

The Corporate Governance and Business Ethics Committee Charter

Approved by the Board of Directors. No. 1/2020 Date 30 January 2020

.....

(Dr. Boon Vanasin)

Chairman of the Board of Directors

Thonburi Healthcare Group Public Company Limited

The Corporate Governance and Business Ethics Committee Charter

1. Objectives:

To propose to the Board of Directors international standard policies and Guidelines for good corporate governance and business ethics for the Company.

2. Components:

2.1 The Corporate Governance and Business Ethics Committee consist of no less than 3 Directors.

2.2 The Board of Directors or the Corporate Governance and Business Ethics Committee appoints a member of the Corporate Governance and Business Ethics Committee to serve as the president of the Corporate Governance and Business Ethics Committee.

3. Qualification:

3.1 The Corporate Governance and Business Ethics committee members must have (complimentary) knowledge, abilities and experience that will be beneficial to corporate governance and business ethics.

3.2 The Corporate Governance and Business Ethics Committee must have adequate time to perform their responsibilities and be willing to express their views independently.

4. Duties and Responsibilities:

4.1 To formulate the policies and guidelines of good corporate governance and business ethics of the Company's group to comply with international practices, relevant regulatory agencies and/or relevant laws for the Board of Directors' approval.

4.2 To set guidelines and monitor those in order to encourage the Company's group to be in compliance with the policies and regulations in good corporate governance and business ethics.

4.3 To promote and encourage directors and executives to understand and comply with good corporate governance policies and business ethics at all times and encourage executives to promote understanding and compliance to employees of all levels of the Company.

4.4 To review the good corporate governance policies and business ethics, including this charter, on an ongoing basis and at least once a year to develop and upgrade the corporate governance standards of the Company's group.

4.5 To appoint subcommittees in order to support the operations related to the good corporate governance policies and business ethics as required.

4.6 To appoint or request an advice from independent external consultants if necessary and the company is responsible for expenses.

4.7 To perform tasks as assigned by the Board of Directors relating to corporate governance and business ethics.

5. Term of office and the election of the Corporate Governance and Business Ethics Committee:

5.1 The term of office of each member of the Corporate Governance and Business Ethics Committee is the same as the term of a director serving on the Board.

5.2 The Corporate Governance and Business Ethics Committee will be discharged from the position upon:

- End of the term
- Exit from being a director
- Death
- Resignation
- The resolution from the Board of Directors' meeting
- The court writ

6. Meetings:

6.1 The meeting:

The Corporate Governance and Business Ethics Committee' meeting must be held at least twice a year and more frequently if necessary.

6.2 Meeting documents' delivery

The documents must be sent to the Corporate Governance and Business Ethics Committee at least 7 days before the meeting's date.

6.3 Quorum:

At least half of the Corporate Governance and Business Ethics Committee's members must be in attendance to constitute a quorum for the meeting to proceed.

6.4 Voting:

The resolution of the Corporate Governance and Business Ethics Committee's meeting will be by the majority of the Directors attending the meeting. In case of the equal vote the Board of Directors will have final say.

7. Implementation authority:

7.1 To formulate proposed policies and guidelines for good corporate governance and business ethics for approval by the Board of Directors.

7.2 To encourage Directors, Executives and employees of all levels of the Company's group to understanding and comply with the good corporate governance policy and business ethics.

7.3 To appoint the Secretary of the Corporate Governance and Business Ethics Committee to support the operations of the Corporate Governance and Business Ethics Committee

7.4 To appoint subcommittees as necessary in order to support the development and implementation of good corporate governance and business ethics.

8. Report:

The Corporate Governance and Business Ethics Committee must regularly report its performance to the Board of Directors.
