



## **Charter of the Board of Directors**

### **Bangkok Chain Hospital Public Company Limited**

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#### **1. Objectives**

The Board of Directors, as representatives of Shareholders, has a role to oversee the management of the Company's work in accordance with the law, objectives, and Articles of Association with vision, missions, strategies to create value for the business as well as generate return on investment under the expertise and business ethics for the maximum benefit of the stakeholders.

#### **2. Composition and Appointment of the Board of Directors**

1. Shareholders to consider and approve the appointment of the Company's directors
2. The Board of Directors consists of the Chairman and other directors in an amount appropriate to the size of the Company's business in order to operate effectively. The Board of Directors must consist of at least five members and have directors who are truly independent from the management and free from any business relationship or any other relationship that may influence their discretion. And, independent directors must consist of not less than one-third of the total number of directors and not less than three people.
3. Appointment of directors of the Company shall be in accordance with the Company's Articles of Association and the requirements of relevant laws which must be transparent and clear. The consideration must have a history of education, experience, and professional practice of that person with sufficient details for the purpose of decision-making by the Board of Directors and Shareholders.
4. Chief Executive Officer is appointed as a member of the Board of Directors by position

#### **3. Qualifications of the Board of Directors**

1. The Company's directors must have knowledge, competency, honesty, integrity, and ethics as well as having sufficient time to dedicate knowledge and ability to perform duties for the Company.
2. Having qualifications and not having prohibited characteristics under the law governing Public Limited Companies and other relevant laws including not having characteristics indicating lack of suitability to be entrusted with managing a business that is held by a public as specified in the notification of the Securities and Exchange Commission and the Stock Exchange of Thailand.
3. The Company's director can hold a directorship in other companies, provided that being a director in other companies must not hinder the performance of a director of the Company and must be in accordance with the guidelines announced by the Securities and Exchange Commission and the Stock Exchange of Thailand.

4. Independent director means a director who is independent in expressing opinions on the Company's operations, which must be a person who is not directly or indirectly related to or stake in the Company's operations. Qualifications of independent directors are as follows:
- Hold share not more than 1 percent of paid up capital of the Company, affiliates company, joint company, associated company, including the shares held by the related person;
  - Being independent either directly or indirectly of both financial and management of the Company or joint company or major Shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent director, unless the Board of Directors has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion;
  - Must not be the director who has been appointed as the representative to maintain the interest of the director of the Company, major Shareholders, or Shareholders who are related to the major Shareholders of the Company;
  - Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, subsidiary, associate, or major shareholder of the Company. And, they must not be related person or relatives of the executive or major shareholder of the Company;
  - Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the executive or major shareholders of the Company, including related person or close relatives of such person; and
  - No other character that causes the inability to give opinion to operation of the Company independently.

#### **4. Term of Directors**

1. The Company's director has a term of three years and at the end of the term may be re-elected to be a director of the Company.
2. At every Annual General Shareholders Meeting, the Company's directors shall retire by rotation in the amount of one-third of the number of directors at that time. If the number of directors cannot be divided into three, the number closest to one-third shall be issued.
3. After the Company registration, the directors who must retire by rotation in the first and second year shall be drawn by lot. Subsequently, the director who has been in the position for the longest time shall retire. In addition, the Company's director may vacate from the position upon:
  - 1) Death;
  - 2) Resignation;
  - 3) Lack of qualifications as a director or having prohibited characteristics under the law governing Public Limited Companies, or having characteristics indicating lack of suitability to be entrusted to manage businesses with public Shareholders as stipulated in the Securities Act and the Stock Exchange of Thailand (No. 4) B.E. 2551;

- 4) The Shareholders' Meeting resolved to vacate the position. (with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and having shares amounting to not less than one-half of the number of shares held by the shareholders attending the meeting and having the right to vote); or
  - 5) The court has issued an order.
4. Any director who will resign from the position shall submit a resignation letter to the Chairman of the Board of Directors.
  5. In the event that the position of the Company's director is vacant for reasons other than retirement by rotation. The Board of Directors shall appoint a person who has qualifications and does not have any prohibited characteristics as a replacement director at the next Board Meeting unless the remaining term of that director is less than 2 months.
  6. The person who is appointed as a replacement director will be in the position of director only for the remaining term of the replacing director.

