



Announcement of Aikchol Hospital Public Company Limited

Aikchol Hospital Public Company Limited believes that business management based on the principles of good corporate governance and business ethics is an important factor that promotes business operations to be efficient, honest, transparent, verifiable business operation. This ensures fairness of all stakeholders and maximizes benefits for shareholders leading to sustainability in business operations.

The Board of Directors has reviewed and revised the Corporate Governance Policy to comply with the Corporate Government Code for listed companies 2017 of the Stock Exchange of Thailand, at the 354th Board of Directors' Meeting on July 1, 2024, the Board approved the 7th revised edition of the Corporate Governance Manual.

To enable all directors, executives and employees of the company to adhere to this as a guideline in performing their duties with transparency, ethics, respect for rights and responsibility towards shareholders and stakeholders, as well as being beneficial to society and developing or reducing negative impacts on the environment, adapting to changing factors and complying with all applicable laws.

Announced on July 1, 2024

(Mr.Apirag Vanich)
Chairman of the Board
Aikchol Hospital Public Company Limited



Part 1 Introduction

Corporate Governance Policy

Aikchol Hospital Public Company Limited

The Company is committed to being a leading hospital in the Eastern region building business credibility in among investors and stakeholders, increasing organizational value and promoting sustainable growth. This will be achieved by adhering to the principles of good corporate governance, setting management policies and establishing control system to ensure the organization's operations are carried out efficiently. The Company also emphasizes achieving business objectives based on transparency and social responsibility, with the Board of Directors supervising the implementation of the good corporate governance policy.

Ensuring compliance and review

1. "Directors, executives and employees" have duty and responsibility to understand and comply with the corporate governance policy
2. Supervisors at all levels must take responsibility to ensure that their subordinates to seriously comply with the corporate governance policy.
3. Supervisors at all levels must lead in implementing the corporate governance policy and promote a working environment in which employees and related staff member understand that complying with the corporate governance policy is the act in good conscience.
4. Implementation or interpretation of this corporate governance policy, when there is a problem in this regard.

4.1 In the case of directors and executives, the Audit Committee shall have the authority to make decisions.

4.2 In the case of employees, the Executive Committee shall have the authority to make a decision, and such decision shall be final.

Moreover, the Board of Directors is required to review the Company's good corporate governance policy and evaluate the implementation of such policy at least once a year, and to report the results of various operations to shareholders.



Part 2

Good practices in accordance with the principles of good corporate governance

Aikchol Hospital Public Company Limited

Good corporate governance

“Corporate governance” means the governance relationship, including the mechanisms and measures used to direct the decision-making of people in the organization to achieve the objectives, including setting the main objectives and goals, determining strategies, policies as well as considering and approving plans and budgets, monitoring, evaluating and organize the reporting of performance.

“Good corporate governance” according to the 2017 Good Corporate Governance Practices for Listed Companies of the Stock Exchange of Thailand refers to corporate governance that aimed at creating sustainable business value. It also foster investor confidence. The board of directors should oversee the business to achieve at least the following results:

1. Ensure competitiveness and good performance, with a focus on long-term impact
2. Conduct business ethically, respecting the rights and responsibilities to shareholders and stakeholders
3. Contribute positively to society develop, reduce or mitigate negative environmental impacts.
4. Develop the ability to adapt to changes

Good corporate governance principles for listed companies in 2017 consist of 8 practices as follows:

Principle 1 Recognize the role and responsibilities of the board as a leader of the organization that creates sustainable value for the business.

Principle 2 Define the objectives and key goals of the company for sustainability

Principle 3 Strengthen the effective board

Principle 4 Recruit and develop senior executives and manage people

Principle 5 Promote innovation and responsible business practices

Principle 6 Ensure appropriate risk management and internal controls

Principle 7 Maintain financial integrity and transparency

Principle 8 Foster shareholder engagement and effective communication

The Board has adapted the 8 principles to suit the Company's business context, with the principles of good corporate governance categorize the following 5 categories:



Chapter 1 Shareholders

The Company has a policy to support, promote and facilitate all shareholders, ensuring that all groups to receive fundamental rights, as both investors in securities and as owners of the Company, through accepted methods and standards. Shareholders are entitled to fair treatment by providing the rights to receive a share of the Company's profits, participation to the shareholders' meeting, proposal of agenda items in advance, and nomination of candidates for the Board of Directors. Shareholders also have the right to express opinions in meetings, make decisions on significant Company matters- such as, electing directors, appointing auditors, determining of audit fees, approving of important transactions that affect the Company's business operations, the amending of the Memorandum of Association of the Company's regulations. In this regard, all shareholders have the right to vote in proportion to the number of shares they hold, with each share representing one vote. No share carry a special privileges over other shareholders.

