



Bangkok Chain Hospital Public Company Limited

Securities Trading Policy of Directors

Executives and Employees

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Securities Trading Policy of Directors, Executives and Employees

Bangkok Chain Hospital Public Company Limited

1. Introduction

Bangkok Chain Hospital Public Company Limited (the “Company”) is committed to treating all shareholders with transparency and fairness in accordance with good corporate governance principles. To achieve this commitment, the Board of Directors has established and implemented this Securities Trading Policy for Directors, Executives, and Employees (the “Policy”).

2. Objectives

The objectives of this Policy are to:

- (1) Establish guidelines and practices for the trading of the Company’s securities by Directors, Executives, and Employees.
- (2) Ensure that Directors, Executives, and Employees comply with the Securities and Exchange Act B.E. 2535 (1992) concerning insider trading.
- (3) Maintain the confidence of shareholders and investors in the Company’s securities.

3. Scope of enforcement

- 3.1 This Policy applies to all Directors, Executives, and Employees of the Company. It also extends to their spouses, domestic partners, minor children, and any legal entities in which these persons collectively hold more than 30% of the total voting rights and are the largest shareholder.
- 3.2 This Policy covers all trading activities involving the Company’s securities listed on the Stock Exchange of Thailand.

4. Definitions

For this Policy, the following definitions shall apply unless otherwise stated:

- (1) **“Securities”** Refers to securities, convertible securities, and derivatives as defined by the Securities and Exchange Commission regulations relating to the reporting of changes in shareholding and derivative contracts by directors, executives, auditors, plan preparers, and plan administrators.
- (2) **“Trading”** Includes buying, selling, transferring, or receiving the transfer of legal benefits related to securities, as well as exercising rights to purchase shares or rights under warrants or debentures.
- (3) **“Inside Information”** refers to material facts that have not yet been disclosed to the public and are likely to affect the price of the Company’s securities. Examples of inside information include:
 - (a) Joint ventures, mergers, or acquisitions.
 - (b) Announcement of dividend payments or non-payments, or declaration of profits or losses.
 - (c) Changes in par value or declaration of stock dividends.
 - (d) Acquisition or loss of significant commercial contracts.

- (e) Launch of significant new products, major developments related to resources, technology, products, and markets, or significant discoveries of natural resources.
 - (f) Changes in controlling power or significant changes in the Board of Directors and senior management.
 - (g) Redemption of securities.
 - (h) Borrowings that are material to the Company's financial position and operating results.
 - (i) Issuance of a material number of additional shares offered to the public or any specific persons.
 - (j) Significant legal disputes.
 - (k) Acquisition or disposal of significant assets.
 - (l) Material changes to investment projects.
 - (m) Changes in the Company's objectives.
 - (n) Significant disputes involving labor, subcontractors, or key suppliers.
 - (o) Making a tender offer for the securities of another company.
 - (p) Significant changes in accounting policies.
- (4) **"Top Four Executives"** refers to executives as defined by the Capital Market Supervisory Board.

5. Duties and Responsibilities

- 5.1 The Board of Directors assigns the Risk Management Committee to oversee compliance with this Policy to ensure adherence by all Directors, Executives, and Employees.
- 5.2 The compliance unit is responsible for implementing this Policy, monitoring its effectiveness, and providing clarification in cases of uncertainty.
- 5.3 All executives are responsible for ensuring their subordinates are aware of and understand the importance of this Policy.
- 5.4 All Directors, Executives, and Employees must strictly comply with this Policy and communicate its requirements to their spouses, domestic partners, and minor children.

6. Policy and Guidelines

6.1 Prohibition of Insider Trading

All Directors, Executives, and Employees must comply with the prohibition against insider trading as stipulated in Section 241 of the Securities and Exchange Act B.E. 2535 (1992), which states: "In the purchase or sale of securities listed on the Stock Exchange or securities traded in a securities trading center, no person shall buy, sell, offer to buy, offer to sell, or induce others to buy or sell, or offer to buy or sell such securities, whether directly or indirectly, in a manner that takes unfair advantage of others by using material facts that have not been disclosed to the public and which the person has become aware of through their position or status. Such actions are prohibited regardless of whether they are undertaken for personal benefit or for the benefit of others, or whether such material facts are disclosed to others to enable them to engage in such transactions, with the person receiving compensation or benefit in return."