#### **5. The Scope of Authorities and Responsibilities**

The Board of Directors has authorities and responsibilities to manage the Company in accordance with the laws, the Company's objectives and regulations and resolutions of the Shareholders' meeting in good faith and with care for the best interest of the Company. The scopes of its approval authorities, approval authorities and responsibilities are as follows:

1. To approve the Company's Statements of Financial Position and Statements of Income as at the end of the Company's accounting period, of which review or audit by and report to at the Shareholders' meeting for further approval;
2. To authorize a director or directors, or other persons to act on behalf of the Board, under their supervision, or authorize within a specific time, or shall cancel or amend their given authority as appropriate. The Board of Directors may conjoin to authorize the Executive Committee to carry out the task with the authorization details in area extended to or limited in the scope of authority of the Committee. Such authority is, however, not enabling the Executive Committee to consider or approve any issue that the Committee or any individual that may investigate a conflict of interest to the Company or its subsidiaries, unless it is an issue approved under policy or rules that have already been considered and approved by the Board;
3. To establish and review the Company's vision, short-term and long-term objectives, policies, business plans, and budgets. Also to supervise the management of the Executive Committee to ensure that objectives are reached. The Board of Directors, however, has to obtain consents from the Shareholders' meeting prior to their exercise on the following subjects - approval from the Shareholders' meeting that is imposed by laws i.e. increase or decrease of registered capital, issuance of debentures, sales or transfer the Company's main activities partly or wholly to other partners, purchase or acquire other Company's activities, correction of the Memorandum of Association or Regulations. In addition, the directors are also subjected to supervise

the Company to comply with the laws and regulations of the Securities and Exchange Acts, SET's regulations, such as relevant reports and trading on significant properties and assets under SET or other related laws on the Company's business;

4. To decide the structure of administration. To set and appoint the Executive Committee, Chief Executive Officer, or other Committee as appropriate;
5. To follow up on the outcome of the Company's performance;
6. To Approve an interim dividend payment to Shareholders from time to time if it is found that the Company's profit is justifiable to do so, reporting to the next Shareholders' meeting; and
7. Approving and Comply with the Company's anti-corruption policies or manuals, including assigning duties to executives to ensure that communication to personnel and all stakeholders to be informed and acted.

## **6. Meeting**

1. Meetings must be held at least four times a year, with meeting dates set in advance throughout the year and additional meetings may be held as necessary.
2. The Chairman of the Board of Directors will be in charge of giving approval to determine the meeting agenda.
3. The Company Secretary is responsible for delivering the meeting invitation letter together with the meeting agenda with relevant supporting documents to the directors at least 7 days in advance so that the directors have time to study in advance before attending the meeting.
4. The Chairman of the Board of Directors acts as the chairman of the meeting and is responsible for overseeing and allocating sufficient time for each agenda for directors to independently discuss and express their opinions on important issues, taking into account the fair interests of Shareholders and stakeholders.
5. Any director who may have vested interest in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item.
6. Voting must be made by a majority of votes. If there is an objection by the directors, the objection shall be recorded in the minutes of the meeting.
7. In considering any matter, the director has the right to request to view or examine relevant documents and request the relevant management to attend the meeting to clarify additional information.
8. The Company Secretary is responsible for preparing the minutes of the meeting within 14 days, keeping the minutes and other meeting documents as well as supporting and monitoring the Board of Directors to perform their duties in accordance with the laws, regulations, and resolutions of the Shareholders' meeting and to coordinate with related parties.
9. Board 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. Quorum**

1. At the meeting of the Board of Directors, there must be no less than two-thirds of the total number of directors of the Company's directors to constitute a quorum. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his duties. In the event that the Vice Chairman of the Board of Directors is present, the Vice Chairman of the Board of Directors shall preside over the meeting, if there is no vice chairman of the Company or he is not present at the meeting or unable to perform duties, the Company's directors who attend the meeting shall elect one of the Company's directors to be Chairman of the meeting. The decision of the meeting shall be made by a majority of votes.
2. A director has one vote, unless a director who has an interest in any matter has no right to vote in that matter. If the votes are equal, the Chairman of the meeting shall be the arbiter.

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