(Translation)

AUDIT COMMITTEE CHARTER
OF
PRARAM9 HOSPITAL PUBLIC COMPANY LIMITED

1. Objectives

The Audit Committee shall perform as a sub-committee of the Board of Directors in performing the duty of supervision and examination of the management, internal audit, accuracy of financial reports and the complying with the law, rule and ethical code relevant thereto to ensure that the Company has good corporate governance and assist the Board of Directors to prescribe the policy on risk management with appropriateness and sufficiency together with efficiency and effectiveness and to monitor and supervise to have system or procedure for risk management in overview at the acceptable level in harmony with the risk management code at international standards. In addition, the Audit Committee shall perform the duty to review the sufficiency and efficiency in corporate management, as well as being liable for the preparation of audit report to be presented in an annual report of the Company and to ensure that the Company has performance and information disclosure in transparency and creditability manners.

Therefore, in performing the duty, the Audit Committee have to maintain relationship with the Board of Directors, executives, including the external and internal auditors and for the efficiency in performance, each member of the Audit Committee is necessary to develop and keep his/her expertise and knowledge with capacity to know and understand duty, accountabilities and the business nature of the Company at a good level.

2. Composition

The Audit Committee shall comprise at least three (3) members, whereby all are required to be independent directors and at least 1 member having sufficient knowledge and experience in accounting or finance for the ability to perform duty of reviewing the reliability of financial statements.

In any case, the members of the Audit Committee shall appoint 1 member thereof to be a chairman and appoint a secretary to the Audit Committee to assist the Audit Committee for assisting with the tasks of the Audit Committee relating to the making appointments, preparation of meeting agendas, delivery of accompanying documents for the meeting and taking the minutes of the meeting.

3. Qualification of the Audit Committee

The Audit Committee must be the persons qualified as follows:

1) Being director of the Company and possessing all the required qualifications for being an independent director, as specified by the Securities and Exchange Commission, the Capital Markets Supervisory Board and the Stock Exchange of Thailand (“Sock Exchange of Thailand”);

2) Not being the director authorized by the Board of Directors to make a decision in business of the Company, major company, subsidiary company, associated company, the subsidiary at the same level, major shareholder or a person with a controlling power over the Company;
3) Not being a director of the major company, subsidiary company or the subsidiary at the same level only in case of the listed company;
4) Being the person having knowledge and expertise, integrity, honesty and business ethics as well as have sufficient time to devote his/her knowledge, expertise and to perform duties for the Company, together with full qualification and possessing no prohibited characteristics under the applicable laws;
5) Being the person having sufficient knowledge and experience for performing the duty of the Audit Committee and there is at least 1 member of the Audit Committee having knowledge and experience in accounting and finance sufficient for performing the duty of reviewing a reliability of financial statements.

4. Appointment and Term of Office

1) The Board of Directors or the meeting of shareholders (as the case may be) shall appoint an independent director of the Company to be the Audit Committee.
2) The Nomination and Remuneration Committee shall consider and nominate the candidates fully qualified as prescribed in this Charter to hold the position of the Audit Committee by proposing to the Board of Directors or the meeting of shareholders for further appointment (as the case may be) for taking 3-year term in office in line with the directorship term. The vacating member of the Audit Committee may be re-elected as deemed appropriate by the Board of Directors or the meeting of shareholders (as the case may be). However, the Audit Committee shall not serve consecutively more than 9 years, except that the Board of Directors shall determine that the certain person should continue holding the office of the Audit Committee for the maximum benefits of the Company.

   In the case the Nomination and Remuneration Committee is unable to perform the duty due to being below the number required to constitute a quorum or unable to vote due to having interests in such recruitment and nomination of the fully qualified candidate under the foregoing paragraph, the Board of Directors shall perform such duty in placement of the Nomination and Remuneration Committee.
3) When the term of office of the Audit Committee expires or there is any circumstance causing any member of the Audit Committee to be unable to hold office until expiration of the term of service, thus making the members of the Audit Committee to be lower than the prescribed number of 3, the meeting of Board of Directors or the meeting of shareholders shall appoint the new member(s) to fill up the vacancy(ies) immediately or no later three (3) months from the date of such vacancy(ies) to

ensure continuity of the performance of the Audit Committee. In this case the replacing member shall hold office only for the remaining term of the replaced member.