In addition to the above basic rights, the Company also has policies to promote and facilitate the shareholders' rights, including:

- 1) Providing detailed and timely information regarding general shareholders' meeting, including the time, venue, agenda procedures and relevant documentation. This ensures that shareholders are well informed and can effectively exercise their rights. Important information necessary for consideration, opinions of the Board of Directors, minutes of the previous meeting, annual report, proxy forms, and clearly specifying the method of proxy granting. The company should send supporting documents for the meeting to shareholders at least 14 days in advance of the shareholders' meeting so that shareholders receive sufficient, correct, complete, and transparent information for making decisions on voting, and prepare to grant proxy in case they are unable to attend the meeting in person.
- 2) In the event that a shareholder is unable to attend the meeting in person, the Company allows the shareholder to grant a proxy to an independent director or any person to attend the meeting on their behalf.
- 3) In the shareholders' meeting, the Company provides a meeting venue that is large enough to accommodate the number of shareholders, with security, and prepared to handle emergencies.
- 4) Announce details of the general shareholders' meeting in a newspaper for 3 consecutive days at least 14 days before the meeting to inform shareholders of the general shareholders' meeting in advance so that they can prepare to attend the meeting.
- 5) Do not do anything that would limit the shareholders' right to attend the meeting. Every shareholder has the right to attend the shareholders' meeting throughout the meeting, has the right to ask



questions, offer opinions to the meeting according to the meeting agenda and the matters proposed, and vote on the meeting agenda. Record important issues that have been asked and explained in the meeting report so that shareholders who do not attend the meeting are informed. The meeting chairman should allocate appropriate time and encourage the expression of opinions and questions in the meeting.

6) Specify the voting system for the election of directors, where shareholders have the right to vote individually or as a group, but the number of votes will not be separated. Voting system must use methods and voting equipment that are transparent, convenient, fast, and efficient, able to show the voting results quickly, and shareholders can be informed of the resolution in a timely manner.

7) Transparency of the shareholders' meeting resolutions to the public regarding the voting results for each agenda item via the SET Portal system of the Stock Exchange of Thailand. cannot separate

8) Prepare a report of the shareholders' meeting and notify the Stock Exchange of Thailand within 14 days after the meeting date in accordance with the requirements of the Stock Exchange of Thailand and publish the minutes of the meeting in a complete and appropriate manner, including the minutes of the meeting, voting and questions of shareholders in each agenda in detail, and publish the minutes of the meeting for shareholders to acknowledge on the Company's website.

9) The Board of Directors, including the special committees and the Company Secretary must attend every shareholder meeting if they are not busy with important tasks to answer questions and listen to shareholders' opinions. All senior executives also attend shareholder meetings to answer questions.

Section 2 Equal Treatment of Shareholders

Creating equality for all shareholders of all groups, whether they are major shareholders, minor shareholders, institutional investors or foreign shareholders, the Company gives importance to all shareholders, regardless of gender, age, race, nationality or religion. The Company has a governance approach to protect the fundamental rights of shareholders equally and fairly, as follows:

1) The Company protects the rights of shareholders and treats all shareholders equally. All shareholders have the right to receive information or documents in Thai or English for foreign shareholders, in accordance with the criteria or regulations of the Stock Exchange of Thailand.

2) Shareholders have the right to appoint another person to attend the meeting and vote on their behalf. Shareholders have the right to receive documents or advice on appointing a proxy. A legal proxy who submits a proxy form to a director at the meeting has the right to attend the meeting and vote in the same way as a shareholder in all respects. A shareholder may appoint an independent director of the



company to attend the meeting and vote on their behalf. Shareholders have the right to receive a complete history or work information of each independent director that is appropriate for consideration.

3) The Board of Directors encourages subsidiary shareholders to exercise their rights to propose additional agenda items or nominate individuals to be appointed as directors, specifying 45-day period before the general shareholders' meeting and publishes the criteria for exercising such rights on the Company's website. However, requests to add agenda items or nominate persons to be appointed as directors must comply with the Company's legal framework and guidelines. The share registrar and the Company's secretary can provide assistance and advice.

4) The Company's personnel who are in the units that have access to inside information are prohibited from trading in the Company's securities within 1 (one) month prior to the disclosure of the financial statements to the public.

5) The Company has set a policy that requires directors and senior executives to inform the Board of Directors or persons assigned by the Board of Directors about the trading of their own company's shares at least 1(one) day in advance before trading.

Chapter 3 Role of stakeholders

The Company has taken care of and taken into account all groups of stakeholders, taking into account the rights of stakeholders according to the law or agreements with the Company, and has set guidelines for supervising the role of stakeholders. The Company has ensured that it considers the interest of all stakeholder groups, respecting their rights and any agreements made with the company. It has also established clear guidelines for overseeing the roles and contributions of stakeholders

3.1 Shareholders In addition to basic rights, rights stipulated in the law and the Company's regulations, such as the right to check the number of shares, the right to receive share certificates, the right to participate in shareholder meetings and vote, the right to express opinions freely in shareholder meetings, including the right to receive fair returns, the Company has established the following guidelines:

- 1) Perform duties with honesty and integrity, and make decisions with sincerity and fairness to both major and minor shareholders.
- 2) Manage the Company's business to be progressive, stable, and generate appropriate returns for shareholders.
- 3) Perform duties and make decisions with ability and caution, using knowledge, experience, expertise, and management skills to the best of one's ability.