6.2 Designated Persons

6.2.1 “Designated Persons” refer to individuals who, by virtue of their position or duties, have access to the Company’s inside information. This also includes their spouses, domestic partners, minor children, and any legal entities in which these individuals, together with their spouses, domestic partners, or minor children, collectively hold more than 30% of the total voting rights and are the largest shareholder in such entity. Designated Persons include:

- (1) Directors.
- (2) Top Four Executives.
- (3) Executives and employees in the following departments: Investment Management, Accounting, Finance, Business Development, Investor Relations, Company Secretary, Internal Audit, Legal, Compliance, and Office of the Chief Executive Officer.
- (4) Executives and employees who attend meetings of the Board of Directors and/or sub-committees.
- (5) Any other persons as determined by the Company.

6.2.2 The Compliance Unit is responsible for maintaining and safeguarding the register of Designated Persons and for notifying individuals when their names are added to or removed from the register.

6.3 Blackout Period

6.3.1 Designated Persons are prohibited from trading the Company Group’s securities during the 30 days prior to the disclosure of the Company’s quarterly and annual financial statements, as well as any other periods that the Company may designate from time to time.

6.3.2 In exceptional circumstances, Designated Persons may be permitted to sell the Company Group’s securities during the blackout period if they are in situations such as severe financial hardship, required compliance with legal obligations, or under a court order. In such cases, a written request stating the reasons must be submitted for approval to:

- (1) The Chairman of the Board of Directors (if the seller is a Director or the Company Secretary).
- (2) The Chairman of the Audit Committee (if the seller is the Chairman of the Board of Directors).
- (3) The Chief Executive Officer (if the seller is a Designated Person other than a Director or the Company Secretary).

6.3.3 The Compliance Unit shall announce the blackout periods in advance to facilitate compliance by Designated Persons with these requirements.

6.4 Pre-Trade Notification

6.4.1 All Designated Persons who intend to trade the Company Group’s securities must notify the Board of Directors at least one business day in advance of the intended trade.

6.4.2 Designated Persons shall complete the Pre-Trade Notification Form (Attachment 1) and submit it to the Office of the Company Secretary no later than 10:00 a.m. (Thailand time) on the business day prior to the intended trade date.

6.4.3 Upon receipt of the notification, the Company Secretary (or a delegate) shall review whether the proposed trade complies with this Policy before acknowledging it. Such acknowledgment does not constitute the Company’s or the Company Secretary’s approval or endorsement of the trade.

6.4.4 The Pre-Trade Notification Form is valid for five business days from the intended trade date. Submission via e-mail is acceptable.

6.4.5 If the Company Secretary intends to trade the Company Group's securities, he/she must notify and obtain acknowledgment from the Chairman of the Board or the Chief Executive Officer in accordance with the above procedure.

6.5 Reporting of Shareholding

6.5.1 Initial Reporting

Designated Persons must report their holdings of the Company Group's securities (including those of their spouses, domestic partners, and minor children) to the Company Secretary as follows:

- (1) For Directors and Top Four Executives: The report must be submitted within seven (7) business days from the date of appointment using the Report on Interest and Profile of Directors and Executives (Form 89/14-1).
- (2) For Designated Persons other than Directors and Top Four Executives: The report must be submitted within seven (7) business days from the date of notification by the Company Secretary, as specified in Section 6.2.2, using the Report on Company Group Securities Holdings (Attachment 2).

6.5.2 Reporting Changes

Designated Persons must report any changes in their holdings of the Company Group's securities within three business days from the date of the transaction. The report must be submitted to the Company Secretary as follows:

- (1) For Directors and Top Four Executives: The Report on Changes in Interest and Profile of Directors and Executives (Form 89/14-1) must be used.
- (2) For Designated Persons other than Directors and Top Four Executives: The Report on Changes in Company Group Securities Holdings (Attachment 3) must be used.

