



Charter of Risk Management and Investment Committee  
Ramkhamhaeng Hospital Public Company Limited

## Charter of Risk Management and Investment Committee

### 1. Objectives

The Board of Directors shall appoint a Risk Management and Investment Committee comprising qualified directors and/or executives. The Committee is established to formulate policies on risk management and investment to ensure comprehensive coverage across the organization, and to oversee the implementation of systems and processes for effective risk management, with the objective of controlling risks and mitigating their impact on the Company's business. The Committee's key responsibilities include identifying risks associated with the Company's business operations, establishing appropriate preventive measures, and monitoring the implementation of such measures to ensure their effectiveness. This Charter is prepared to provide the Risk Management and Investment Committee with a clear understanding of its roles, duties, and responsibilities, and to serve as a guideline for the performance of its functions.

### 2. Composition

2.1 The Risk Management and Investment 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 Risk Management and Investment Committee to serve as Chairman of the Risk Management and Investment Committee. Where the Board of Directors deems appropriate, it may appoint one or more additional members to serve as Vice Chairman of the Risk Management and Investment Committee.

### 3. Qualifications

3.1 Must be individuals possessing knowledge, capabilities, and experience beneficial to the Company's business operations; demonstrate integrity, honesty, and ethical business conduct; and have sufficient time to devote their knowledge and abilities to fully perform their duties for the Company. In particular, they must have knowledge of risks that are relevant to and may impact the Company's business operations.

3.2 Must possess the required qualifications and must not have any prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws relevant to the Company's business operations

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

#### **4. Appointment of the Risk Management and Investment Committee**

The members of the Risk Management and Investment Committee shall be appointed by the Board of Directors.

4.1 A member of the Risk Management and Investment 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 Risk Management and Investment Committee, the Board of Directors shall appoint a qualified individual to serve as a replacement.

#### **5. Duties and Responsibilities**

5.1 To formulate the Company's and its subsidiaries' risk management policy and framework, including the structure for risk management and investment.

5.2 To acknowledge and provide recommendations on policies, strategies, and approaches relating to risk management at both the Company and subsidiary levels.

5.3 To establish guidelines for risk assessment at the Company and subsidiary levels and to ensure that risk management reporting is conducted on a continuous basis.

5.4 To consider and identify significant risks associated with the Company's business operations, such as investment risk, business risk, management risk, financial risk, operational risk, information security risk, legal and regulatory risk, and other relevant risks. The Committee shall propose preventive measures and risk management approaches to maintain such risks at an acceptable level, formulate related policies, and recommend appropriate and effective risk management practices in connection with the

Company's business operations. The Committee shall also provide advice to the Board of Directors and management on matters relating to risk management.

- 5.5 To establish risk management plans and processes, review such plans and the overall risk management framework, and monitor and review the effectiveness of risk management processes, including the results of risk management of the Company and its subsidiaries.
- 5.6 To oversee and support the successful implementation of risk management, with emphasis on considering risk factors in decision-making. The Risk Management and Investment Committee shall monitor and evaluate compliance with the Company's and its subsidiaries' risk management framework and continuously improve risk mitigation plans to ensure alignment with the Company's business environment.
- 5.7 To acknowledge significant risks and regularly report the results of risk assessments and risk mitigation efforts to the Board of Directors. In the event of any material matter that may significantly impact the Company's financial position or operating results, the Committee shall promptly report such matter to the Board of Directors for consideration.
- 5.8 To consider whether management has appropriately responded to identified risks.
- 5.9 To promote compliance with risk management policies and guidelines throughout the Company and its subsidiaries.
- 5.10 To promote the continuous development of personnel capabilities and foster awareness of risk management and internal controls across the Company and its subsidiaries.
- 5.11 To review this Charter on an annual basis. Any amendments shall be proposed to the Board of Directors for approval.
- 5.12 To perform any other duties as assigned by the Board of Directors.

## **6. Meeting**

- 6.1 At a meeting of the Risk Management and Investment 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 Risk Management and Investment 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.
- 6.2 Resolutions of the Risk Management and Investment 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.

6.3 Meetings of the Risk Management and Investment Committee shall be convened as deemed appropriate.

6.4 Meetings may be conducted via electronic means, whereby participants are not physically present in the same location. Notices of meetings and supporting documents may be delivered by electronic mail, in accordance with the conditions, procedures, and requirements prescribed by applicable laws.

## **7. Authority**

7.1 The Risk Management and Investment Committee shall have the authority to obtain independent opinions from external professional advisors where deemed necessary, at the Company's expense. The engagement of such advisors shall be in accordance with the Company's rules and procedures.

7.2 The Risk Management and Investment Committee shall have the authority to request information from various departments of the Company and its subsidiaries for further consideration of relevant matters.

## **8. Reporting**

The Risk Management and Investment Committee is a sub-committee appointed by the Board of Directors to assist in studying and reviewing matters. Accordingly, the Committee shall be responsible for regularly reporting the results of its performance and duties to the Board of Directors.

## **9. Performance Evaluation**

The Risk Management and Investment Committee shall conduct a self-assessment of its performance and report the results of such evaluation to the Board of Directors at least once per year.