

**Board of Commissioners Charter**

**PT. Soho Global Health**

**2015**

***Board of Commissioners Charter 2015***

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## Table of Contents

### Chapter I:

#### **INTRODUCTION**

- A. Background
- B. Purpose, Vision, and Core Values
- C. Objectives

### Chapter II:

#### **ESTABLISHMENT, ORGANIZATION AND SERVICE PERIOD**

- A. Legal Basis
- B. Appointment and Dismissal
- C. Purpose and Position in Organization
- D. Organization of the Board of Commissioners
  - 1. Membership Structure
  - 2. Membership Nomination
  - 3. Membership Requirements
  - 4. Term of Office

### Chapter III:

#### **DUTIES, RESPONSIBILITIES AND AUTHORITIES**

- A. Duties and Responsibilities
- B. Authorities
- C. Distribution of Duties and Authorities
- D. Delegation of Authorities
- E. Supporting Committees of the Board of Commissioners
- F. Remuneration
- G. Meetings and Reporting

### Chapter IV:

#### **RELATIONSHIP OF THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS**

### Chapter V:

#### **CLOSING**

Validity

### ***Board of Commissioners Charter 2015***



## Chapter I Introduction

### A. Background

**PT. SOHO GLOBAL HEALTH**, a limited liability company (*perseroan terbatas*) duly established, organized and validly existing pursuant to and under the laws of Republic of Indonesia, having its legal domicile in Jl. Rawa Sumur II Kav. BB 3, Pulo Gadung Industrial Area, Jatinegara Sub-District, Cakung District, East Jakarta, hereinafter referred to as “SGH” or “Company”.

The Board of Commissioners as a supervisor and advisor, in carrying out their duties, shall comply with the prevailing laws and regulations and the Company’s Articles of Association. The good corporate governance is based on the principles of Good Corporate Governance (GCG) called TARIF: transparency, accountability, responsibility, independency, and fairness, in order to meet the interests of Shareholders and other Stakeholders (employees, customers, communities, regulators, partners, etc.), and is based on the values and code of conduct that apply within the Company.

In performing their duties, the Board of Commissioners has a very important role in overseeing the Company’s course of business. Thus, a Working Guideline (Charter) is required as a guide for the Board of Commissioners in carrying out the duties, responsibilities and authorities to perform his supervisory duty for the interest of the Company and in accordance with the purposes and objectives of the Company.

With this Charter, the Board of Commissioners in carrying out their duties will at all times act and behave consistently based on the principles of GCG called TARIF, in accordance with the code of conduct and values prevailing in SGH, and always adhere to the applicable laws and regulations and the Company’s Articles of Association as well as any contractual obligations where the Company is a party. If there is any provision under this Board of Directors Charter which may conflict with the contractual obligations where the Company is a party, then prevailing laws and regulations, Articles of Association and any agreements that were approved by the Board of Commissioners and/or the General Meeting of Shareholders (as applicable) shall prevail.

The Board of Commissioners shall establish and set an example for the implementation of GCG principles, code of conduct, values and laws that apply to all Shareholders and other Stakeholders.

### B. Purpose, Vision and Core Values

#### PURPOSE

Our core purpose is to hold the care of human life as our highest priority.

#### **Board of Commissioners Charter 2015**





**VISION**

We aspire to be a healthcare leader and the preeminent provider of innovative natural pharmaceutical products. We are a company that values the well-being of the community and promotes a healthy lifestyle in a socially responsible way.

**CORE VALUES****Absolute Integrity**

We adhere to the highest standards of ethical behavior within the internal and external business environment. We are committed to be transparent and compliant in all of our processes.

**Mutual Respect**

We value diversity in team collaboration and nurture sustainable trusting relationships in everything we do.

