



Board of Directors Charter

Ramkhamhaeng Hospital Public Company Limited

Board of Directors Charter

1. Objectives

The Board of Directors, as representatives of the shareholders, plays a crucial role in setting the business direction of Ramkhamhaeng Hospital Public Company Limited (the "**Company**"), as well as overseeing the management of the Company to ensure compliance with laws, objectives, and regulations, with the aim of creating value for the business and serving the best long-term interests of the Company and its shareholders.

The Board recognizes the importance of good corporate governance in building trust among shareholders and all stakeholders. Each director shall perform their duties with responsibility, honesty, integrity, and due care to protect the interests of the Company. In addition, they must act in accordance with applicable laws, objectives, regulations, resolutions of the Board of Directors, and resolutions of the shareholders' meetings.

Therefore, this Board of Directors Charter is established to ensure that the Company's directors understand their roles, duties, and responsibilities, and are able to perform them effectively, efficiently, and transparently. This is to maximize the Company's economic value and ensure long-term stability for its shareholders.

2. Composition

- 2.1 The Board of Directors shall consist of no fewer than five (5) members.
- 2.2 The structure of the Company's Board of Directors must include independent directors accounting for at least one-third (1/3) of the total number of directors, but in any case, not fewer than three (3) independent directors. Independent directors must be free from the control of management and major shareholders, and must not have any financial or managerial interests or relationships in the business. They must also fully meet the qualifications for independent directors as specified by the Board of Directors, which shall be no less stringent than those specified in the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares ("**Notification TorJor. 39/2559**").

- 2.3 The Company's Board of Directors shall include an Audit Committee consisting of at least three (3) members. The Audit Committee must fully meet the qualifications specified under Notification TorJor. 39/2559, and must have roles and responsibilities in accordance with the regulations of the Stock Exchange of Thailand (the "SET").
- 2.4 The Board of Directors shall elect one director as the Chairman of the Board. If deemed appropriate, the Board may also elect one or more directors as Vice Chairmen.

3. Qualifications

- 3.1 Directors must be individuals with the knowledge, competence, and experience beneficial to the Company's operations. They must demonstrate honesty, integrity, ethical business conduct, and have sufficient time to dedicate their knowledge and abilities to fully perform their duties for the Company.
- 3.2 Directors must possess the qualifications and not have any prohibited characteristics as specified under the Public Limited Companies Act B.E. 2535 (1992) (including any amendments) (the "**Public Limited Companies Act**"), the Securities and Exchange Act B.E. 2535 (1992) (including any amendments) (the "**Securities Act**"), as well as all relevant notifications, regulations, and/or rules. Additionally, they must not exhibit any characteristics that indicate a lack of suitability or trustworthiness to manage a publicly held company, as prescribed by the Securities and Exchange Commission (SEC) and/or the Capital Market Supervisory Board. The director must also be listed in the Director and Executive Database of companies issuing securities, as required by relevant Capital Market Supervisory Board's notifications.

A director must not engage in any business of the same nature and in competition with the Company's business, nor may they be a partner or director of another entity engaged in the same or competing business—whether for their own benefit or that of others—unless the shareholders' meeting has been notified prior to their appointment.

Furthermore, a director may hold directorship positions in other companies, provided that such appointments do not interfere with their duties as a director of the Company, and must comply with the guidelines set by the Company, the SEC, and the Stock Exchange of Thailand (SET).

- 3.3 Directors must promptly notify the Company if they have any direct or indirect interests in any contract entered into by the Company, or if there is any increase or decrease in their shareholding or debenture holding in the Company or its subsidiaries.
- 3.4 A director may hold a directorship in no more than five (5) other listed companies on the Stock Exchange of Thailand, in order to ensure that they can dedicate sufficient time to perform their duties effectively.
- 3.5 An independent director must not take part in the Company's management and must remain independent from management and controlling shareholders. The individual must not have any business relationships with the Company that may impair their ability to express independent judgment. They must also possess all the qualifications required by the Capital Market Supervisory Board.