4) When all members of the Audit Committee resign from the office or are removed before the expiration of the term, the Company shall submit such notification to the Stock Exchange of Thailand. In this case the member resigning or being removed can provide an explanation of such circumstance to the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand as well.

5) During a period in which new Audit Committee are not yet appointed, the former Audit Committee shall remain in office for the continuance of work until the new Audit Committee is appointed.

6) In addition to the vacation of office upon the expiration of the term, the Audit Committee shall vacate office upon:

   (1) Death;

   (2) Resignation;

   (3) Being disqualified for the Audit Committee under this Charter;

   (4) Being disqualified for the Company's director or being under any of the prohibitions under the Public Limited Companies Act or having the characteristic unsuitable for an office with reliability to manage the business belonging to the public through shareholdings as prescribed in the Securities and Exchange Act (as amended), including the notifications of the Securities and Exchange Commission relevant thereto;

   (5) Being removed by a resolution of a meeting of the Board of Directors;

   (6) The meeting of shareholders passes a resolution moving the director (In this case the resolution of the shareholders' meeting must be supported by votes of not less than three-fourths (3/4) of the number of the shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.);

   (7) being removed from director by an order of the Court.

Any member of the Audit Committee wishing to resign the office shall submit a resignation letter to the Company. The resignation shall take effect as from the date specified in the resignation letter. In case of resigning before the expiration of the term, the Company has to be notified at least 1 month in advance of such resignation together with the reason for the resignation so that the Board of Directors or the meeting of shareholders can then consider appointing another fully qualified director to replace the member who is resigning.

5. Scope of Authorities, Duties and Responsibilities

The Audit Committee have authorities, duties and responsibilities as follows:

1) Each audit committee member is obliged to disclose any conflict of interest or any characteristics that may cause a conflict of interest to the Audit Committee. If it is suspected that any member of the Audit Committee may have a conflict of interest and whether he/she should withdraw from voting on a particular item of business at the meeting or not, the Audit Committee should find a conclusion on this matter by voting.
2) Reviewing the Company's financial reports to ensure the accuracy and to disclose sufficient information in accordance with generally accepted accounting standards by reviewing together with the auditor and the executives taking care of the financial reports, either quarterly or annually. The Audit Committee may advise the auditor to review or examine any item if deems necessary and material while reviewing the Company's financial reports;
3) Reviewing the Company's internal control system and internal audit system to ensure the appropriateness and effectiveness by reviewing together with the auditor and internal audit officer; considering the independence of the internal audit unit, considering the audit results of the internal auditor and the follow-up action of the Management regarding the matter found by the auditor, considering and approving annual budget, manpower and any resources necessary for the performance of the internal audit department, as well as the appointment, movement, dismissal and remuneration of the head of internal audit unit or any other unit taking care of the internal audit activities
4) Considering and approving the annual internal audit plan, review of any adjustment to the material part of the internal audit plan, and supervise the internal audit unit operation to be in accordance with the approved annual internal audit plan; and the international standards in the practice of internal audit profession, assessment of the quality of the internal audit work on annual basis, as well as attending in the meeting with the head of internal audit unit for consultation on material issues at least once a year, in which no management team is present.
5) Reviewing the Company's compliance with the laws governing the securities and exchange, including regulations and notification of Stock Exchange of Thailand Including other relevant laws and standards applicable to the Company and/or the business of the Company.
6) Considering, selecting and proposing the appointment of an independent party as the Company's auditor, along with the recommendation on the remuneration to be payable to such auditors, based on the reliability, sufficiency of resources, quantity of auditing work, as well as the experienced personnel assigned to perform the audit work for the Company. In addition, the Audit Committee is

required to have a meeting with the auditor of the Company at least once a year, in which no management team is present

7) Considering and giving opinions on entering into related transactions or transactions that may have conflicts of interest, to comply with the relevant laws and regulations as well as the regulations and notification of the Stock Exchange of Thailand; to ensure that such transactions are reasonable and at the highest benefit of the Company.

