



Thonburi Healthcare Group Public Company Limited	Ver. 2 effective date: 10 Aug 2022
The Corporate Governance Committee Charter	Approve by Board No. 8/2565


The Corporate Governance Committee Charter

Approved by the Board of Directors. No. 8/2022 Date 10 August 2022

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(Dr. Boon Vanasin)

Chairman of the Board of Directors

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Thonburi Healthcare Group Public Company Limited

The Corporate Governance Committee Charter

1. Objectives:

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

2. Components:

2.1 The Corporate Governance Committee consist of no less than 3 Directors with at least 1 independent director.

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

3. Qualification:

3.1 The Corporate Governance committee members must have (complimentary) knowledge, abilities and experience in good corporate governance and sustainability of organization.

3.2 The Corporate Governance 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 sustainability 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 supervise and monitor operations in the dimensions of economy, society, environment and corporate governance to ensure that policy is implemented and established guidelines.

4.3 To promote and encourage directors and executives to understand and comply with good corporate governance policies and sustainability 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 sustainability, 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 sustainability as required.

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4.6 To appoint or request advices 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 sustainability.

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

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

5.2 The Corporate Governance 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 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 Committee at least 7 days before the meeting's date.

6.3 Quorum:

At least half of the Corporate Governance 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 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. Report:

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