- 4) Report the status and performance of the Company to shareholders equally, consistently, and accurately and transparently
- 5) Do not use non-public information about the company to seek personal benefits or advantages for oneself and other related persons.
- 6) Do not improperly disclose the Company's confidential information to others.
- 7) Do not perform any actions that may cause conflicts of interest with the Company.

3.2 Customers / Patients The Company provides ethical and appropriate services to patients, taking into account patient safety and satisfaction, and accepting patient complaints for analysis and further improvement. The Company has set the following guidelines:

- 1) Committed to creating satisfaction and ensuring that customers receive quality services under appropriate safety and technology.
- 2) Disclose information about services in a complete, correct, timely manner and without distorting the facts.
- 3) Organize customer service systems and open communication channels so that customers can file complaints and take the best action to meet customer needs.
- 4) Emphasize the confidentiality of customers' information and do not use such information for the benefit of oneself and/or other related persons.

3.3 Business Partners / Contracting Parties The Company intends to ensure that the acquisition of products and services is up to standard, with clear objectives regarding the quality of products and services that are worthy of the value of money, in accordance with the terms and conditions of the purchase and sale contracts that are fair and ethical. The Company has established the following guidelines:

- 1) Have a clear procurement process and contract terms or agreements to ensure fairness for all parties involved.
- 2) Strictly transparently and equally comply with contract terms or agreements with business partners and contracting parties, and pay debts to business partners and contracting parties on time.
- 3) There is an efficient business partner registration and selection system to ensure that business partners can deliver parcels and services that meet the company's needs, deliver on time and provide after-sales service. The scope of the assessment covers the



assessment of potential according to the assessment criteria set by the company and records business partners in the approved business partner list (Approval Vendor List: AVL) in the company's procurement process.

- 4) Do not dishonestly demand, receive or pay any trade benefits to business partners .
- 5) In the event that the conditions cannot be met, the business partners will be notified in advance to jointly consider finding solutions based on the principle of reasonableness.

3.4 Business competitors The Company conducts business openly and transparently, does not create unfair competitive advantages, behaves within the framework of good rules and the legal framework, and treats business competitors honestly and fairly.

3.5 Employees The Company is always aware that employees are valuable resources and are an important factor in motivating the Company to be able to operate successfully according to its goals. The Company treats employees equally and fairly, with no exceptions in terms of origin, race, religion, gender, marital status, language. There is no support for child labor and no support for any form of corruption and fraud. The Company has set the following guidelines:

- 1) Provide fair and appropriate compensation according to the knowledge, ability, responsibility and performance of each employee.
- 2) Provide a provident fund for employees and other benefits such as medical benefits for employees and their families, funeral benefits for employees or family members who have passed away, employee loan funds, and scholarships for employees' children.
- 3) Appointment, transfer, and reward and punishment of employees must be done with equality and based on knowledge, ability, and appropriateness, including the actions or conduct of each employee.
- 4) Give importance to the development of knowledge and ability transfer of employees, and encourage employees to receive additional training in fields related to their duties.
- 5) Strictly comply with laws and regulations related to employees, and encourage employees to be good and ethical people.
- 6) Maintain a safe working environment for employees' lives, health, bodies and property.
- 7) Manage by avoiding any unfair actions that may affect the stability of employees' work performance.
- 8) Listen to opinions and suggestions from employees at all levels.



- 9) Promote employees' understanding of ethics and roles to promote behaviors that are within the framework of ethics throughout the company.
- 10) Promote employees' participation in determining the direction of work. Including problem solving for agencies and companies as a whole.

3.6 Community, Society and Environment The Company aims to treat society and the environment by maintaining safety standards and controlling pollution in business operations, supporting public benefit activities for the community, and participating in energy saving projects to instill personal habits and bring them back to use in daily life.

Section 4 Disclosure and Transparency

The Company places importance on disclosing important, accurate and precise information for stakeholders to use in making decisions, which is an important factor in building confidence among investors. Therefore, the Company has established guidelines to supervise information disclosure and transparency as follows:

- 1) The Board of Directors or persons assigned by the Board of Directors have a duty to disclose information, both financial and non-financial, sufficiently, reliably and timely, so that shareholders and stakeholders of the Company receive information equally as required by law. The Company prepares and updates information on the website to be complete, consistent, fast and timely so that shareholders can find information for consideration and contact the responsible agencies conveniently and quickly.
- 2) Establish a share registration unit to publicize information on the Company's operations and performance that is beneficial to shareholders, investors, and the general public.
- 3) The Board of Directors arranges for the preparation of a financial statement, a comprehensive profit and loss account, and an audit report from a licensed auditor, along with the Board of Directors' annual report, to be submitted to the shareholders' meeting at the annual general meeting for consideration and approval.
- 4) The Board of Directors prepares a report on the Company's status and trends assessment, a report explaining its responsibilities in preparing financial reports, presented alongside the licensed auditor's report, necessary management reports in addition to the financial report and audit report, and a report on the attendance of directors and/or subcommittees in comparison with the number of meetings of the Board of Directors and/or subcommittees each year.



- 5) The Board of Directors arranges for a report on changes in the Company's securities holdings by directors and executives in accordance with the rules of the Securities and Exchange Commission of Thailand.