6.5.3 Reporting by Directors and Top Four Executives

Directors and Top Four Executives are required to prepare and disclose any changes in their holdings of the Company Group's securities to the Securities and Exchange Commission (SEC) in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 and related announcements. The Company Secretary must prepare copies of the reports specified in Sections 6.5.1 and 6.5.2 and distribute them to the Chairman of the Board, the Chairman of the Audit Committee, and the Chief Executive Officer within seven (7) business days from the date the reports are received. The Company Secretary shall also report these matters to the Board of Directors at the next scheduled meeting.

*Form 89/14 can be referenced in the rules and procedures for submitting reports on the interests of Directors and Executives.

6.6 Exempt Transactions

This Policy does not apply to the following situations:

- (1) Acceptance of a tender offer for the purpose of business acquisition.
- (2) Exercising stock options or rights under warrants or debentures granted under the Company's programs.
However, once such rights have been exercised, the acquired shares or debentures must be held until the blackout period has ended.

6.7 Other Trading Restrictions

6.7.1 The Company encourages Designated Persons to invest in the Company Group's securities for the long term. They should not engage in short-term trading or speculative activities involving the Company Group's securities. For the purposes of this Policy, "short-term" refers to a period of three months or less.

6.7.2 Designated Persons should avoid engaging in the following transactions:

- (1) Short Sales: Selling the Company Group's securities without ownership, which may signal to the market a lack of confidence in the Company and/or its subsidiaries.
- (2) Trading in Derivatives: Such as futures and options related to the Company Group's securities, as these may give rise to the appearance of insider trading.
- (3) Holding Securities in a Margin Account: Holding the Company Group's securities in a margin account, where the securities company may force a sale of the securities without the holder's consent if additional collateral cannot be provided.

7. In Case of Doubt

If any Director, Executive, or Employee has questions or uncertainties regarding this Policy, is unsure whether material inside information has been disclosed, or is uncertain about whether they may trade securities under any circumstances, they must consult the Company Secretary before proceeding.

8. Violation of the Policy

Any Director, Executive, or Employee who violates this Policy may be subject to disciplinary action, up to and including termination of employment. In addition, they may also face criminal and civil liability under the Securities and Exchange Act B.E. 2535.

9. Ethics Complaints

All Directors, Executives, and Employees should read and understand this Policy together with the Company's other policies and manuals as follows:

- (1) Code of Ethics and Good Corporate Governance Handbook
- (2) Rules and Procedures for Reporting Conflicts of Interest
- (3) Disclosure Policy
- (4) Work Rules and Regulations

10. Policy Review

The Compliance Unit shall review this Policy annually and submit any proposed changes to the Sustainability, Governance, and Risk Management Committee, as well as the Board of Directors, for approval.

This Securities Trading Policy for Directors, Executives, and Employees shall take effect from January 13, 2025, pursuant to the resolution of the Board of Directors' Meeting No. 1/2025 held on January 13, 2025.

Pre-Trade Notification Form for Company Group Securities

Name:	Position:
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I hereby notify the Company of the following intended transaction involving the Company Group's securities:

Name of the Person Conducting the Transaction:	<input type="checkbox"/> Self:	
	<input type="checkbox"/> Spouse:	
	<input type="checkbox"/> Domestic Partner:	
	<input type="checkbox"/> Minor Children:	
	<input type="checkbox"/> Legal Entity in which I, my spouse, domestic partner, and minor children collectively hold more than 30% of the total voting rights and have the largest shareholding in such entity.	
Type of Transaction:	<input type="checkbox"/> Buy <input type="checkbox"/> Sell <input type="checkbox"/> Transfer <input type="checkbox"/> Receive Transfer <input type="checkbox"/> Other _____	
Name of Security:		
Type and Quantity of Securities:	หลักทรัพย์	Quantity
	<input type="checkbox"/> Common Shares	
	<input type="checkbox"/> Preferred Shares	
	<input type="checkbox"/> Warrants	
	<input type="checkbox"/> Transferable Subscription Rights (TSR)	
	<input type="checkbox"/> Convertible Debentures	
	<input type="checkbox"/> Derivative Warrants Linked to Listed Securities	
	<input type="checkbox"/> Beneficial Certificates from Underlying Securities Issued in Thailand	
	<input type="checkbox"/> Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX	
	<input type="checkbox"/> Structured Debentures	
<input type="checkbox"/> Others (specify): _____		
Intended Date of Securities Transaction:		

I fully understand that acknowledgment of this notification does not constitute approval or certification of the above transaction, and that it is my personal responsibility to comply with the Company's Securities Trading Policy and all applicable laws and regulations.