**Passion for Innovation**

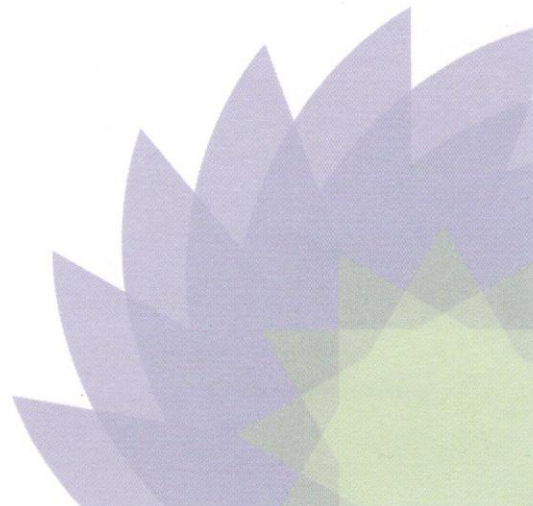
We enable the innovative spirit and mindset in everything we do to continuously improve. We will embrace creative thinking in developing new products and services, and find better ways to solve problems and to face challenges.

**Culture of Discipline**

We will embed the culture that requires disciplined people who engage in disciplined thought and then take disciplined action towards achieving company objectives, and strive for self-discipline to follow its policies and procedures.

**Purpose and Objectives**

The Board of Commissioners shall have rules and guidelines set out in a charter to ensure that its duties can be executed in an objective and effective manner. The charter can also be used as one of the tools for performance evaluation purposes. The Board of Commissioners Charter is structured as a guide in carrying out their duties and responsibilities in an efficient, effective, transparent, competent, independent, and accountable manner so as to be accepted by all relevant parties and in accordance with the prevailing laws and regulations.

***Board of Commissioners Charter 2015***



## Chapter II

### Establishment, Organization and Service Period

#### A. Legal Basis

Establishment, organization, mechanism of action, duties and responsibilities, and authorities of the Board of Commissioners as set forth in this Board of Commissioners Charter shall refer to the following legal basis:

1. Law No. 40 of 2007 on Limited Liability Companies (UUPT);
2. Articles of Association of SGH, as lastly amended by Deed No. 147 dated 30 January 2015, drawn up before Jimmy Tanal, S.H., M.Kn., as the substitute of Hasbullah Abdul Rasyid, S.H., M.Kn., Notary in South Jakarta, accepted by Minister of Law and Human Rights as stated in his decree No. AHU-AH.01.03-0010181 dated 16 February 2015 and its subsequent amendments from time to time.
3. POJK No. 32/POJK.04/2014 Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka by Indonesia Financial Services Authority (OJK).
4. POJK No. 33/POJK.04/2014 Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik by Indonesia Financial Services Authority (OJK).
5. POJK No. 34/POJK 04/2014 Komite Remunerasi dan Nominasi by Indonesia Financial Services Authority (OJK).
6. General Guidelines of Indonesian Good Corporate Governance from the National Committee of Corporate Governance 2006 Policy.
7. The Indonesia Corporate Governance Manual 1st Edition by International Finance Corporation (IFC) Advisory Services in Indonesia, dated January 2014.

#### B. Appointment and Dismissal

- Appointment and dismissal of members of the Board of Commissioners shall be resolved by a General Meeting of Shareholders (GMS) and shall be in accordance with the Company's Articles of Association. Any proposal of appointment, dismissal, and/or replacement of members of the Board of Commissioners to the GMS should consider the recommendations of the Board of Commissioner and/or the Nomination and Remuneration Committee.
- The Commissioner shall be of Indonesian citizen or a foreign citizen that complies with the prevailing laws and regulations.
- The GMS resolution regarding the appointment, replacement, and/or dismissal of the members of the Board of Commissioners shall stipulate the effective date of such appointment, replacement, and dismissal. In the event that the GMS does not stipulate the effective date of

#### ***Board of Commissioners Charter 2015***

appointment, replacement and/or dismissal of members of the Board of Commissioners, then such appointment, replacement and or dismissal shall be effective as of the closing of GMS.

- Dismissal of Member of the Board of Commissioners by a GMS Resolution

A member of the Board of Commissioners may be at any time dismissed based on the resolution of GMS by specifying the reasons, inter alia because of the following reasons:

- 1) the relevant Commissioner is no longer qualify as member of the Board of Commissioners under the Company Law;
- 2) the relevant Commissioner perform any actions that harmful to the Company; or
- 3) any other reason that is considered appropriate by the GMS, i.e. the Commissioner cannot do his or her obligations properly or as mutually agreed in its management contract, the Commissioner is found guilty by a court decision which having permanent legal force, etc.