8) Preparing the report of the Audit Committee for proposing to the Board of Directors by disclosing the report in the Company's annual report; whereby the report is to be signed by the Chairman of the Audit Committee and must present the following information at the minimum

   (1) Opinion on the procedure and disclosure of the information in the Company's financial report with respect to the accuracy, completion and reliability;

   (2) Opinion on the sufficiency of the internal control and risk management system of the Company;

   (3) Opinion on the compliance with the laws governing the securities and exchange, regulations and notification of Stock Exchange of Thailand, including other laws relevant to and applicable to the Company and/or the business of the Company;

   (4) Opinion on the suitability of the auditor;

   (5) Opinion on the supervision of an internal audit performance;

   (6) Opinion on a connected transaction or the transaction that may conflict against the Company's interest;

   (7) Number of the Audit Committee meetings and the meeting attendance of each member of the Audit Committee;

   (8) Overview opinion or observation as received by the Audit Committee from its performance of duties in accordance with the Charter; and

   (9) Any reports should be known by the shareholders and general investors under the scope of duties and responsibilities as assigned by the Board of Directors.

9) Reviewing, reconsidering and giving opinion on the policies related to the authority and duty of the Audit Committee such as the accounting policy, corporate governance policy, social responsibility policy and anti-corruption policy, etc.;

10) Reviewing the accuracy of the referenced document and self-evaluation form with respect to anti-corruption measurement of the Company according to Thailand's Private Sector Collective Action Coalition Against Corruption and social responsibility and anti-corruption of the Company in line with Thailand's Private Sector Collective Action Coalition Against Corruption (if any);

11) Performing any action as assigned by the Board of Directors and agreed by the Audit Committee such as the review of the financial management policy and risk management, reviewing of the compliance with business governance of the management team jointly with the executives of the Company in any importance reports to be proposed to the public as required by laws such as the report and analysis of the management, etc.;
12) Having power to inspect and examine any matters as necessary when there is an indicator of the material adverse effect on reputation, financial status and management result of the Company, including the benefits deserved to the shareholders. In this regard, the Audit Committee must report the Board of Directors for further revision within the period deemed appropriate by the Audit Committee for example:
    (1) The transactions possibly having conflict of interest;
    (2) The suspicion or presumption that there may be fault or fraud or defects in material matter under the Company's internal control;
    (3) The suspicion that there may be a breach of the laws governing the securities and exchange, including regulations and notification of Stock Exchange of Thailand, including other relevant laws applicable to the Company and/or business of the Company; and
    (4) Any other reports should be known by the Board of Directors.
13) Having power to find another independent view from consultant in any profession, if necessary.
14) If the Audit Committee report the Board of Directors on anything causing material impact on financial status and management result of the Company and in consultation with the Board of Directors and the Company's executives, it is required to have a revision, but on the due date of time as mutually agreed, the Audit Committee find that there is no revision thereof without reasonable justification, a member of the Audit Committee may report such situation to SEC or Stock Exchange of Thailand
15) Considering, assessing and reviewing the nature of risks being happened or expected to be happen to the Company and to impact the Company (Identification of Risk) and determine the level of risk acceptable to the Company (Risk Appetite).
16) Considering and giving opinion on the policies and scope of risk management both inside and outside of the Company to be comprehensive coverage and in line with the strategy and direction of business operation and present them to the Board of Directors for approval. In any case the coverage must include at least the following 4 types of risks:
    (1) Financial Risk
    (2) Operational Risk

(3) Strategic Risk

(4) Compliance Risk

17) Considering strategies and guidelines for risk management in accordance with the risk management policy, to be able to assess, monitor, and supervise the risk appetite at the acceptable level as well as giving an approval on risk assessment results, guidelines and risk management measures, including operational plans to manage the risks remained to ensure the adequacy and acceptable level of the Company's risk management.

18) Supervising to have an individual to be responsible for the compliance with risk management policies so that the Company can maintain effective risk management system throughout the organization and continuous practices.

19) Considering the structure and nominating a risk management working team for assessment and following up the risk management results.

20) Considering the budget and methods on responding to the risks that may take place and may incur to the Company, to be used as a rule for performing at each type of risk situations and to propose to the Board of Directors for approval.

21) Reviewing the appropriateness and adequacy of the policy, strategies and practices on the Company's risk management, to ensure that such policies, strategies and practices are in compliance with the Company's strategy and business direction as well as the ability to supervise the risk level to be at an acceptable level; including giving advice and support to the Board of Directors on Corporate Risk Management, including the assistance and support to an improvement and development of the risk management system continuously and consistently.

22) Reporting to the Board of Directors on the risks and risk management.

23) Reviewing and proposing the Board of Directors for determination on the revision of the Charter, scope of authorities, duties and responsibilities of the Audit Committee in line with the situation on annual basis.

