



## Charter of the Audit Committee

### Bangkok Chain Hospital Public Company Limited

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As the Board of Directors resolved to appoint the Audit Committee of the Company to support and act on behalf of the Board of Directors. Therefore, the qualifications, duties, roles and performance of the Company's Audit Committee are as follows:

#### **Roles, Authority, Duties and Responsibilities:**

The Audit Committee of the Company has the scope, powers, duties, and responsibilities as follows:

1. Review the accuracy, adequacy, and reliability of the Company's financial reporting;
2. Review the appropriateness and effectiveness of internal control systems, and internal audit functions of the Company;
3. Participate in the consideration of qualifications and skills of the CFO and the Company's Accounting Director;
4. Consider, select, appoint and approve the remuneration of internal audit team, by considering their knowledge, proficiency and work experience as well as approve an annual internal audit plan. In case that the Company sets up an Internal Audit Department, the Audit Committee will approve the appointment, removal, and discharge as well as considering the annual performance of those responsible for the internal audit unit;
5. Discuss and consider the scope of the audit and the audit plan of the internal auditors and the Company's auditors to have a relationship and support each other
6. Review and consider together with the internal auditor in respect of the results of internal audit, issues and recommendation;
7. Monitor the Company's compliance with the Securities and Exchange Acts and Regulations of the SET, and/or any other laws relevant to the Company's business;
8. Consider, select, nominate, appoint and propose the remuneration of the Company's auditors, taking into account their independence, credibility resource sufficiency and the amount of audit work of the auditing office including the experience of personnel assigned to audit the Company's accounts including attending a meeting with the auditor without the management attending at least once a year;
9. Review and consider together with the auditor regarding financial reports, observations and recommendations;
10. Review to ensure that the Company complies with the anti-corruption policy;

11. Consider the disclosure of the Company's information, especially connected transactions or items that may have conflicts of interest must be accurate, complete, and conforming with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and for the best interest of the Company;
12. Prepare the Audit Committee report to be disclosed in the Company's annual report. The said report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
  - An opinion on the accuracy, completeness and reliability of the Company's financial report;
  - An opinion on the adequacy of the Company's internal control systems;
  - An opinion on the compliance with the Securities and Exchange Acts and Regulations of the SET, or any other laws relevant to the Company's business;
  - An opinion on the suitability of the auditor;
  - An opinion on transactions that may have conflicts of interest;
  - Number of Audit Committee Meetings and the attendance of each audit committee;
  - Overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter; and
  - Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
13. Perform any other tasks as assigned by the Board of Directors of the Company with the approval of the Audit Committee;
14. Has the authority to carry out necessary audits and investigations in matters including seeking independent opinions from any other professional advisers when deemed necessary at the expense of the Company in order to complete the work under the duties and responsibilities successfully; and
15. Regularly review and amend the regulations of the Audit Committee once a year to be up-to-date and suitable for the corporate environment

In performing such duties, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors is also responsible for the operation of the Company to outsiders.

**Reporting:**

During the Audit Committee's performance, if the following items or actions are found or suspected that may have a material impact on the financial position and operating results of the Company, the Audit Committee shall report to the Board of Directors for improvement within the time the Audit Committee deems appropriate, including:

1. Items that cause conflicts of interest;
2. fraud, or unusual items or major deficiencies in the internal control system;

3. Violation of the Securities and Exchange Law, regulations of the Stock Exchange of Thailand or laws related to the Company's business. However, the Audit Committee must operate in accordance with government requirements.

**The Composition of the Audit Committee:**

1. The Audit Committee must have at least three members
2. At least one member of the Audit Committee must have sufficient knowledge and experience to review the reliability of financial reports
3. The Audit Committee shall be appointed by the Board of Directors or the shareholders' meeting. And, the Audit Committee must be a director of the Company.
4. The Audit Committee or the Board of Directors selects 1 member of the Audit Committee to be a Chairman of the Audit Committee.

**Qualifications of the Audit Committee:**

1. Holding shares not more than 1 percent of the Company's paid-up capital, subsidiaries, associates, or related companies. This shall include shares held by related persons.
2. Qualified as an independent director and appointed by the Board of Directors or the shareholders' meeting of the Company to be an Audit Committee's member.
3. Not being a director who has been assigned by the Board of Directors to make decisions on the operations of the Company, parent company, subsidiary, associate, subsidiary of the same level, major shareholder, or the person who has the power to control the Company.
4. Not being a director of a parent company, subsidiary, associate, subsidiary of the same order that is a listed company.
5. Having sufficient knowledge and experience to be able to perform duties as the Audit Committee in accordance with the assigned duties. The Audit Committee must be able to devote sufficient time to the performance of the Audit Committee.
6. The Audit Committee should not serve as a director in more than 6 other listed companies as this may result in the inability to fully perform their duties in any one company.
7. Members of the Audit Committee should be continually and regularly gaining knowledge on matters related to the operations of the Audit Committee are subject to change and matters related to the Company's operations.

**Tenure:**

1. The term of office is equal to the term of the Company's director. Retirement by rotation may be re-appointed by the Board of Directors.

2. Any member of the Audit Committee who will resign from the position must notify and submit a resignation letter to the Chairman of the Board of Directors for not less than 30 days, and the Company must notify and submit a copy of the resignation letter to the Stock Exchange of Thailand.
3. In the case where the position of the Audit Committee member is vacant for reasons other than retirement by rotation. The Board of Directors shall appoint qualified persons to be the Audit Committee members in order to complete the number of the Audit Committees as stipulated by the Board of Directors in the Articles of Association. The person who replaces the member of the Audit Committee will hold office only for the remaining term of the replacing Audit Committee member.

**Meeting and Quorum:**

1. A meeting is scheduled to be held at least four times per year, with meeting dates set in advance throughout the year and additional meetings may be held as necessary.
2. At a meeting, the Audit Committee must be present at not less than half of the total number of Audit Committee members to constitute a quorum.
3. The Audit Committee may invite management or executives or employees of the Company or the auditor attending the meeting or comment or send documents or information as it deems relevant or necessary.
4. The Chairman of the Audit Committee and the Audit Committee can vote one vote per person by using the majority of votes in the resolution.
5. Members of the Audit Committee who have conflicts of interest in that agenda are prohibited from expressing their opinions and voting on such matters.
6. Audit Committee meetings can be conducted via electronic media where attendees may not be in the same location. The delivery of the meeting invitation and meeting documents can be sent electronically in accordance with the conditions, procedures and methods prescribed by law.
7. The Chairman of the Audit Committee shall act as the Chairman of the meeting. If at any meeting the Chairman of the Audit Committee is not present or unable to perform his duties, the Audit Committee members present at the meeting shall elect one of the Audit Committee members to preside over the meeting.
8. The Secretary of the Audit Committee should always attend the meeting to prepare and present information to the Audit Committee for consideration, unless there is a meeting on matters that the Audit Committee wishes to jointly consider in particular.
9. The Secretary of the Audit Committee prepares the minutes of every Audit Committee meeting and presents them to the Chairman of the Audit Committee for signature.

**Duties of the Audit Committee:**

The performance of the Audit Committee should take into account the duties of the Audit Committee in order to achieve the objectives of the Audit Committee.

**Audit Committee Evaluation:**

To ensure that the Audit Committee works effectively and achieves its objectives, therefore, the Audit Committee evaluation process has been formally established.

This charter of the Audit Committee is effective from 1 March 2022 onwards according to the resolution of the Board of Directors Meeting No. 2/2022 dated 28 February 2022.