

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

**Scope of Authority, Duties, and  
Responsibilities of the Chairman of the  
Committee**

## **Scope of Authority, Duties, and Responsibilities of the Chairman of the Committee**

### **1. Objectives of This Charter**

To comply with good corporate governance principles for listed companies and to manage according to the objectives and business strategies of Winnergy Medical Public Company Limited (the "Company"), therefore the Company has determined the scope of authority, duties, and responsibilities of the Chairman of the Board of Directors to act as a leader of the Board of Directors in supervising the management of the Company to achieve its objectives and to clearly separate the authorities and duties of policy making and management parties of the Company.

For clarity, the term "Chairman of the Board of Directors" has the same meaning as the term "Chairman of the Committee of Directors".

### **2. Roles, Duties, and Responsibilities of the Chairman of the Committee**

- (1) The Chairman of the board or the person assigned by the Chairman is responsible for calling the meeting of the Board of Directors and encouraging directors to attend the Board of Directors Meetings.
- (2) Plays a role in setting the meeting agenda by discussing with the Chief Executive Officer and ensures that important matters are included in the meeting agenda.
- (3) Acts as the Chairman of the Board of Directors Meetings to conduct the meetings in accordance with the agenda and the Company's laws and regulations, including controlling the meeting to be effective, allocate appropriate time for the management or related parties to present supporting information, and allow directors to ask questions and express their opinions independently, as well as taking control of discussion topics and summarizing the resolutions of the meeting.
- (4) Acts as the Chairman of the shareholders' meeting to conduct the meeting in accordance with the agenda and the Company's laws and regulations, including controlling the meeting to be effective, allocate time appropriately, provide the opportunity for shareholders to ask

questions and express their opinions equally, and ensure that shareholders inquiries are answered.

- (5) Encourages the Company directors to perform their duties within the scope of authority, duties and responsibilities of the Board of Directors and related laws, including complying with good corporate governance principles, such as abstaining from voting and leaving the meeting room when considering an agenda in which directors have conflicts of interest, etc.
- (6) Communicates important information to the Board of Directors.
- (7) Supervises and follows up to ensure that the Board of Directors performs its duties within their scope of duties and responsibilities effectively while achieving the objectives and main goals of the organization and according to the law and good corporate governance policy of the Company.
- (8) Fosters good relationships between executive and non-executive directors, including the board members and the management.
- (9) Supervises and monitors the management of the Board of Directors and other sub-committees to achieve the Company's objectives.

The scope of Authority, Duties, and Responsibilities of the Chairman of the Committee has been approved by the Board of Directors Meeting No. 5/2022 held on 11 November 2022 and is effective from 11 November 2022 onwards.



(Asst. Prof. Dr. Terdsak Rojsurakitti)

Chairman, Board of Directors

Winergy Medical Public Company Limited