

Definition of Independent Directors

The Company requires its independent directors to hold the following qualifications:

- A. Hold no more than 1% of total voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person; inclusive of the shares held by related persons of such independent director.
- B. Is not an executive director, employee, staff, advisor with salary, or controlling person of the Company, its parent company, subsidiary, associated company, subsidiary company of the same level, major shareholder or controlling parties Unless, it has been at least two years after the person has held the position. However, such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit who is a major shareholder or controlling person of the Company.
- C. Is not related, whether by blood or legal registration as father, mother, spouse, sibling and child, including spouse of the offspring of other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
- D. Not having or never had any relations with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, in the manner which such relation may impede the person from having independent judgment, the person should not currently be or never be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person. Unless, it has been at least two years after the person has held the position.

The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favor of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced.

The term “significant shareholder” under the first paragraph shall include any person who owns 10 percent or more of the total combined voting power of all classes of stock of such corporation entitled to vote.



- E. Not being or never been the auditor of the company's, its parent company, subsidiary, associated company, major shareholder or controlling person and is not a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, the Company's parent company, subsidiary company, associated company, major shareholder or controlling person. Unless, it has been at least two years after the person has held the position.

the term "partner" means a person assigned by an audit firm or a provider of professional services to affix signature on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

- F. Not providing or never provided professional services, legal consulting, nor financial consulting services who received fees exceeding THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and is not a significant shareholder, controlling person or partners of the such services providers. Unless, it has been at least two years after the person has held the position.
- G. Not a director appointed as a representative of the Company's director, major shareholder, or shareholder who is related to major shareholders.
- H. Not undertake any business in the same nature and in competition to the business of the Company or the Company's subsidiary, or is not a significant partner in a partnership nor an executive director, employee, staff, advisor with salary or holding shares exceeding one percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- I. Not possess any other characteristics that deter the ability to express independent opinions with regards to the Company's business operations.





Profiles of the nominated directors to replace those retired by rotation. (No.1)

Name-Surname	Mr. APICHATI SIVAYATHORN	
Current Position	Chairman of the Board of Director/ Independent Director/Audit Committee	
Nominated Position	Director	
Age	76 Years	
Nationality	Thai	
Percent of Shareholding		
<ul style="list-style-type: none"> ● Director 100,000 Shares (0.03%) ● Spouse None ● Minor None 		
Highest Academic Qualification	Doctor of Medicine (M.D.) Faculty of Medicine Siriraj Hospital, Mahidol University Certificate of Dermal Pathology Temple University, USA	
Training	Director Accreditation Program (DAP) class 197/2022	
Work Experience and Position held in other companies or organizations		
<ul style="list-style-type: none"> ● Listed None ● Non-Listed <ul style="list-style-type: none"> 2017 - Present Chairman of the Board of Director SIVAYATORN COMPANY LIMITED 2015 - Present Chairman of the Board of Director PIYA - DHAM REGISTERED COMPANY LIMITED 2006 - Present Director SIVATEL COMPANY LIMITED 		
Work experience	2006 – 2012 Director of Quality Bumrungrad Hospital 1980 – 2006 Professor, Faculty of Medicine Siriraj Hospital 1974 – 1980 Doctor, Skin Diseases Institute	
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None	
Duration in the Director position	1 Year 8 Months (from the date the company transforms into a public limited company (February 10, 2023))	
Percent of Attendance (Since converting to a public limited company ending 31 December 2023)	Shareholders' Meeting 1/1 Board of Directors' Meeting 5/5 Audit Committees' Meeting 3/4	



Family Relationship between Director and Executives	None
Illegal Record in Part 10 Years	None
Special Interest in any agenda of the 2024 Annual General Meeting	Agenda 7: To consider and approve the directors' remuneration for the year 2023.
Qualifications of Director	Qualified according to the definition of director which is in accordance with the rules and regulations of Securities and Exchange Commission and Stock Exchange of Thailand
The performance in the past Year (Brief details)	<ol style="list-style-type: none"> 1. Participated in considering and determining agenda of Board of Directors Meeting, together with the Chairman of the Executive Committee, the Chief Executive Officer, and an Independent Director. 2. Encouraged Directors to attend the Board of Directors Meeting and Shareholders' Meeting, also led and supervised the meetings to achieve results effectively. 3. Encouraged the Board of Directors to participate in the meetings, allocated sufficient time for the management or related persons to present information, supported and offered an opportunity to Directors to raise questions and express opinions freely, also control discussion issues and conclude meeting results. 4. Provided assistance, suggestions and comments that are beneficial to the Company's business operation. 5. Considered matters that may have conflicts of interest to ensure accuracy and transparency. 6. Encouraged the Board of Directors to perform duties within the scope of authority, duties and responsibilities of the Board of Directors in accordance with laws, Charters and the principles of good corporate governance. 7. Fostered good relationships among Directors whether they are independent directors or non executive directors or executive directors, including the relationship between directors and management.



