

Charter of Executive Committee
Vibhavadi Medical Center Public Company Limited

1. Objectives

The Board of Directors has appointed the Executive Committee consist of a number of company's Directors and/or Executives and or outsiders to manage and control the operations of the Company as the Board of Directors assigned. This Charter of Executive Committee prepare to the Executive Committee has understand their roles, duties and responsibilities and taking this charter as a guideline for performance of duties.

2. Composition

2.1 The Executive Committee consists of at least 5 directors consisting of directors and/or directors and/or executives and/or outsiders.

2.2 The Board of Directors shall select one member of Executive Committee to be the Chairman of the Executive Committee. In case, the Board of Directors may consider to select one or more member of the Executive Committee to be the Vice Chairman of the Executive Committee.

2.3 The Chairman of Executive Committee may be the same person as the Chairman of Risk management and Investment Committee.

3. Qualification

3.1 The Executive Committee shall have knowledge, abilities and experience which will be useful to the Company's business operations, have honesty, integrity, adhere to business ethics and contribute adequate time to provide knowledge, abilities, and perform their duties for the Company to the best of their effort.

3.2 The Executive Committee shall neither possess any prohibited characteristics under the laws on public limited companies and the laws on securities and exchange, including any other related laws.

4. Scope of Duties and Responsibilities

The Board of Director has assigned the Executive Committee to have the power of duties and responsibilities for management about the Company's normal business, screen and define policy, business plan, budget, organize structure, and management authorization of the Company, determining criteria for the Company's business to be in line with economy for propose the Board of

Directors consider and approve and/or agree, as well as monitor the performance of the Company as the policy. The scope of duties and responsibilities of the Executive Committee are details follows:

4.1 To provide policy guideline, appoint, assign power and duties, supervise, coordinate and assign duties of special working groups or management group, including to consider and approve any propose by special working group or management groups.

4.2 To approve proposals which are propose by working groups for benefit as the Company's objective.

4.3 To study the possibility of investment in new projects. The Executive committee has the authority to consider and approve to participate in the auction, as well as to operate other projects as deemed appropriate, including to enter into any agreements complete.

4.4 To study the possibility of investment in new projects. The Executive committee has the authority to consider and approve the investment or joint investment with natural persons, juristic persons, or any other business organizations to operate the Company's business as objectives in the amount not exceeding 300 million baht per project, including other investment such as the share purchase with other juristic persons as deemed appropriate, as well as to enter into any agreements complete.

4.5 To consider and approve rules, articles of association, management policy and any operation of the Company's business or any act binding the Company.

4.6 To give recommendation, advise, and assign policy guideline and duties of the Chairman of Executive Committee and special working groups.

4.7 To have the authority to approve any appointment, hiring, termination, disciplinary action, set salary, wages, bonuses, gratuities and other rewards. Including, the expanses and facilities of directors or employees of the hospital and the Company which have a position from Deputy Director of the department up or equivalent or special working groups to carry out specific tasks.

4.8 Perform any other tasks assigned by the Board of Directors.

4.9 To approve to appoint person or any committee to the Company's business under the control of the Executive Committee or delegate power to such person or committee to have a power as the Executive Committee deems appropriate, and to have authorize to change, revise, cancel, revoke such authority.

4.10 To approve to appoint the Chairman of Advisors or advisors of the advisor of the Executive Committee as deemed appropriate, and to approve remuneration, allowance, welfare, facilities and other expanses' the Chairman of Advisors or advisors of the advisor of the Executive Committee as deemed appropriate.

4.11 The Executive Committee or the Chairman of the Executive Committee has power to call the meeting of Executive of Committee and / or determine rules and regulations of the meeting as deemed appropriate.

4.12 In case the Chairman of the Executive Committee is unable to perform his duties, the Vice Chairman of the Executive Committee shall perform duties on behalf of the Chairman of the Executive Committee from time to time. The Vice Chairman of the Executive Committee have the same powers and duties as the Chairman of the Executive Committee.

4.13 To consider and approve the power for any operation of the Company's business to executives according to rules.

4.14 To authority to approve and withdrawn money from bank accounts, and loans from the banks or financial institutions, including any opening accounts and / or applying credit with from all the banks or financial institutions, as well as taking any securities of the Company as collateral for debt, both register collateral and non- register collateral.

The Executive Committee may authorize and assign power of duties the member of the Executive Committee performs as scope of duties under Clause 4.9. However, the member of the Executive Committee must response the work assigned directly to the Executive Committee.

In this regard, the approval of the Executive Committee shall not include transactions that the Executive Committee or any person who may have a conflict of interest, be an interested person with/against the Company and / or subsidiaries of the Company as the regular of the Stock Exchange of Thailand. The transaction approval shall propose the Board of Directors and/or the Shareholders meeting for consider and approve transactions as the Article of Association of the Company or related rule.

In case, the member of the Executive Committee or any person who may have a conflict of interest are a person who may have a conflict of interest, the member of the Executive Committee has not power of approve, the approval to be authorize of the Board of Directors or the shareholders as the case may be. In this case, the member of the Executive Committee who is interested person shall not attend the meeting or vote, except normal transactions not exceeding 50 million baht per transaction. When the Executive Committee has requested approval in principle and notified to the Board of Directors that the condition as under paragraph one, to the Executive Committee able to proceed under paragraph one. However, the Executive must be notified to the Audit Committee next meeting.

4.15 Supervise and monitor the performance and response of quality, safety, incidence and adverse event and sentinel event every 3 month, and to report to the Board of Directors acknowledge

the response to report of quality safety, incidence and adverse event and sentinel event every 3 month. Including, to have minutes of meeting that reflects the response that has occurred.

5. Appointment, Term of Office, and Termination of Office

5.1 The Executive Committee shall be appointed by the Board of Directors which shall take into consideration each such person's experience that is beneficial to the Company's business.

5.2 The Executive Directors vacate their office upon:

- Death
- Resignation
- Being disqualified or prohibited under the Public Limited Companies Act;
- Being terminated by the Board of Director's resolution

5.3 Any member of the Executive Committee wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date on which the resignation letter reaches the Company.

5.4 In case of any vacancy for the Executive Committee, the Board of Directors shall select any qualified person to fill such vacancy.

6. Meeting

The Executive Committee define meeting every month for consider as power and duties assigned from the Board of Directors, and consider agenda that will propose the Board of Directors for consider to approve.

7. Reporting

The Executive Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report (Form 56-1 One Report) with following details:

- 7.1 Total number of the Executive Committee meetings convened
- 7.2 Meeting attendance of each member.
- 7.3 Performance of the Committee as defined in the charter.

8. Performance Evaluation

The performance evaluation of the Executive Committee arranges every year. The member of Executive Committee will evaluate the Executive Committee and report of evaluation result of the year to the Board of Directors.