

The Charter of Risk Management Committee

Approved by the Board of Directors. NO. 1/2016 Date 21 March 2016

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(Dr. Boon Vanasin)

Chairman of the Board of Directors

Thonburi Healthcare Group Public Company Limited

Risk Management Committee Charter

1. Objectives

The company's board of directors shall be a person who considers to appoint one set of Risk Management Committee, including directors and/or numbers of executives who are qualified to specify policy on risk management to cover all organization as well as controlling to be systematically performed or provide risk management process to control risk and reduce the effect of risk towards business of the company by having major duties to specify risk related to company's business, measure of prevention, and follow up the performance of such action appropriately. This Charter is made for Risk Management Committee to have more understanding on their roles, duties, and responsibilities, and use this charter as the work performance.

2. Component

2.1 Risk Management Committee consists of no less than 3 directors and/or executives

2.2 The company's board of directors may select any Risk Management Committee as the Chairman of Risk Management Committee. In the case that the company's board of directors has seen as appropriate, another one or more than one Risk Management Committees may be selected as the Vice President of Risk Management Committee

3. Qualification

3.1 Risk Management Committee must be a person who has knowledge and experience that will benefit the business operations of the company as well as honesty, ethical business practices and have enough time to devote his knowledge and ability to perform work for the company with full force, especially having knowledge on related risk and risks that may have effect on business operation of the company.

3.2 Risk Management Committee must be a qualified person without any disqualified nature under the law on public company related to Securities and Exchange Commission and other laws related to business of the company.

3.3 Risk Management Committee must inform the company without delay if there is a stakeholder with the contract that the company has made whether directly or indirectly, or the increasing or decreasing of shares or bonds for the company or its subsidiaries.

4. Responsibility and obligation

- 4.1. Specify policy, framework for risk management as well as risk management structure of the company and subsidiaries.
- 4.2. Acknowledge and give feedback to the policy, strategies and guidelines for risk management of the company and subsidiaries.
- 4.3. Specify guidelines for the risk assessment of the company and subsidiaries, and provide on-going report on risk management.
- 4.4. Consider and identify risks of the business of the company such as the risk of investment, the business conduct, management, finance, work operation, data safety, legal, and regulations, etc. And, provide suggestion and prevention as well as method of risk management to be in acceptable level related to the work operation of the company effectively, and to provide suggestion to the company's board of directors and risk management department.
- 4.5. Specify risk management plans and risk management processes and audit risk management plan, including overall risk management process, and monitor and audit the risk management process as well as risk management of the company and subsidiaries.
- 4.6. Govern and support risk management to be successfully performed, emphasizing on the consideration on risk factors for the appropriate decision making. Thus, Risk Management Committee has a duty to follow up and evaluate work operation result as per the risk management framework of the company and its subsidiaries. Moreover, it is to improve implementation plan to reduce risk continuously in order to be appropriate with the company's business operation condition.
- 4.7. Acknowledge the significant risks and report the results of the risk assessment as well as results of operations to reduce risks and to inform the company's board of directors regularly. In the case that there are important factors affecting the company significantly on the financial condition and results of operations of the Company, it must be reported to the company's board of directors for the consideration ASAP.
- 4.8. Consider that the management section has responded to the risks properly.
- 4.9. Encourage to perform as per the policies and risk management guidelines throughout the company and its subsidiaries.
- 4.10. Encourage the development capabilities of personnel and raise awareness of the risks and the control of the company and its subsidiaries continuously.
- 4.11. Perform tasks as assigned by the company's board of directors

5. Term of Office and the Election of Risk Management Committee

5.1 The risk management committee shall be discharged from the position when he is

- Death
- Resign
- Company's board of directors' meeting has a resolution to resign
- The court has ordered to resign

5.2 Any Risk Management Committee who will resign shall submit the resignation to the company in writing, and it shall effect from the date that the resignation filed to the company.

5.3 In the case that the risk management committee position is vacant, the company's board of directors shall select any person who is qualified to represent as the Risk Management Committee instead.

6. The meeting

6.1 Risk Management Committee Meeting must have not less than half of total Risk Management Committee attend the meeting to constitute as a quorum. If the Chairman of the Risk Management is not available or cannot perform his duty, and if the Vice President is available, the Vice President of Risk Management will act as the Chairman of the meeting. If there is not Vice President, or if any, but he cannot perform his duty, the Risk Management Committee shall have a meeting to select the Chairman of the meeting from the committee.

6.2 The final decision of the Risk Management Committee Meeting held a majority. One risk management committee has one vote for the voting, except that the risk management committee who is a stakeholder has no right to vote in such issue. If the vote is equal, the Chairman of the meeting shall have another one vote as an additional casting vote.

6.3 Risk Management Committee Meeting can be arranged or called for meeting as it deemed appropriate. However, the normal meeting shall be held at least 4 times a year; unless, there is a necessary case that the meeting cannot be held. The Chairman of the Risk Management Committee shall call for the Risk Management Committee Meeting, as necessary, more than 2 risk management committee may ask the Chairman to call for risk management committee meeting, and the chairman may specify the date of meeting within 14 days from the date of request.

6.4 The Chairman of the Risk Management Committee or the Risk Management Committee who is assigned from the Chairman of the Risk Management Committee may specify the date, time, and place to arrange Risk Management Committee Meeting, and the meeting place can be specified other than the location of the head office of the company if the Chairman of the Risk Management Committee or the Risk Management Committee assigned from the Chairman of the Risk Management Committee did not specify to arrange the meeting at the head office of the company.

6.5 For the call of Risk Management Committee Meeting, the Chairman of Risk Management Committee or assigned person shall deliver the meeting appointment letter and other necessary documents and the resolution of the Risk Management Committee by registered post or by hand to the risk management committee directly, and the date, time, place, and title of the meeting shall be specified to the Risk Management Committee for no less than 7 days prior to the date of meeting; unless, it is an urgent, in order to protect the rights and interests of the company, it may be informed by other means or specified the date earlier than it is set.

7. Implementation authority

7.1 Risk Management Committee has an authority to appoint Secretary for Risk Management Committee to support the operation of Risk Management Committee

7.2 Risk Management Committee has the authority to request an opinion from an independent professional advisor when deemed necessary to use the company's expenses. The employment shall be in accordance of the company's regulation

7.3 Risk Management Committee has the authority to request data from any departments of the company and subsidiaries for additional consideration

8. The report

8.1 Risk Management Committee is a sab-committee appointed by the company's board of director to study and screen works. Therefore, Risk Management Committee is responsible to report work performance to the company's board of directors regularly.