Profiles of the nominated directors to replace those retired by rotation. (No.2)	
Name-Surname	Mr.CHOLADHIS SINRACHTANANT
Current Position	Chief Executive Officer/Director
Nominated Position	Director
Age	76 Years
Nationality	Thai
Percent of Shareholding	
<ul style="list-style-type: none"> ● Director 	None
<ul style="list-style-type: none"> ● Spouse 	Cdr.Suwannee Jirayangyuen 80,000,000 shares (22.86%)
<ul style="list-style-type: none"> ● Minor 	Mr.Tanachak Sinrachatanant 400,000 shares (0.11%) Mr.Chakchalat Sinrachatanant 400,000 shares (0.11%) Mr.Choladhorn Sinrachatanant 400,000 shares (0.11%)
Highest Academic Qualification	Doctor of Medicine (M.D.) Faculty of Medicine Siriraj Hospital, Mahidol University Certificate of Clinical Fellowship Training Program in Pediatric Otolaryngology Mahidol University
Training	Director Accreditation Program (DAP) class 197/2022
Work Experience and Position held in other companies or organizations	
<ul style="list-style-type: none"> ● Listed 	None
<ul style="list-style-type: none"> ● Non-Listed 	None
Work experience	1973 – 2012 Professor, Department of Ear, Nose and Throat, Siriraj Hospital
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None
Duration in the Director position	1 Year 8 Months (from the date the company transforms into a public limited company (February 10, 2023))
Percent of Attendance (Since converting to a public limited company ending 31 December 2023)	Shareholders' Meeting 0/1 Board of Directors' Meeting 4/5 Executive Committees' Meeting 4/5 Corporate Social Responsibility Committees' Meeting 4/4
Family Relationship between Director and Executives	None
Illegal Record in Part 10 Years	None



Special Interest in any agenda of the 2024 Annual General Meeting	Agenda 7: To consider and approve the directors' remuneration for the year 2023.
Qualifications of Director	Qualified according to the definition of director which is in accordance with the rules and regulations of Securities and Exchange Commission and Stock Exchange of Thailand
The performance in the past Year (Brief details)	<ol style="list-style-type: none"> 1. Determined the Company's vision, strategy, business direction, policies, goals, and main management structure in the Company's business operations and followed up on the operations and management guidelines in various fields to be efficient and effective. 2. Considered the budget allocation of each year 3. Considered and screened the proposal from the Management with respect to the formulating the investment policy, financial plan, annual report, annual budget and information technology investment 4. Followed up the operational results of the Company to be in compliance with policy frameworks and goals approved by the Board of Directors; and overseeing the operation be effectively and efficiently. 5. Considered transaction relating to normal business of the Company 6. Considered transactions with the bank or financial institution



Profiles of the nominated directors to replace those retired by rotation. (No.3)

Name-Surname	Mr. CHAIYOT DENARIYAKUL	
Current Position	Director	
Nominated Position	Director	
Age	63 Years	
Nationality	Thai	
Percent of Shareholding		
<ul style="list-style-type: none"> ● Director 	2,650,000 Shares (0.76%)	
<ul style="list-style-type: none"> ● Spouse 	None	
<ul style="list-style-type: none"> ● Minor 	None	
Highest Academic Qualification	<p>Doctor of Medicine (M.D.) Faculty of Medicine Siriraj Hospital, Mahidol University</p> <p>Diploma of the Thai Board of Otolaryngology Faculty of Medicine Siriraj Hospital, Mahidol University</p> <p>Master of Public Administration Chulalongkorn University</p>	
Training	Director Accreditation Program (DAP) class 197/2022	
Work Experience and Position held in other companies or organizations		
<ul style="list-style-type: none"> ● Listed 	None	
<ul style="list-style-type: none"> ● Non-Listed 	None	
Work experience	<p>2019 – 2021 Director, Rajapipat Hospital</p> <p>2017 – 2019 Director, Vejkarunarat Hospital</p> <p>1994 – 2017 Doctor, Klang Hospital</p> <p>1985 – 1994 Doctor, Chaiyaphum Hospital</p>	
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None	
Duration in the Director position	1 Year 8 Months (from the date the company transforms into a public limited company (February 10, 2023))	
Percent of Attendance (Since converting to a public limited company ending 31 December 2023)	<p>Shareholders' Meeting 1/1</p> <p>Board of Directors' Meeting 5/5</p> <p>Executive Committees' Meeting 5/5</p> <p>Risk Management Committees' Meeting 8/8</p> <p>Corporate Social Responsibility Committees' Meeting 4/4</p>	
Family Relationship between Director and Executives	None	

Illegal Record in Part 10 Years	None
Special Interest in any agenda of the 2024 Annual General Meeting	Agenda 7: To consider and approve the directors' remuneration for the year 2023.
Qualifications of Director	Qualified according to the definition of director which is in accordance with the rules and regulations of Securities and Exchange Commission and Stock Exchange of Thailand
The performance in the past Year (Brief details)	<ol style="list-style-type: none"> 1. Considered the budget allocation of each year 2. Considered and screened the proposal from the Management with respect to the formulating the investment policy, financial plan, annual report, annual budget and information technology investment 3. Followed up the operational results of the Company to be in compliance with policy frameworks and goals approved by the Board of Directors; and overseeing the operation be effectively and efficiently. 4. Considered transaction relating to normal business of the Company 5. Considered transactions with the bank or financial institution