Chapter 5 Responsibilities of the Board

5.1 Board of Directors

The Board of Directors must consist of individual with knowledge, expertise and experience that can be of great benefit to the Company, who are dedicated and devote their time to performing their duties according to their responsibilities. The Board of Directors is appointed by the shareholders to oversee the Company's operations, appoint the management to be responsible for business operations, appoint subcommittees to be responsible for specific matters assigned, appoint the Company's auditors, and appoint the Company Secretary to be responsible for conducting meetings and complying with the law.

The key points for the Board of Directors' governance practices are as follows:

1) Composition and appointment of the Board of Directors

Shareholders are responsible for approving the appointment of directors, with each shareholder having one vote per share.

1.1) The Board of Directors shall consist of not less than 6 and not more than 11 directors, and not less than half of the total number of directors must reside in the Kingdom of Thailand, and the Company's directors must have the qualifications as prescribed by law.

1.2) The appointment of directors shall be in accordance with the Company's regulations and the requirements of relevant laws. It shall be transparent and clear. The consideration shall include the educational history and professional experience of that person, with sufficient details for the benefit of the Board of Directors and shareholders in making decisions.

2) Qualifications of the Board of Directors

2.1) Directors must be knowledgeable, honest, ethical in business operations and have sufficient time to devote their knowledge, skills and perform their duties for the company.

2.2) Directors must not hold positions in more than 5 listed companies.

2.3) Directors are prohibited from engaging in business, becoming partners or directors in other juristic persons of the same nature and competing with the company's



business, unless they notify the shareholders' meeting before making a resolution to appoint them. Directors must notify the company without delay if they have any interest in a contract made by the company or increase or decrease their shareholding or debentures in the company or affiliated companies.

- 2.4) There are qualifications that are not prohibited by the Public Limited Companies Act and the Securities and Exchange Act.
- 2.5) Independent directors must have qualifications according to the criteria set by the Stock Exchange of Thailand and the SEC, namely:
 - 1) Holding no more than 1% of the total number of voting shares in the company, affiliated company, associated company or person who may have a conflict of interest (including related persons according to Section 258 of the Securities and Exchange Act)
 - 2) Have not been or having been a director who participates in the management of the company, employee, staff, employed consultant or person with controlling authority of the company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or person with controlling authority of the company, unless such characteristics have been removed for no less than two years prior to the appointment.
 - 3) Have not been a person related by blood or by legal registration as a father, mother, spouse, sibling, and child, including spouse of a child, of an executive, major shareholder, person with controlling power, or a person proposed to be an executive or person with controlling power of the Company or its subsidiaries.
 - 4) Have not been or having a business relationship with the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest, in a manner that may obstruct the exercise of independent judgment, including not being or having been a major shareholder, non-independent director, or executive of a person with a business relationship with the Company or a juristic person who may have conflicts of interest, unless such characteristics have been removed for at least two years prior to the date of appointment.



- 5) Have not been or having been an auditor of the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive, or managing partner of an audit firm in which the Company's auditors or juristic person who may have conflicts of interest are affiliated, unless such characteristics have been removed for at least two years prior to the date of appointment.
- 6) Have not been or having been a provider of any professional services, including legal advisory services or financial advisory services, receiving a service fee exceeding two million baht per year from the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest. In the case where the professional service provider is a juristic person, this includes being a major shareholder, a director who is not an independent director, an executive, or a managing partner of that professional service provider, unless such characteristics have been removed for at least two years prior to the date of appointment.
- 7) Have not been a director appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.
- 8) Have not been any other characteristics that prevent them from expressing independent opinions on the Company's operations.
- 9) Independent directors must not hold the position for more than 9 years.

2.6) The Company's directors must be selected by the Company's Nomination and Remuneration Committee.

3) Duties and responsibilities of the Board of Directors and Chairman of the Board

- 3.1) Perform duties in accordance with the law, objectives and regulations of the Company.
- 3.2) Approve and review the vision and mission of the organization and publish them to the public.
- 3.3) Consider and approve important policies and strategies, financial objectives, various plans, budgets and monitor compliance with the plans.



- 3.4) Monitor and evaluate the performance of the management regularly, including setting compensation.
- 3.5) Approve the procurement of funds and operating budgets to operate the hospital and to meet the missions and strategic plans of the organization.
- 3.6) Ensure that the financial reporting and auditing system is reliable, including monitoring and ensuring that there is appropriate risk management and internal control systems.
- 3.7) Oversee and resolve conflicts of interest, including the misappropriation of the Company's assets and improper actions in related party transactions.
- 3.8) Must establish an effective anti-corruption system to ensure that the management is aware of and prioritizes anti-corruption and complies with anti-corruption measures.
- 3.9) The Nomination and Remuneration Committee shall consider the qualifications and select persons to be directors of the Company and present such names to the Board of Directors for consideration and approval. In the case of appointing new directors to fill vacant positions before the end of their terms, no less than three-quarters of the remaining directors must be voted in. In the case of appointing new directors, the Nomination and Remuneration Committee shall propose the names to the Board of Directors for consideration and submission to the shareholders' meeting for consideration and approval of the appointment.
- 3.10) Consider appointing a person who has the qualifications and does not have the prohibited characteristics specified in the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act, including related announcements, regulations and/or rules, to hold a director position in the event that a director position becomes vacant for reasons other than retirement by rotation.
- 3.11) Consider appointing a number of directors or other persons to the Company's executive board and may delegate certain duties to the executive board to manage the Company's affairs. The executive board is entitled to receive remuneration and bonuses as determined by the Board meeting, but this does not affect the rights of that executive board member to receive remuneration or benefits in accordance with the Company's regulations as a director, employee or employee of the Company.