However, an independent director may be assigned by the Board of Directors to make decisions on business operations of the Company, its subsidiaries, joint ventures, affiliated companies, or other related legal entities that may have conflicts of interest, including major shareholders or persons with controlling authority, provided such decisions are made collectively as a board (collective decision).

4. **Scope of Duties and Responsibilities**

- 4.1 Duties and Responsibilities of the Board of Directors: The Board of Directors has the power, duties, and responsibilities to manage and operate the company for the best interests of the shareholders (Fiduciary Duty) by adhering to 4 important principles:
 - 1) Perform duties with responsibility, prudence, and diligence (Duty of Care).
 - 2) Perform duties with honesty and integrity (Duty of Loyalty).
 - 3) Comply with laws, objectives, regulations, and resolutions of the shareholders' meeting, including presenting matters requiring prior approval from the shareholders' meeting for their consideration and approval, to protect the interests of the company and shareholders. The Board also has a duty to ensure that the company complies with all laws related to its business operations, including laws related to the prohibition of bribery and the non-support of corruption (Duty of Obedience).
 - 4) Disclose information to shareholders accurately, completely, transparently, verifiably, and timely (Duty of Disclosure).

- 4.2 The Board of Directors must perform its duties by using knowledge and abilities to benefit the company's operations, in accordance with the company's Articles of Association and resolutions of the shareholders' meeting. The Board has the authority to act as specified in the Memorandum of Association, the Public Limited Companies Act, and other relevant rules and regulations.
- 4.3 Establish policies and oversee management to ensure compliance with the established policies, including consideration and approval of business plans, annual budgets, investment approvals, and financial decisions.
- 4.4 Oversee the performance of executives, monitor the performance of the company and its subsidiaries to ensure alignment with established goals and plans.
- 4.5 Establish an effective internal control and audit system to conduct audits, oversee operations, and coordinate with the Audit Committee.
- 4.6 Consider and determine the organizational structure, board structure in terms of the number of directors, proportion of independent directors, including diverse qualifications, and management structure, including defining the scope of authority and responsibilities. The Board has the authority to appoint subcommittees, executives, and senior management as defined by the SEC and regulatory agencies as appropriate. The Board also considers and determines compensation for subcommittees and executive compensation as proposed by the Nomination and Remuneration Committee for presentation to the shareholders' meeting for approval.
- 4.7 Supervise, ensure, and comply with laws and regulations related to the disclosure of information on conflicts of interest accurately and completely.
- 4.8 Continuously develop knowledge and work abilities by attending training or participating in courses related to the duties of directors or seminars that enhance work-related knowledge.
- 4.9 Consider and approve the payment of interim dividends.
- 4.10 Provide communication channels for each group of shareholders and oversee information disclosure to ensure accuracy, clarity, transparency, credibility, and the highest standards.
- 4.11 Evaluate the performance of the Board of Directors as a whole, as well as the performance of individual directors in each department, to review performance, problems, and obstacles each year in order to utilize the evaluation results for development and improvement of operations.

- 4.12 Consider significant risk factors that may arise from operations and the pursuit of business opportunities, in collaboration with the Risk Management and Investment Committee, to review and establish comprehensive and complete risk management guidelines.
- 4.13 The Board of Directors may delegate authority and/or assign specific tasks to the Executive Committee and/or other persons. Such delegation or sub-delegation shall be within the scope of the power of attorney granted and/or in accordance with the regulations, requirements, or orders established by the Board of Directors and/or the company. However, the delegation of authority and responsibilities of the Board of Directors shall not constitute a delegation or sub-delegation that allows the Board of Directors or its delegate to approve transactions in which they or a connected person (as defined by the regulations of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) may have an interest, may benefit in any way, or may have any other conflict of interest with the company or its subsidiaries, except for the approval of transactions that are in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors, and are transactions conducted in the ordinary course of business, in accordance with the regulations of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand.