The resolution to dismiss the member of the Board of Commissioners shall be adopted after the relevant Commissioner has been given an opportunity to defend itself in the GMS.

In the event the resolution to dismiss the member of the Board of Commissioners as referred to in paragraph above is adopted by a circular resolution of the Shareholders, the relevant Commissioner shall be first notified regarding the plan of dismissal, and shall be given opportunity to defend itself in a writing, prior to the resolution regarding such dismissal. The opportunity to defend shall not be deemed necessary in the event that the relevant Commissioner show no objection against such dismissal.

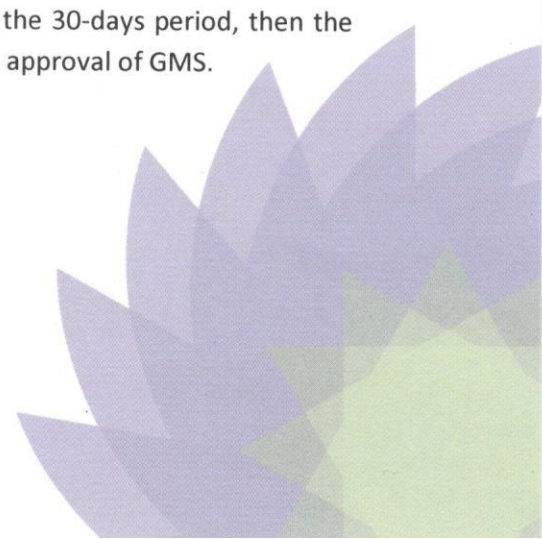
The dismissal of the member of the Board of Commissioners shall be effective as of:

- a) the closing of GMS; or
- b) the date of the circular resolution of the Shareholders;
- c) other date determined in the resolution of GMS; or
- d) other date determined in the circular resolution of the Shareholders.

- Resignation of the Member of the Board of Commissioners

A member of the Board of Commissioners reserves the right to resign from his position as the Commissioner of the Company by giving a prior written notice to the Company no later than 30 (thirty) days before the date of his resignation. With the lapse of the 30-days period, then the respective Commissioner resigned effectively without requiring the approval of GMS.