- 3.12) Consider the appointment of independent directors by considering the qualifications and prohibited characteristics of independent directors according to the Securities and Exchange Act, the announcement of the Capital Market Supervisory Board, including the announcements, regulations and/or related rules of the Stock Exchange of Thailand or submit to the shareholders' meeting for consideration of appointment as independent directors of the company and stipulate that independent directors must hold the position for not more than 9 years.
- 3.13) Consider appointing an audit committee with qualifications as required by the Securities and Exchange Act, the Capital Market Supervisory Board's announcements, including the announcements, regulations and/or rules of the Stock Exchange of Thailand.
- 3.14) Appoint the hospital's executive chairman and arrange for an annual performance evaluation of each individual.
- 3.15) In selecting a person to hold the position of a senior executive at the director level, the Executive Committee will make a preliminary consideration in screening and selecting a person who has complete qualifications, is suitable, has knowledge, ability, skills and experience that are beneficial to the company's operations and understands the company's business well and can manage the work to achieve the objectives and goals set by the Board of Directors and present them to the Nomination and Remuneration Committee for consideration and approval and present them to the Board of Directors for further consideration and approval.
- 3.16) Appoint a company secretary in accordance with the Securities and Exchange Act to prepare and maintain documents and other duties as specified by the Capital Market Commission, and assist in various activities of the Board of Directors and the Company, including meetings of the Board of Directors and shareholders, as well as providing advice to the Directors and the Company on how to conduct themselves and conduct business in accordance with the law and various related regulations on a regular basis, as well as ensuring that the Directors and the Company disclose information correctly, completely, and transparently.
- 3.17) Report on the holding of securities of oneself, spouse and minor children who hold shares in the Company and its subsidiaries in the monthly board meeting and must notify the Company without delay in the following cases:



- Having a direct or indirect interest in any contract entered into by the Company during the fiscal year
- Holding shares in the Company and its affiliates

3.18) Attend training courses from the Thai Institute of Directors Association (IOD) related to directors, at least 1 course, namely DIRECTOR ACCREDITATION PROGRAM (DAP) or DIRECTOR CERTIFICATION PROGRAM (DCP), or equivalent, to enhance work skills.

3.19) Approve the hospital's quality and patient safety plan and acknowledge and respond to the hospital's quality and patient safety program reports on a regular basis.

3.20) Establish a business ethics policy and/or code of conduct manual for the Company's directors, executives and employees.

3.21) Set a policy for the Chairman of the Executive Board to assume a directorship in another company.

3.22) Other duties of the directors as specified in the announcement, regulations, act or any other law governing the company.

4) Approval authority of the board of directors

The Board of Directors has the authority to approve various matters of the Company within the scope of duties prescribed by law, the Company's Articles of Association, the Board of Directors' Charter, and resolutions of the shareholders' meeting, including setting and reviewing the vision, operational strategies, master plans, risk management policies, budget plans and operational plans, monitoring and evaluating operations to ensure compliance with the specified plans, and overseeing capital expenditures, mergers, spin-offs, and joint ventures.

5) Term of office of the Company's directors

5.1) Every annual general meeting of shareholders, one-third of the number of directors to be elected must vacate their positions. If the number of directors cannot be divided into three parts, the number nearest to one-third must vacate their positions.

5.2) The directors who must resign from their positions in accordance with paragraph one in the first and second years after implementing this policy shall be drawn by lot. In subsequent years, the directors who have held the position for the longest period shall be the ones to resign. If they have held the position for the same length of time, a draw lots randomly shall be made.

5.3) The resigning director may be re-elected.



- 5.4) In addition to term expiration, a director will have termination of his/her position in case of:
 - 5.4.1 Death
 - 5.4.2 Resignation
 - 5.4.3 Lacking the qualifications to be a company director or having prohibited characteristics according to the law. There must have been convicted of a criminal offense, except for negligence or minor offenses.
 - 5.4.4 The shareholders' meeting shall vote to remove him/her by a vote of not less than three-quarters of the number of shareholders attending the meeting and having the right to vote, and the total number of shares held by the shareholders attending the meeting and having the right to vote shall not be less than half of the number of shares.
 - 5.4.5 The court has ordered his dismissal.
- 5.5) If a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall select a person who has the qualifications and has not been disqualified under the Public Limited Company Act and the Securities and Exchange Act to be a director at the next board meeting, unless the remaining term of the director who leaves is less than two months.
- 5.6) The resolution of the board under paragraph one must consist of not less than three-quarters of the votes of the remaining board members.
- 5.7) A person who replaces a director under paragraph one shall remain in the position for the remaining term of the director whom he replaces.
- 5.8) The Board of Directors shall elect one director to be the Chairman of the Board. In the event that the Board of Directors deems appropriate, one or more directors may be elected as Vice Chairman. The Vice Chairman shall have duties in accordance with the regulations in the affairs of the Company, which have been assigned by the Chairman.
- 5.9) A shareholders' meeting may vote to remove any director from office before the expiration of his term by a vote of not less than three-quarters of the number of shareholders attending the meeting and having the right to vote, and holding shares totaling not less than half of the number of shares held by shareholders attending the meeting and having the right to vote at that meeting.