5. Tenure and Election of Directors

The nomination or appointment of directors must be approved by the shareholders' meeting. The Chairman of the Board shall propose the names of the individuals nominated for appointment to the shareholders' meeting, under the following rules:

- 5.1 Each shareholder shall have one vote per one share.
- 5.2 Each shareholder must use all of their votes under (1) to elect one or more persons as directors, but may not split their votes to allocate different numbers of votes to different candidates.
- 5.3 The persons receiving the highest number of votes in descending order shall be elected as directors in the number equal to the number of directors to be elected at that shareholders' meeting. In the case where the candidates receiving the next highest equal number of votes exceed the number of positions available, the Chairman of the meeting shall cast a deciding vote.

- 5.4 At every Annual General Meeting (AGM) of shareholders, one-third (1/3) of the directors shall retire by rotation. If the number of directors cannot be exactly divided into three parts, then the number closest to one-third shall retire. The retiring directors may be re-elected.
- 5.5 In addition to retirement by rotation, a director shall vacate office upon:
- (1) Death
 - (2) Resignation
 - (3) Lack of qualifications or possessing prohibited characteristics as prescribed by law
 - (4) Removal by resolution of the shareholders' meeting
 - (5) Removal by order of the court
- 5.6 A director who wishes to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date the resignation letter is received by the Company.

6. Meeting

- 6.1 Board of Directors meetings shall be conducted in accordance with applicable laws and the Company's Articles of Association. A quorum shall consist of no fewer than half of the total number of directors. In the event that the Chairman of the Board is absent or unable to perform their duties, if there is a Vice Chairman, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman, or if the Vice Chairman is unable to perform their duties, the attending directors shall elect one among themselves to act as the Chairman of the meeting.
- 6.2 Resolutions of the Board of Directors shall be passed by a majority vote. Each director shall have one vote, except in cases where a director has a conflict of interest in the matter being considered—such director shall not be entitled to vote on that matter. In the case of a tie, the Chairman of the meeting shall cast an additional deciding vote.
- 6.3 Regular Board meetings shall be held at least once every three (3) months, at the location of the Company's head office, a branch office, or a nearby province.
- 6.4 The Chairman of the Board, or a director assigned by the Chairman, shall determine the date, time, and venue of Board meetings. The meeting venue may be specified as a location other than the Company's head office or nearby province. If the Chairman or the assigned director does not specify a venue, the Company's head office shall be used as the default meeting location.

- 6.5 The Chairman of the Board, or a director assigned by the Chairman, shall determine the date, time, and venue of the Board meetings. The meeting venue may be located other than the Company's head office or nearby provinces. If the Chairman or the assigned director does not specify a venue, the Company's head office shall be used as the meeting location.
- 6.6 To convene a Board meeting, the Chairman or the assigned person must send a notice of the meeting to all directors at least seven (7) days prior to the meeting date, except in urgent cases where it is necessary to protect the rights or interests of the Company. In such cases, the meeting notice may be delivered by other means and the meeting may be scheduled sooner. The meeting venue does not need to be at the Company's head office or any specific province, as determined appropriate by the Chairman or the assigned director.
- 6.7 Board meetings may be conducted via electronic media, where the participants are not physically present in the same location. Meeting notices and supporting documents may be sent via electronic mail, subject to conditions, procedures, and methods prescribed by law.
- 6.8 In the event a director's position becomes vacant for reasons other than retirement by rotation, the Board shall appoint a qualified person to fill the vacancy at the next Board meeting, unless the remaining term of the director to be replaced is less than two (2) months. The appointed director shall hold office only for the remaining term of the director they replace. The Board's resolution to appoint the replacement director must be passed by a vote of no less than three-fourths (3/4) of the remaining directors.

7. Supervision of Subsidiaries and/or companies under the company's control

The Board of Directors is responsible for ensuring that subsidiaries comply with the Company's regulations, rules, and relevant laws. The Board must also oversee the management and operations of subsidiaries to ensure they are conducted in accordance with established policies.

8. Evaluation of the Board of Directors' Performance

The performance evaluation of the Board shall be conducted annually. This evaluation covers both the overall Board and individual directors, aiming to improve the effectiveness of the Board's duties in line with good corporate governance practices, specifically regarding the self-assessment of the Board of Directors of listed companies.