***Board of Commissioners Charter 2015***



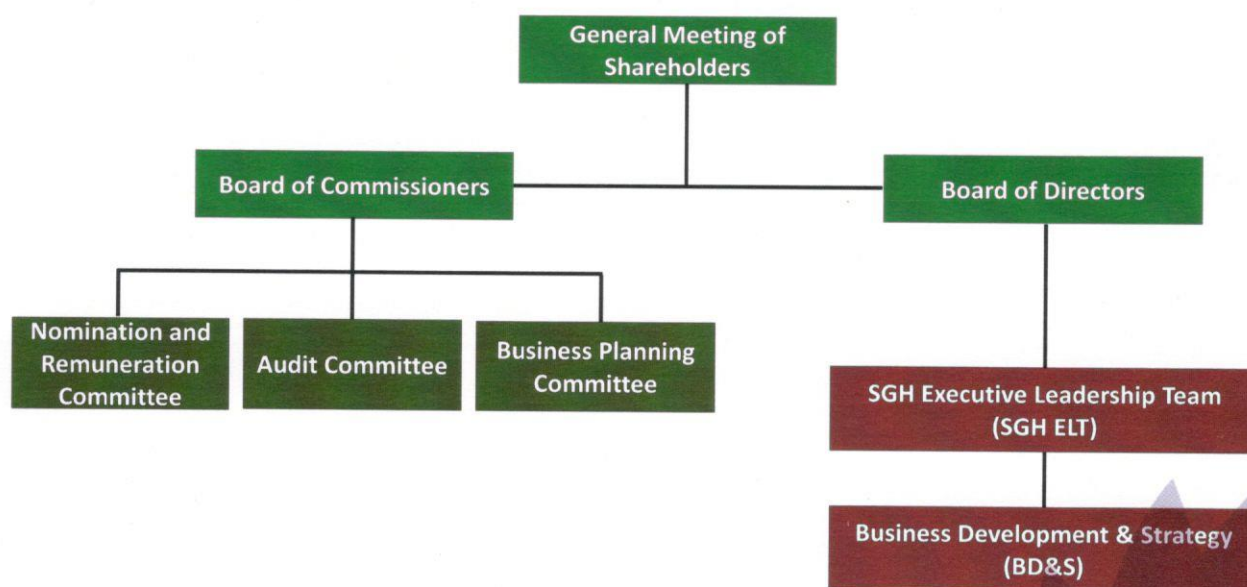


- Should a position of a Commissioner is vacant due to any reason, then within a period of thirty (30) days after the vacancies occur, a GMS shall be convened to fill such vacant position by considering the above provisions.
- Any appointment, replacement, and/or dismissal of the members of the Board of Commissioners shall be reflected in the Articles of Association of the Company and shall be notified by the Board of Directors to the Minister of Law and Human Rights to be registered in the Company Registry, within the latest period of 30 (thirty) days as of the resolution date of the GMS.

### C. Purpose and Position in Organization

In accordance with the prevailing laws and regulations, the Board of Commissioners is the Company's organ in charge of supervising over the management policies, the implementation of the management in general, either regarding the Company or its business, and providing advice to the Board of Directors, as well as monitoring and ensuring that GCG has been implemented in an effective and sustainable manner. The supervision and advice shall be conducted for the interest of the Company and shall be in accordance with the purpose and objective of the Company.

Position of the Board of Commissioners is parallel to the Board of Directors and reports to the GMS, and is in charge of supervisory functions of the Board of Directors, which in their daily activities can be assisted by the Supporting Committees and experts appointed by the Board of Commissioners.



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#### **D. Organization of the Board of Commissioners**

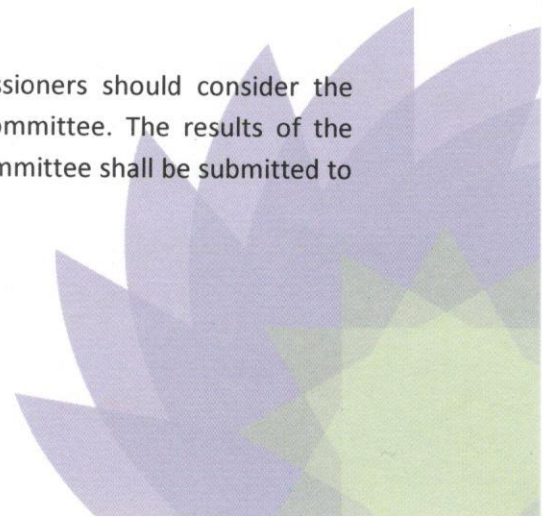
##### **1. Membership Structure**

- a. The Board of Commissioners consists of 1 (one) or more of Commissioners, and if more than 1 (one), then 1 (one) of them could be appointed by the GMS as a President Commissioner. If the Board of Commissioners consists of 1 (one) Commissioner only, all duties and responsibilities that are given to the President Commissioner or other members in the Company's Articles of Association, shall apply to him/her.
- b. Composition and number of members of the Board of Commissioners shall be determined by the GMS and shall be of sufficient size that suits the complexity of the business of the Company in view of the Company's purposes and objectives as stipulated in the Company's Articles of Association, thus enabling effective, appropriate and quick decision making and acting independently.
- c. The Board of Commissioners which consists of more than 1 (one) members shall constitutes a committee, and each member of the Board of Commissioners cannot act severally in performing their duties as commissioners, but it shall be based on the resolution of the Board of Commissioners.
- d. The number of Independent Commissioners shall be in proportion to the number of shares owned by non-controlling shareholders, but at least 30% (thirty percent) of the total members of the Board of Commissioners. One of the Independent Commissioners must have a background in accounting and / or finance.

