



Charter of Group Executive Committee
Ramkhamhaeng Hospital Public Company Limited

Charter of Group Executive Committee

1. Objectives

In order to ensure that the operations of the Company and its subsidiaries are carried out in alignment with the established strategies, objectives, and annual business plan, the Board of Directors has appointed the Group Executive Committee. The Committee is responsible for overseeing the operations of the Company and its subsidiaries to ensure compliance with the approved plans, reviewing and screening matters proposed by management prior to submission to the Board of Directors, and having the authority to approve matters relating to the Company's ordinary course of business and activities supporting its core business operations.

2. Composition

2.1 The Group Executive Committee shall consist of not fewer than three (3) directors and/or executives.

2.2 The Board of Directors shall appoint one member of the Group Executive Committee to serve as Chairman of the Group Executive Committee. Where the Board of Directors deems appropriate, it may appoint one or more additional members to serve as Vice Chairman of the Group Executive Committee.

3. Qualifications

The Board of Directors shall appoint the members of the Group Executive Committee and determine their qualifications. Members of the Group Executive Committee must possess the following qualifications:

3.1 Must be individuals with knowledge, capabilities, and experience beneficial to the business operations of the Company and its subsidiaries; possess integrity, honesty, and ethical business conduct; and have sufficient time to devote their knowledge and abilities to fully perform their duties for the Company.

3.2 Must possess all qualifications and must not have any prohibited characteristics as prescribed by applicable laws.

3.3 Members of the Group Executive Committee must promptly notify the Company if they have any interest, whether direct or indirect, in any contract entered into by the Company or its subsidiaries, or if there is any increase or decrease in their holdings of shares or debentures in the Company, its subsidiaries, or affiliated companies.

4. Term of Office and Appointment of the Group Executive Committee

The members of the Group Executive Committee shall be appointed by the Board of Directors.

4.1 A member of the Group Executive Committee shall vacate office upon:

- 1) Death;
- 2) Resignation;
- 3) Removal by resolution of the Board of Directors; or
- 4) An order of the court requiring such removal.

4.2 Any member wishing to resign shall submit a written resignation letter to the Company. The resignation shall become effective on the date the resignation letter is received by the Company.

4.3 In the event of a vacancy in the position of a member of the Group Executive Committee, the Board of Directors shall appoint a qualified individual to serve as a replacement.

5. Scope of Authority, Duties, and Responsibilities of the Group Executive Committee

5.1 To formulate the vision, business direction, policies, and strategies of the Company and its subsidiaries for submission to the Board of Directors for approval.

5.2 To review the business plan, annual budget and operating expenses and investment plan of the Company and its subsidiaries to ensure alignment with the established policies and strategies, and to submit the same to the Board of Directors for approval.

5.3 To oversee the operations of the Company and its subsidiaries to ensure compliance with the approved plans, as well as applicable laws, rules, regulations, and requirements of relevant authorities, including the rules and regulations of the Company and its subsidiaries.

- 5.4 To review the summary reports on the operating performance of the Company and its subsidiaries and submit them to the Board of Directors for acknowledgement on a quarterly basis.
- 5.5 To approve capital expenditures and operating expenses within the scope of authority delegated by the Board of Directors.
- 5.6 To approve or review borrowing limits or intercompany lending limits between the Company and its subsidiaries within the scope of authority delegated by the Board of Directors.
- 5.7 To approve the succession planning framework for executive positions, from Hospital Director (or equivalent) up to Chief Executive Officer (or equivalent) of the subsidiaries.
- 5.8 To appoint working committees or task forces to address and resolve issues in alignment with the Company's policies.
- 5.9 To review the Charter of the Group Executive Committee on an annual basis. Where the Committee deems it necessary to amend the Charter to ensure alignment with applicable rules, regulations, and changing circumstances, it shall propose such amendments to the Board of Directors for consideration and approval.
- 5.10 To perform any other duties as assigned by the Board of Directors.

6. Meeting

- 6.1 Meetings of the Group Executive Committee shall be convened as deemed appropriate.
- 6.2 Meetings of the Group Executive Committee may be conducted via electronic means. Notices of meetings and supporting documents may be delivered by electronic mail, in accordance with the conditions, procedures, and requirements prescribed by applicable laws.
- 6.3 The Group Executive Committee may invite other persons, such as executives, the Company's auditor, advisors, employees, and/or other relevant persons, to attend meetings as deemed appropriate. The Committee may also hold separate meetings with such persons if it considers that there are specific matters requiring particular discussion.

7. Quorum and Voting

7.1 At a meeting of the Group Executive Committee, not less than one-half of the total number of members must be present to constitute a quorum. In the absence of the Chairman of the Group Executive Committee, or if the Chairman is unable to perform his/her duties, the members present shall elect one member to act as Chairman of the meeting.

7.2 Resolutions of the Group Executive Committee shall be passed by a majority vote of the members present at the meeting. Each member shall have one vote. A member who has an interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

8. Reporting

The Group Executive Committee is a sub-committee appointed by the Board of Directors to assist in studying and reviewing matters. Accordingly, the Group Executive Committee shall be responsible for regularly reporting its performance and activities to the Board of Directors.