6) Meeting of the Board of Directors

6.1) The Chairman of the Board shall convene a meeting of the Board of Directors. In convening a meeting of the Board of Directors, the Chairman of the Board of Directors or a person assigned shall send a meeting notice to the directors at least 3 days prior to the meeting date. Except in cases of urgent necessity to protect the rights or benefits of the company, the meeting notice may be given by other methods and the meeting date may be set sooner. The Chairman of the Board of Directors or a person assigned shall determine the date, time and place of the meeting of the directors, which may be at a location other than the head office.

If two or more directors request a meeting of the Board of Directors, the Chairman of the Board shall set a date for the meeting within 14 days from the date of receipt of the request.

6.2) The Board of Directors shall hold a meeting at least once every three months at the room where the head office, branch office, or nearby province is located, or at any other location as determined by the Board of Directors, and shall keep minutes of all meetings, including all resolutions of the Board of Directors' meetings, in a complete and accurate manner.

6.3) The Chairman of the Board of Directors preside as the chairman of the meeting by controlling the meeting of the Board of Directors to be in accordance with the agenda and encourages all directors to participate in the meeting, such as asking questions or observations, giving advice and suggestions to the executives, or supporting the business operations of the Company, but will not interfere in the management of the Company's affairs.

6.4) During the board meeting, any individual with a significant interest in the topic being considered, must leave the meeting while the matter is being discussed

6.5) Directors must attend at least 75 percent of all meetings held annually.

6.6) The Company Secretary is responsible for recording and preparing meeting minutes, collecting meeting minutes, meeting documents, and supporting and following up on the Board of Directors to be able to perform their duties in accordance with the law, regulations, and resolutions of the shareholders' meeting, as well as coordinating with relevant parties.



7) Quorum of the Board of Directors

- 7.1) In a meeting of the Board of Directors, no less than half of the directors must attend the meeting, and voting at the meeting is by a majority vote of the directors attending the meeting. Directors who have an interest in any matter have no right to vote on that matter, and if the votes are equal, the chairman of the meeting shall make the decision.
- 7.2) The minimum quorum at the time the Board of Directors votes at the meeting must be no less than two-thirds of the total number of Directors.

8) Recruitment and Appointment of Company Directors

8.1) Board of Directors Recruitment

The Nomination and Remuneration Committee shall consider the qualifications and select persons to be directors of the Company and present such names to the Board of Directors for consideration and approval. In the case of appointing new directors to fill vacant positions before the end of their terms, no less than three-quarters of the remaining directors must be voted in. In the case of appointing new directors, the Nomination and Remuneration Committee shall propose the names to the Board of Directors for consideration and submission to the shareholders' meeting for consideration and approval of the appointment.

8.2) Senior Executive Recruitment

In selecting candidates for the positions of senior executives from the director, deputy director, and assistant director levels, the Executive Committee will make initial considerations in screening and selecting individuals who are fully qualified, appropriate, have knowledge, skills, and experience that are beneficial to the Company's operations, and understand the Company's business well and are able to manage the work to achieve the objectives and goals set by the Board of Directors. The candidates will be presented to the Nomination and Remuneration Committee for consideration and approval, and then presented to the Board of Directors for further consideration and approval.

9) Performance Appraisal

The Board of Directors has determined that the Board of Directors will evaluate the performance of the entire Board annually by evaluating their own performance



individually and compiling a summary of the evaluation results to consider reviewing the performance, problems and obstacles in improving the Board's performance.

10) Remuneration of Directors and Executives

The Company has established policies and criteria for payment of appropriate remuneration to the Board of Directors and executives, which have been proposed for approval at the general shareholders' meeting, which will consider and compare the remuneration of directors of companies of similar size in the same industry, including various committees.

11) Company Secretary

The Company Secretary is responsible for performing duties in accordance with the Securities and Exchange Act and the announcements of the Capital Market Supervisory Board, including overseeing the disclosure of information, preparing annual reports, and filing documents as required by law. In addition, the Company Secretary has the following main responsibilities:

- 11.1) Provide advice to the Board of Directors on the Company's laws, regulations and rules and ensure that they are complied with correctly and consistently, including reporting any material changes to the Board of Directors.
- 11.2) Organize shareholder meetings and board of directors meetings in accordance with the law, company regulations and various practices.
- 11.3) Record minutes of shareholders' meetings and board of directors' meetings, including monitoring compliance with resolutions of shareholders' meetings and board of directors' meetings.
- 11.4) Contact and communicate with general shareholders to inform them of their rights and company news.
- 11.5) Oversee the activities of the Board of Directors

12) Disclosure of information

The Board of Directors oversees the disclosure of the Company's information and data, both financial and non-financial, to ensure that the information is complete, truthful, reliable, consistent and timely, in accordance with the laws related to the business and in strict compliance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.