##### **2. Membership Nomination**

- a. Members of the Board of Commissioners are selected and appointed by the GMS based on the nomination process according to the Articles of Association of the Company and prevailing laws and regulations, including those concerning Limited Liability Companies and based on considerations of integrity, dedication, understanding of corporate management problems, having adequate knowledge in the Company's businesses and capability of providing sufficient time to perform their duties.
- b. The Commissioner shall be of Indonesian citizen or a foreign citizen that complies with the prevailing laws and regulations.
- c. The nomination of the members of the Board of Commissioners should consider the recommendations of the Nomination and Remuneration Committee. The results of the nomination process by the Nomination and Remuneration Committee shall be submitted to

#### ***Board of Commissioners Charter 2015***



the Shareholders to do further selection without limiting other candidates than those proposed, before being passed at the GMS.

### **3. Membership Requirements**

#### **a. Formal Requirements**

Members of the Board of Commissioners are individuals who are competent in carrying out legal actions and meet the following provisions:

- 1) they have never been declared bankrupt within 5 (five) years prior to the appointment;
- 2) they have never become Board of Directors' members or Board of Commissioners' members or Supervisory Board members who were found guilty of causing a company to go bankrupt, within 5 (five) years prior to the appointment;
- 3) they have never been convicted of a criminal offense which caused financial loss to the state and/or those related to the financial sector, within 5 (five) years prior to the appointment; and
- 4) they have met other additional requirements under the relevant regulations, as required by the relevant technical institution.

The appointment of member of the Board of Commissioners which is not in accordance with the formal requirements as mentioned above shall be, by law, nullified as of the other members of the Board of Commissioners or Board of Directors acknowledges the non-compliance of such requirement.

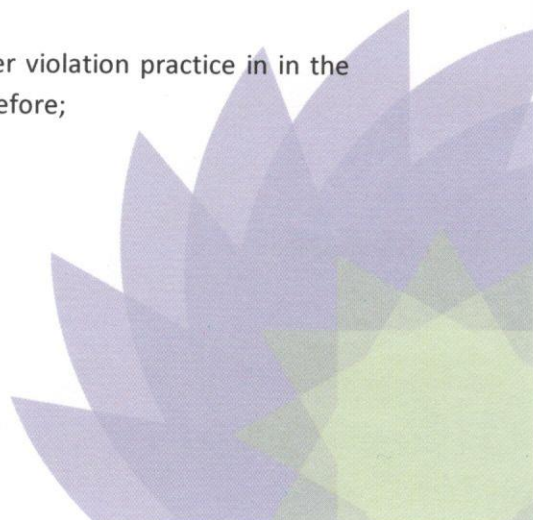
Within the latest period of 7 (seven) days as of the acknowledgement, the Board of Directors shall announce the annulment of the appointment of the relevant member of Board of Commissioners in a newspaper and shall notify the Minister of Law and Human Rights to be registered in the Company Registry.

Legal action that has been conducted by the relevant Commissioner for and on behalf of the Board of Commissioners prior to the annulment of appointment shall remain binding and shall become the Company's liability. However, this provision shall not reduce the responsibility of the relevant Commissioner against the Company's loss as referred to in the Company Law.

In addition to the above requirements, the members of the Board of Commissioners shall also meet the following requirements:

- 1) never been involved in any manipulative actions and other violation practice in the management of the company where he/she was working before;

#### ***Board of Commissioners Charter 2015***





- 2) never been involved in any events of default that can be categorized as not fulfill the commitments which have been agreed with the company where he/she was working before;
- 3) never been involved in any acts that can be categorized as giving unlawful advantage/benefits to him/her or other related party;
- 4) never been involved in any acts that can be categorized as violation of the provision relating to good corporate governance principles.

If required by the Shareholders of the Company, each member of the Board of Commissioners shall fulfil the 'Fit and Proper' criteria as formulated by the Board of Commissioners and/or Nomination and Remuneration Committee.