24) Considering the self-evaluation with respect to the duty performance and the assigned accountabilities on annual basis.

25) Performing any other action as assigned by the Board of Directors and agreed by the Audit Committee.

6. Meeting

1) There shall be meeting of the Audit Committee at least once per 3 months according to the term of preparing financial report. However, the Chairman of the Audit Committee may call a meeting of the Audit Committee in particular case if requested by the Audit Committee, internal audit officer, auditor or Chairman of the Board of Directors for considering the issues required to have mutual consultation.

2) The Audit Committee may arrange for a meeting only with the Company's auditor without the participation of the management personnel, at least once a year, by calling a particular meeting other than ordinary meeting or having a meeting with the auditor without the participation of the management personnel as an agenda of the ordinary meeting of the Audit Committee in which other meeting agendas is also determined.

3) Meeting of the Audit Committee can be conducted via electronic media and the invitation and meeting documents can be sent by electronic mail.

4) Meeting Agendas

(1) In calling a meeting of the Audit Committee, the Company shall serve an advance written notice calling for such meeting together with clear agendas and accompanying documents to all members of the Audit Committee and the attendants not less than 7 days in advance so that the Audit Committee shall have sufficient time for studying or demanding additional information for consideration. Where it is necessary or urgent for protection of the Company's rights or benefits, the meeting may be called by other methods or an earlier meeting date may be set.

(2) In the meeting of the Audit Committee for determination of various assigned aspects, they should include the following matters:

- Considering the financial statement and relevant financial report, accounting principal and procedures, the compliance with the accounting standard, the existence of business, the change of material accounting policy, including the reason of the management relevant to the formulating accounting policies before proposing to the Company's Board of Directors for disclosing to shareholders and general investors;
- Determining the internal control and internal audit, including the auditor's note (Management Letter);
  - Determining and reviewing the annual audit plan of the Company, coordination process with regard to the relevant audit plan and assessing the audit results jointly with the internal audit officer and the auditor. The Audit Committee should ask for the scope of the planned audit in order to ensure that such audit plan will assist to find out fraudulent

action and any weak point in the internal control system; (Moved these contents regarding the internal control system to be together)

- Jointly considering with the internal audit officer about the obstacles or limitation incurred during the audit process and reviewing the performance of the internal audit officer;
- Determining the operation and operational results of the risk management working team of the Company;
- Jointly determining with the Auditor about the obstacles and or limitations incurred from the audit of financial statements;
- Jointly considering with the internal audit officer and the Auditor about the plan setting in order to review the method and controlling the electronic data processing and asking about specific security scheme to prevent fraudulent action or computer abuse by the Company's officer or outsider;
- Determining the evaluation of the internal audit unit as well as the appropriate rate of remuneration;

- Considering and giving opinion on the transaction that may cause conflict of interest such as the connected transaction of the Company, etc.;
- Complying with the laws governing securities and securities exchange or any requirements of the Stock Exchange of Thailand;
- Other matters as assigned by the Board of Directors and agreed by the Audit Committee.

5) The Chairman of the Audit Committee or the Audit Committee member who is so assigned shall present information to the Board of Directors' meeting. When a director would like to raise a question, the Chairman of the Audit Committee and the Audit Committee member shall do provide further clarification, accordingly.

7. Quorum and Voting

1) All member so the Audit Committee should attend in each meeting, in which the presence of not less than one-half of the total number of members of the Audit Committee is required to constitute a quorum. Chairman of the Audit Committee shall seat as the chairperson of the meeting. In the case where the Chairman of the Audit Committee is not present at the meeting or is unable to perform the duty, the members present shall elect one member to preside over at the meeting

2) Voting

(1) A decision of a meeting shall be passed by a majority votes.

(2) In casting votes, each member of the Audit Committee shall have one vote, provided that any member who has any interest in a matter cannot vote on such matter. In case of an equality of votes, the member presiding over the meeting shall have an additional vote as the casting vote.

(3) Secretary to the Audit Committee or the assigned one shall take a minute of the meeting.

(4) Minutes of the meeting must be delivered to the Audit Committee, Board of Directors and Secretary to the Company within 7 days following the date of the meeting so that the Board of Directors shall be aware of the activities of the Audit Committee in time.

Audit Committee Charter is effective from 14 May 2020 onwards.

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Mr. Bhanapot Damapong

Chairman of the Board of Directors

Praram 9 Hospital Public Company Limited