13) Succession Plan

The Board of Directors shall take action to ensure that the Company has a proper selection system for personnel to assume responsibility for key management positions at all levels, and that the selection of the Director shall be in accordance with a selection process that considers individuals from both within and outside the Company.

5.2 Subcommittees

The Board of Directors has appointed three subcommittees: the Audit Committee, the Nomination and Remuneration Committee, and the Executive Committee. The duties of each subcommittee are clearly separated, with the scope of duties and responsibilities specified in the charter of each committee.

1) Audit Committee

Consisting of a board of directors consisting of no less than 3 independent directors, at least 1 of whom must be knowledgeable in finance and accounting, with the duty of reviewing operations to ensure compliance with policies and regulations, as well as laws, practices, and requirements of regulatory agencies, promoting the development of financial and accounting reporting systems to meet international standards, including reviewing the internal control system, internal audit system, and risk management system to be rigorous, appropriate, up-to-date, and effective. The Audit Committee performs its duties and expresses its opinions independently.

The Internal Audit Unit is an operational unit and reports directly to the Audit Committee, and regularly consults with the auditors and legal and accounting experts. The Audit Committee holds meetings with the auditors.

2) Nomination and Remuneration Committee

Consisting of a Board of Directors of 3 persons, all of whom are non-executives. All of whom are independent directors. Their duties include selecting and proposing persons who are suitable for appointment as directors of the company to replace directors whose terms have expired or in other cases, including senior executives of the organization. Their duties include studying changes and trends in compensation for the Board of Directors and senior executives in order to propose compensation policies, by comparing them with companies in the same industry, to be submitted to the Board of



Directors for consideration before presenting them to the shareholders' meeting for consideration and approval.

3) Executive Board

The Executive Committee is responsible for operating under the policies, strategies and objectives set by the Board of Directors, which the Board of Directors has approved to operate within the scope of clear duties and responsibilities for transparency and appropriate operational flexibility. In addition, it is responsible for controlling expenses and investment budgets within the scope approved by the Board of Directors in various plans, maintaining internal control systems to protect shareholders' capital and the Company's assets, implementing personnel policies, resolving issues or conflicts affecting the organization, and maintaining effective communication with stakeholders.

Internal Control and Audit

The Company places importance on an efficient internal control system at both the management and operational levels. The Board of Directors has supervised and assigned the Audit Committee to review the Company's appropriate and effective system, as it is aware that a good system can help reduce business risks and operational risks to an acceptable level, and can help identify any deficiencies within a reasonable time. It can also help the Company's financial reports to be accurate and reliable, and help the Company's operations achieve its goals. In addition, the Audit Committee's charter has been established in writing to provide clear guidelines for operations. Such charter shall be in line with the principles of good corporate governance and the Stock Exchange of Thailand's regulations on the qualifications and scope of operations of the Audit Committee.

The Company has established the Internal Audit Department to ensure that the Company's core operations and key financial activities are conducted in accordance with the specified guidelines and are efficient, and that internal controls are sufficient to achieve the Company's mission, including reviewing compliance with laws and regulations related to the Company. In order for internal auditors to be independent and fully capable of performing their duties as inspectors and accounting balances. The Audit Committee has established the Internal Audit Department Charter so that all levels of personnel have a brief understanding of the objectives, scope, authority, duties, and responsibilities of the Company's internal audit work, and has stipulated that the audit results must be reported to the Audit Committee and the Chairman of the Executive Committee.



Risk Management

Risk management is an important process that will help the company achieve its objectives and goals, which will lead to added value for the organization, shareholders and stakeholders and help the company grow sustainably.

The Board of Directors places importance on risk management by providing a systematic risk management method that is in line with international standards throughout the organization, including assigning the Audit Committee to supervise, control and evaluate the effectiveness of risk management to ensure that risk management is carried out efficiently and effectively and in line with the specified guidelines, and that reports are regularly submitted to the Board of Directors.

Conflict of Interest

Any action of the Company will be based on the Company's benefits as the main priority and will not be involved in activities that may cause conflicts of interest, with the following practices:

- 1) All levels of the Company's employees must make decisions regarding the Company's business operations for the best interests of the Company.
- 2) Any actions and decisions of employees at all levels must be free from the influence of personal desires or those individuals related to the employees, whether by blood or other persons known personally, and must use fair and appropriate prices as if making transactions with outsiders. When making decisions or approving transactions that may involve a conflict of interest, report to the supervisor or person involved in the approval and withdraw from participation in that transaction.
- 3) All levels of the Company's employees must comply with the Company's procedures and standards by working full-time for the Company to the best of their ability, without taking time off work to do any other business outside of the Company that is not related to the Company's interests.
- 4) All levels of the Company's employees must avoid financial involvement and/or relationships with other external parties that would cause the Company to lose benefits, create conflicts of interest, or obstruct effective work performance.
- 5) The performance of duties and positions of all directors, executives and employees must not conflict with the Company's core interests.