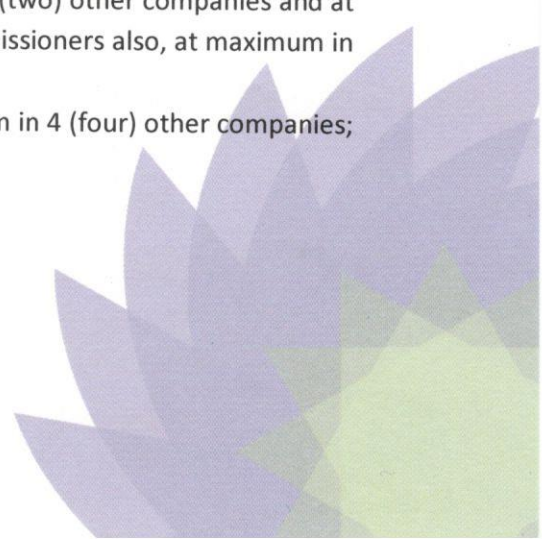
**b. Material Requirements**

- a. Each member of the Board of Commissioners must be professional that possess the integrity, experience, knowledge and skills necessary to carry out his/her duties and meet other qualifications as set forth in the Company Law, Company's Articles of Association and prevailing laws and regulations, including to ensure that the Board of Directors shall observe the interest of all Stakeholders.
- b. Each member of the Board of Commissioners shall be appointed by considerations of expertise, integrity, leadership, experience, honesty, good behavior, as well as dedication to promote and develop the Company.
- c. Each member of the Board of Commissioners shall be able to provide sufficient time for the concerned to perform his/her duties at the Company.
- d. Each member of the Board of Commissioners shall understand and implement the GCG code.

**c. Independency Requirements**

- a) Members of the Board of Commissioners are prohibited from assuming any other position that may pose a conflict of interest or any other position which is prohibited under relevant technical regulations.
- b) Subject to the approval by the Nomination and Remuneration Committee, members of the Board of Commissioners can concurrently assume other positions the other companies, as long as these following positions may not pose any conflict of interest and shall be in accordance with the provisions of prevailing laws and regulations:
  - a. A member of the Board of Directors, at maximum in 2 (two) other companies and at the same time, being a member of the Board of Commissioners also, at maximum in 2 (two) other companies; or
  - b. A member of the Board of Commissioners, at maximum in 4 (four) other companies; or

***Board of Commissioners Charter 2015***





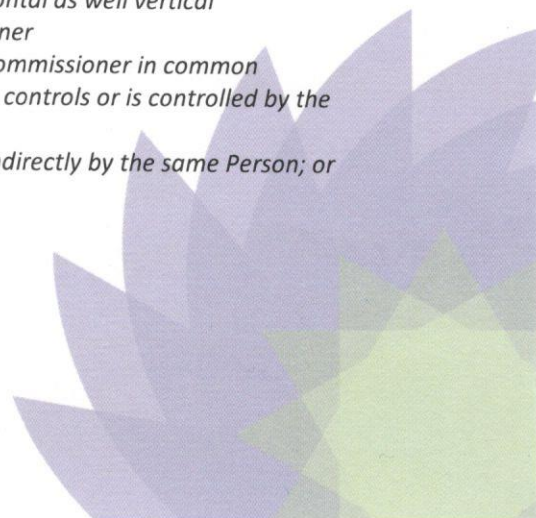
- c. Committee members, at maximum in 5 (five) committees in other companies where the concerned Commissioner is also a member of the Board of Directors or Board of Commissioners in such company.
- c) Subject to the approval by the Nomination and Remuneration Committee, any Independent Commissioners specifically shall meet the following requirements:
- shall come from outside of the Company and its affiliates, and is not a person who worked on the Company and its affiliates;
  - does not have any shares, either directly and/or indirectly in the Company and its affiliates;
  - does not have any affiliated relationship<sup>1</sup> with the Company, other Company's Commissioner, the Company's Directors, or the Core Shareholder of the Company;
  - does not have any business relationship or business investment, either directly or indirectly related to the business activities of the Company and its affiliates;
  - does not have any financial relationship, either directly or indirectly with the Company or other companies that provide any services and products to the Company and its affiliates;
  - is not being employed as Director or Commissioner by other company which has similar business activities with the Company and its affiliates;
  - is not a professional advisor in other company which has similar business activities with Company and its affiliates;
  - does not have any contractual relationship with other company which has similar business activities with the Company and its affiliates;
  - is not occupying positions which may cause any conflict of interest with the Company and its affiliates;
  - does not have any other relationship that may affect his/her abilities to act independently or act solely for the interest of the Company and its affiliates, and Independent Commissioner shall be separated from the influence of the various parties who have interests that may conflict with the interests of the Company. Independent Commissioner shall be free from any interest and any kind of business matters or any relationship that may, or may reasonably be regarded as a material interference with his capacity as an Independent Commissioner.

