

# Thonburi Hospital Public Company Limited

## Insider trading Policy

Thonburi Hospital Public Company Limited ("the Company") performs business based on the Principle of Good Corporate Governance of The Securities Exchange of Thailand ("the SET") and gives importance to the control of insider trading to be in accordance to the Good Corporate Governance adhering to the Good Governance and business honesty to ensure that the investors of the Company receive the reliable information equally and punctually. Therefore, the Company set the Insider Trading Policy as the following details.

### 1. Enforcement

This policy enforces directors, managements and all employees of the Company. In addition, spouse and underage of such persons will require to comply with some parts of this policy.

### 2. Definition

Terms or wordings used in this policy shall have the following meaning unless stated otherwise.

(1) "Securities" means stocks (common and preferred), debentures, stock options, derivatives (such as futures and options), warrants and other financial instruments tradable in money market.

(2) "Trading" means purchase, sell, transfer or receive any legal benefits of Securities including exercise of call options or warrant of stocks or debentures.

(3) "Insider Information" means facts which are significant for the change of Securities' price, are not disclosed to the public such as:

- a) joint investment, joint venture or acquisition of business
- b) declaration or non-declaration of dividend or declaration of profit or loss
- c) change of par value or stock dividend

- d) entry into or termination of significant contracts
- e) change of control or material change in board of directors and managements
- f) discharge of securities
- g) borrowing of money in amount that is significant to financial status and operating result
- h) issuance of new shares in significant amount for offering to public or other persons
- i) material legal dispute
- j) purchase or sale of material assets
- k) material change in investment project
- l) tender offer of securities of other companies
- m) material change in accounting policy
- n) change of company's objectives

(4) "Person designated by laws" means a person who in the position or has duty to know the inside information of the company such as

- a) directors
- b) Chief Executive Officer and first-four executives
- c) executives and employees who know the inside information of the company
- d) spouse and underage of persons under paragraph a) – c)

### **3. Duties and Responsibilities**

(1) The Board of Directors has assigned the Audit Committee to supervise this policy to ensure that directors, executives and all employees will comply with rules and guidelines on securities trading of the company.

(2) The Company Secretary shall be responsible for providing any suggestions to directors, executives and employees to comply with this policy including communicating, providing knowledge and responding of any inquiries or interpreting in case of doubt. It also has

responsibility in preparing list of Person designated by the company and informing such person when he or her name has been added or removed from the list including declaring of blackout period in advance to ensure that such person can comply with this rule.

(3) The executives shall be responsible for supervising all their subordinates to ensure that they aware of and understand this policy.

(4) The directors, executives and all employees shall comply with this policy strictly on trading of securities listed on the Stock Exchange of Thailand or securities trading on over the counter center including they shall communicate this policy to their spouse and underage.

#### 4. Guideline

(1) restriction on securities trading by using inside information

Person designated by laws” shall comply with the restriction on securities trading by using inside information pursuant to the Securities and Exchange Act B.E. 2535 (1992), Section 241 “In the purchase or sale of securities which are listed in the Securities Exchange or traded in an over-the-counter center, no person, whether directly or indirectly, shall purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell securities which are listed in the Securities Exchange or traded in an over-the-counter center in such a way as to take advantage of other persons by using information material to changes in the prices of securities which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclose such information so that he will receive consideration from the person who engages in the aforesaid acts”

(2) Blackout Period

Person designated by the company shall not purchase or sell securities of the company before 15 days from each disclosing date of quarterly and annual financial statements and other circumstance which will be determined by the company including 1 days after such disclosing date.

Under special circumstance, Person designated by the company may sell securities of the company during blackout period if he or she falls into the following circumstances: facing with financial difficulty or as required by laws or court orders provided that he or she shall prepare memo with reason for requesting approval from the following persons and shall provide the Company Secretary a copy of such memo.

- a) Chairman of the Board of Directors (in case of the seller is director or company secretary)
- b) Chairman of Audit Committee (in case of the seller is the Chairman of Board of Directors)
- c) Chief Executive Officer or Chairman of Executive Committee (in case of the seller is a Person designated by the company but not a directors and company secretary)

#### 5. Guidelines for Confidentiality, Information Security and Insider Trading Prevention

All staff of all levels in the Company have to acknowledge the process of information security to protect the confidential information and comply with the information security process to prevent the disclosure of confidential information as well as the wrongful insider trading.

##### (1) Guidelines for insider information security

- a) Set the confidentiality of the information, which are disclosed information, concealed information, confidential information and secret information. Internal data sharing must be within the framework of their duties and responsibilities which are assigned.
- b) Security and concealment of customer and commercial information. The Company shall secure and conceal the customer information and commercial information secretly and shall not disclose to the employees of the Company as well as the outsiders who have no concern unless it is law regulation to disclose which shall be the disclosure for the propose of lawsuit or the Board of Directors approves for the disclosure.

##### (2) Providing information to the outsiders

To disclose the information to the public shall have the approval from the President, Executive Officer or Managing Director. Chief Executive Officer or the Managing Director may answer the question in case of the most significant information or may appoint the representative to provide

information to the public. The Company has the person who publishes the information to the public who is responsible for the investor relations and communication with investment agencies by coordinating with the internal division who the information belongs to.

If the information is not publicly available, Person designated by the Company is not permitted to disclose the inside information to the public. This rule is to create equality and fairness in using the Company's inside information of which it will increase the confidence of shareholders, investors and all parties involved. The Company determines the restriction by not permitting Person designated by the company who know the inside information of the Company which are material facts that will change the price of securities and will not be disclosed to the public whether for securities trading or inviting any other persons to purchase, sell or offer to purchase or offer to sell securities of the Company whether by itself or through brokerage agent and whether for benefit of itself or other persons. The Company shall consider that the misuse of inside information for the benefit of trading of the Company's securities as mentioned above is the speculative trading or creative of advantage for any group of persons, which is the offense under the SEC Act and disciplinary offense.

### (3) Preventive of internal data usage

a) Securities holder report: The Board of Directors and the executives as well as the person holding the position in accounting or financial line shall report the securities holder of oneself, spouse and the child under the age of majority according to the regulation of The SEC Act B.E. 2535 (including the amendment) ("The SEC Act"), the notification of The Office of the Securities and Exchange Commission and the relevant notification of SEC. The report shall be submitted to the secretary of the Company before submitting to The Office of the Securities and Exchange Commission or the SET.

### b) Report on the change of securities holder

The Company assigns the directors, executives as well as the persons holding the position in accounting or financial line who is responsible for the operation, executives, auditors, employees, spouse and and the child under the age of majority of these people to report the amendment of securities holder to the The Office of the Securities and Exchange Commission

(“SEC”) according to The SEC Act B.E. 2535 (as the amendment) and submit the copy of report to the Company on the same day of the submission to the SEC.

6) Preventive measure of Computer system and information security

To create the practice based on the policy the Company sets the preventive measure of computer system and information security as follows.

(1) Restrict the access to the disclose information only for the top level of executives and disclose to the employee as appropriate. Inform the employee that the information is confidential and has limitation on the use.

(2) Set the security system in the workplace to prevent the access and the use of file data and confidential file.

(3) The owner of information that is not yet disclosed to the public shall emphasize the relevant person to follow the security process strictly.

7) Penalty for insider trading

The offender shall be punished by law.

\*\*\*\*\*