Related Parties Transaction

The Company has a policy to operate in accordance with the criteria of the Capital Market Supervisory Board's announcement on criteria for related party transactions and the Stock Exchange of Thailand's announcement on disclosure of information and operations of listed companies in related party transactions, as well as related laws, regulations, announcements or orders strictly. The Audit Committee is responsible for reviewing cases where related party transactions occur.



Insider Trading Policy

Inside information is information concerning the operations and management of the Company's business, which is confidential information that has not yet been disclosed to the public. If disclosed, it will affect the Company, especially the value of shares traded on the Stock Exchange of Thailand. The Company's personnel must therefore keep inside information confidential and must not tell others about inside information that they have learned from performing their duties, or use inside information to seek improper benefits for themselves, or reduce the benefits of the Company.

“Inside information” means information that has not been disclosed to the public and which materially affects the price or value of securities.

The Company is committed to complying with the laws related to insider trading as follows:

1. Directors, executives, employees of the Company and outsiders who perform their duties and must know or possess inside information of the Company:

1.1 Keep internal company information with care and security to prevent internal company information from being leaked outside.

1.2 Do not disclose inside information of the Company to other persons who are not involved in the work in order to prevent inside information from being used for the benefit of oneself or others, as it may affect the price or value of the Company's securities, which may affect investment decisions.

2. Directors, executives, employees of the Company and outsiders who perform their duties and know or possess inside information of the Company must not buy or sell securities related to inside information, which is an advantage to other persons who trade securities without knowing inside information.

3. Directors, executives, employees in units related to inside information, including related persons, must comply with the measures prohibiting the trading of securities as specified in this policy to prevent risks from the improper use of inside information.

4. The Company's directors, executives and employees are required to strictly comply with the Company's Charter, Code of Ethics and Good Corporate Governance Manual, including the use of inside information in accordance with the Securities and Exchange Act B.E. 2535 (and its amendments) (Securities Act) and the Public Limited Companies Act B.E. 2535 (and its amendments), including other related regulations.

5. Directors, executives and employees of the Company who do not comply with this policy shall be considered as committing a disciplinary offense and shall be subject to punishment. They may also be subject to punishment as predetermined by law if they commit an offense under the law.

Measures to prohibit the purchase and sale of securities of the company

Directors, executives, including those holding executive positions in accounting or finance at the level of department manager or equivalent of the Company, employees in units related to inside



information, including spouses or those living together as husband and wife and minor children of such persons who are aware of inside information, are prohibited from trading the Company's securities within 1 month prior to the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of financial statements from the time such information is disclosed to the public.

Reporting of the interests of the Company's Board of Directors and Executives

In order to comply with the Securities and Exchange Act of Thailand and to create fairness for all parties involved, the Board of Directors has established a policy regarding reporting the interests of the Company's directors and executives, stipulating that the first four directors and executives must report to the Company their interests or those of their related persons in the case of interests related to the management of the Company's or its subsidiaries' business (if any), by reporting the interests of the directors and executives as follows:

- (1) First Reporting: Report to the Company by notifying the Company Secretary when a director or executive assumes the position of director or executive.
- (2) Reporting of changes in stakeholder information: The Company Secretary shall forward a copy of the revised report to the Chairman of the Board of Directors.
- (3) Reporting of interests or involvement in the items under consideration to the Audit Committee or the Board of Directors for consideration, notifying the Company Secretary to inform the Company of the relationship or involvement of oneself and related persons in such items.

Requiring directors and senior executives to report their trading of the company's securities

According to the Securities and Exchange Act B.E. 2535 (including amendments) and the announcement of the Securities and Exchange Commission No. Sor. 38/2561, the first 4 directors and executives, and related persons, namely spouses or persons living together as husband and wife, and minor children, juristic persons in which they, their spouses or persons living together as husband and wife, and minor children hold shares exceeding 30 percent of the total voting rights of such juristic persons, and such combined shareholding is the largest proportion of such juristic persons, must report their securities holdings in electronic form via the online system to the Securities and Exchange Commission within 3 business days from the date of purchase, transfer, or receipt of the Company's shares. Therefore, the Board of Directors has established a policy on the purchase and sale of the Company's securities as follows:

- (1) The first four directors and executives must notify the Company Secretary about the trading of the Company's shares at least one day in advance before trading so that the Company Secretary can facilitate the reporting of changes in securities holdings to the Securities and Exchange Commission. Thereafter, the first four directors and executives must report such changes in securities holdings to the Board of Directors' meeting on a quarterly basis.



(2) The first four directors and executives shall submit a copy of the report under Section 7(1) to the Company Secretary 41 on the same day that the report is submitted to the Securities and Exchange Commission.

This Good Corporate Governance Policy shall be effective from 1 July 2024 onwards.

(Mr.Apirag Vanich)
Chairman of the Board
Aikchol Hospital Public Company Limited