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<sup>1</sup> Affiliated relationship is:

- a. A family relationship by marriage and descent to the second degree, horizontal as well vertical
- b. A relationship between a Person and its employees, director, or commissioner
- c. A relationship between 2 (two) Companies with one or more directors or commissioner in common
- d. A relationship between a Company and a Person that directly or indirectly, controls or is controlled by the Company
- e. A relationship between 2 (two) Companies that are controlled directly or indirectly by the same Person; or
- f. A relationship between a Company and Core Shareholder.

### **Board of Commissioners Charter 2015**



#### 4. Term of Office

- a. Term of office of the Board of Commissioners' members is 5 (five) years or other period as determined from time to time under the Company's Articles of Association and without prejudice to the right of the GMS to dismiss them at any time before their term of office ends in accordance with the Company's Articles of Association;
- b. After completing the current service term, members of the Board of Commissioners may be reappointed by the GMS;
- c. Independent Commissioner who has served for 2 (two) periods of tenure may be reappointed for the next period, provided that, the relevant Independent Commissioner shall declare himself to the GMS that he/she remains independent. Such declaration shall be stipulated in the annual report of the Company. In case the Independent Commissioner serves on the Audit Committee, the relevant Independent Commissioner can only be reappointed as the member of Audit Committee for 1 (one) other period.
- d. The position of the Board of Commissioners' members shall be terminated if:
  - 1) The term of office of the relevant Commissioner expires;
  - 2) The relevant Commissioner resigned in accordance with the provision of the Company's Articles of Association;
  - 3) The relevant Commissioner is no longer meet the requirements as stipulated in the applicable laws and regulations;
  - 4) The relevant Commissioner is passed away during his tenure;
  - 5) The relevant Commissioner is dismissed under the resolution of the GMS.

#### ***Board of Commissioners Charter 2015***

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## Chapter III

### Duties, Responsibilities and Authorities

#### A. Duties and Responsibilities

The Board of Commissioners is in charge of supervision over the management policy, the implementation of the management in general, either regarding the Company or its business, as well as provides advice to the Board of Directors with good faith, prudent and full of responsibility in the pursuit of Company's purposes and objectives, and in accordance with the provisions of the Company Law, Company's Articles of Association as well as other prevailing laws and regulations.

The implementation of the duties, responsibilities and authorities of the Board of Commissioners shall be reported to the GMS.

The Board of Commissioners which consists of more than 1 (one) members shall constitutes a committee, and each member of the Board of Commissioners cannot act severally in performing their duties as commissioners, but it shall be based on the resolution of the Board of Commissioners.

Each member of the Board of Commissioners shall be fully and personally liable over the loss of the Company if it resulted from its fault or negligent in performing its duties in accordance with the provisions stipulated in the Company Law and Company's Articles of Association. In the event the Board of Commissioners consist of 2 (two) members or more, the responsibility shall jointly and severally apply to each member of the Board of Commissioners.

A member of the Board of Commissioners shall not be liable for the loss of the Company as referred to in preceding paragraph, if it is proven that:

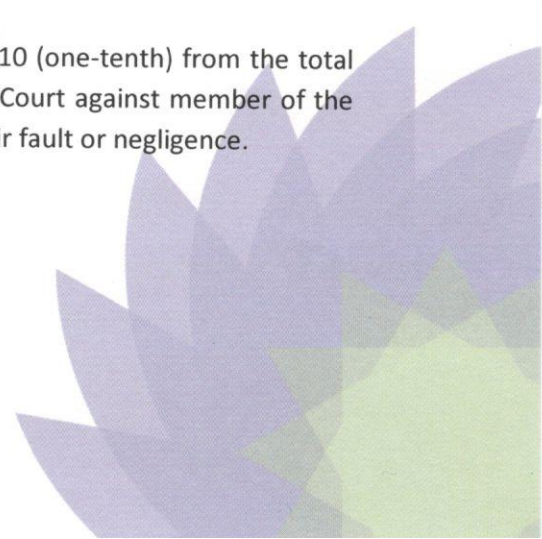
- a) it has performed the supervisory duty with good faith and prudent principle for the interest of the Company and in accordance with its purpose and objective;
- b) it has no, either directly or indirectly, personal interest to the Board of Directors' management over the Company's which causing the Company's loss; and
- c) it has provide advice to the Board of Directors in order to prevent the occurrence or continuity of such loss.

