head of Investor Relations is primarily responsible for coordinating and providing information to all investors.

7.2 Briefing materials

Executives must submit all materials used for presentations or meetings with investors, whether one-on-one or group meetings, to the Investor Relations Department for review in advance to ensure that no undisclosed material information is included in the documents used for such presentations or meetings.

7.3 Earnings guidance and forward-looking information

7.3.1 The Company may provide its outlook on earnings or other forward-looking information in its annual and quarterly Management Discussion and Analysis (MD&A) to help investors better assess and forecast the Company's future performance.

7.3.2 All material assumptions used in preparing earnings outlooks or forward-looking information must include statements identifying the risks and uncertainties that could cause actual results to differ materially from those projected.

7.3.3 In the event of unforeseen circumstances or events that cause actual results to differ materially from previously announced earnings outlooks or forward-looking information, or if the Company decides to withdraw previously disclosed outlooks or forecasts (including cases where assumptions are no longer reasonable), the Company shall disclose and explain the reasons for such differences in the MD&A or through the Stock Exchange of Thailand (SET) channels, as well as justify the decision.

7.3.4 All earnings outlooks and forward-looking information prepared by the Company must receive approval from the Board of Directors before being disclosed to the public.

7.4 Analyst reports and forecasts

7.4.1 The Company may assist in reviewing the accuracy of draft analyst reports or models, but only upon request and strictly based on information that has already been disclosed to the public. However, the Company may inquire about an analyst's assumptions if the analyst's estimates differ significantly from those of other analysts or from the Company's announced earnings outlook.

7.4.2 Responses to any analyst inquiries must be limited to accurate and material information that has already been publicly disclosed.

7.4.3 The Company does not endorse or approve any analyst reports or the information contained therein and shall not:

- (1) Distribute individual analyst forecasts or reports externally.
- (2) Reference individual analyst recommendations on the Company's website.
- (3) Selectively refer to specific analysts or provide commentary on the recommendations or research of any particular analyst.

7.4.4 The Company may publish a list of analysts and their affiliated firms who issue research reports on the Company on its website under the Investor Relations section.

7.5 Quiet period

7.5.1 The Company establishes a quiet period of 30 days before the public release of its financial results. This is to ensure fairness and to prevent inappropriate disclosure of information that could affect the Company's securities price during the preparation of financial statements.

7.5.2 During the quiet period, the Company will refrain from providing comments or answering questions regarding its business operations and will not allow meetings with the Company's authorized spokespersons, except in cases involving clarification of information already disclosed, discussions on long-term business strategy, or unforeseen events that may have a material impact on the Company's securities price.

7.5.3 The Company will publish the calendar of the current year's quiet periods on its website.

7.6 Company Website

7.6.1 The Company shall use its website (www.bangkokchainhospital.com) as a public platform for presenting information in accordance with this policy.

7.6.2 All material information shall be published under the "Investor Relations" section of the Company's website immediately upon disclosure to the Stock Exchange of Thailand (SET). This includes the annual report, quarterly reports, and other periodic disclosures such as the minutes of the annual general meeting of shareholders. In addition, any presentation materials prepared by senior executives or other relevant documents may also be published on the website on a case-by-case basis.

7.6.3 The Investor Relations Department shall be responsible for overseeing and maintaining all information in the "Investor Relations" section of the Company's website to ensure that the information is accurate, up-to-date, and compliant with this policy.

7.6.4 The Company does not permit links from its website to analysts' websites containing opinions about the Company and its subsidiaries.

7.7 Chat rooms and Social Networking

Executives and employees of the Company are prohibited from participating in chat rooms, social networking sites, or discussion forums related to the Company's activities or securities under the scope of this policy, unless they have received specific approval from the Chief Executive Officer. Such participation must strictly comply with the principles outlined in this policy.

7.8 Disclaimer

7.8.1 All forward-looking statements or views related to the Company's performance, including teleconferences and presentations to investor groups, must include a standardized disclaimer. This disclaimer is intended to remind investors that actual results may differ materially from the forecasts and to protect the Company from any potential liabilities.

7.8.2 The standardized disclaimer must be included at the end of any published news release that contains forward-looking statements or material facts that may result in outcomes that differ materially from the forecasts.

7.8.3 All standardized disclaimers must be reviewed and approved by the Legal Department before use, as provided in the attached document.

8. Confidentiality

All executives and employees of the Company must not disclose confidential information to any individual unless it is necessary for the ordinary course of business operations. Any disclosure must be strictly limited to individuals who have a legitimate need to know such information.

9. Violation of Policy

Any executive or employee of the Company who violates this policy may be subject to disciplinary action, which may include termination of employment.

10. Maintenance and Promotion of the Disclosure Policy

The Chief Officer responsible for Accounting, Finance, and Investor Relations shall be responsible for monitoring and reviewing this policy and its related procedures on an annual basis. This responsibility includes coordinating with the Human Resources Department to organize training sessions to ensure that all executives and employees are informed of, and understand, the Company's responsibilities and requirements under this policy regarding information disclosure.

This Disclosure Policy shall take effect from January 13, 2025, in accordance with the resolution of the Board of Directors Meeting No. 1/2025, held on January 13, 2025.