Signature of Notifier:	Date:
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This Pre-Trade Notification Form is valid for five business days from the intended date of the securities transaction.

Acknowledgment of the Above Securities Transaction
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The Office of the Company Secretary hereby acknowledges receipt of the above Pre-Trade Notification Form regarding the securities transaction.

Signature: _____ Date: _____

Report on Holdings of Bangkok Chain Hospital Public Company Limited Group Securities

Date Added to the Register of Designated Persons:		Report Date:	
I, together with my spouse, domestic partner, and minor children, as well as any legal entity in which we collectively hold more than 30% of the total voting rights and have the largest shareholding in such entity.			
Name of Holder	Type of Securities		Quantity Held
Prepared by	Common Shares		
	Preferred Shares		
	Warrants		
	Transferable Subscription Rights (TSR)		
	Convertible Debentures		
	Derivative Warrants Linked to Listed Securities		
	Beneficial Certificates from Underlying Securities Issued in Thailand		
	Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX		
	Structured Debentures		
	Others (specify) _____		
Spouse Name: _____	Common Shares		
	Preferred Shares		
	Warrants		
	Transferable Subscription Rights (TSR)		
	Convertible Debentures		
	Derivative Warrants Linked to Listed Company Securities		
	Beneficial Certificates Representing Rights from Underlying Thai Securities		
	Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX		
	Structured Debentures		
	Others (specify) _____		

Name of Holder	Type of Securities	Quantity Held
Domestic Partner Name: _____	Common Shares	
	Preferred Shares	
	Warrants	
	Transferable Subscription Rights (TSR)	
	Convertible Debentures	
	Derivative Warrants Linked to Listed Company Securities	
	Beneficial Certificates Representing Rights from Underlying Thai Securities	
	Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX	
Minor Children Name: _____	Common Shares	
	Preferred Shares	
	Warrants	
	Transferable Subscription Rights (TSR)	
	Convertible Debentures	
	Derivative Warrants Linked to Listed Company Securities	
	Beneficial Certificates Representing Rights from Underlying Thai Securities	
	Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX	
Legal Entity in which the reporting person, spouse, domestic partner, and minor children collectively hold more than 30% of the total voting rights and have the largest shareholding in such entity. Name: _____	Common Shares	
	Preferred Shares	
	Warrants	
	Transferable Subscription Rights (TSR)	
	Convertible Debentures	
	Derivative Warrants Linked to Listed Company Securities	
	Beneficial Certificates Representing Rights from Underlying Thai Securities	
	Futures Contracts Referencing Prices or Returns of Listed Company Shares Traded on TFEX	

I hereby certify that the information reported above is complete and true in all respects.

Signature of Reporter _____

Report on Changes in Securities Holdings

Reporter's Name:			Position:						
Name of Security:			Report Date:						
Holder Name	Type of Securities	Transaction Date	Quantity Before Transaction	Acquired / Disposed		Quantity After Acquisition / Disposal	Method of Acquisition / Disposal	Acquired / Disposed Through (Specify Securities Company Name)	Buyer / Transferee (Specify Name / Relationship)
				Disposed	Average Price				
<input type="checkbox"/> Prepared by <input type="checkbox"/> Spouse (Name: _____) <input type="checkbox"/> Domestic Partner (Name: _____) <input type="checkbox"/> Minor Children (Name: _____) <input type="checkbox"/> Legal Entity in which the reporting person, spouse, domestic partner, and minor children collectively hold more than 30% of the total voting rights and have the largest shareholding in such an entity (Name: _____)									

I hereby certify that the information reported above is complete and true in all respects.

Signature of Reporter _____