On behalf of the Company, the shareholders representing at least 1/10 (one-tenth) from the total number of shares with voting right, may submit a claim to a District Court against member of the Board of Commissioners which causes loss to the Company due to their fault or negligence.

#### ***Board of Commissioners Charter 2015***

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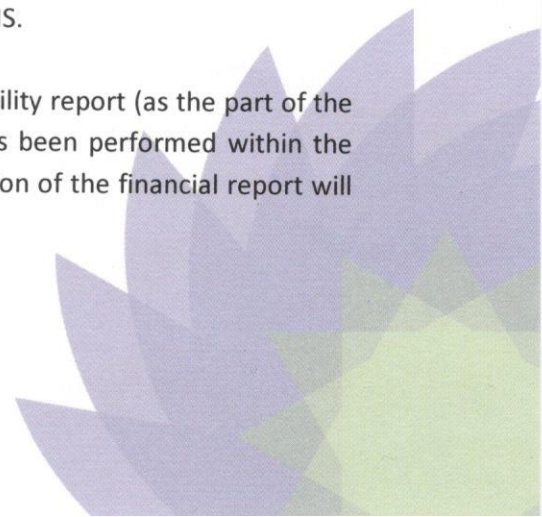
In performing its duties, the Board of Commissioners is prohibited from participating in any operational decision making. In circumstances where the Board of Commissioners make decisions regarding matters as stipulated in the Articles of Association of the Company or the prevailing laws and regulations, such decisions shall be made within its supervisory function, so that the decisions on operational activities shall remain the responsibility of the Board of Directors of the Company.

In general, duties and responsibilities of the Board of Commissioners in accordance with the Company's Articles of Association and prevailing laws and regulations are:

1. To supervise the Board of Directors in carrying out management of the Company and in implementing the Company's Articles of Association, the GMS resolutions and applicable laws and regulations, which functions include preventive measures, corrective measures, improvement measures and even to suspend any members of the Board of Directors (if needed);
2. To exercise supervision over the Company's business risk and the management efforts to perform internal control;
3. To monitor and implement the GCG's principles in the Company's business activities;
4. To provide advice and opinion to the Board of Directors related to the duties and obligations of the Board of Directors under the Company's Articles of Association and prevailing laws and regulations;
5. To provide feedback and recommendations on the proposal and plan of the Company's strategic development as proposed by the Board of Directors;
6. To ensure that the Board of Directors have regard to the interests of the Shareholders;
7. To review and approve the Company's work plan, business plan, the operating plan, the annual plan and other plans related to the implementation of the Company's business and activities prepared by the Board of Directors as required under the Company's Articles of Association;
8. To provide approval or assistance to the Board of Directors in performing a specific legal action as may be stipulated in the Company's Articles of Association, applicable laws and regulations and/or under GMS resolutions;
9. To prepare a minute meeting of the Board of Commissioners and keep the copy thereof;
10. To report to the Company regarding its and/or its relative's shares ownership in the Company and other companies;
11. To disclose all conflicts of interest that are being faced and any potential conflicts of interest or anything that can inhibit members of the Board of Commissioners to act independently;
12. To improve their competence and knowledge on an ongoing basis to implement their functions as the Board of Commissioners in a professional manner
13. To perform other supervisory duties as determined under the GMS.

In performing its supervisory duty, the BoC shall submit an accountability report (as the part of the annual report) to the GMS regarding the supervisory duty which has been performed within the previous accounting year. Approval of the annual report and ratification of the financial report will

#### ***Board of Commissioners Charter 2015***



signify that the GMS has given a release and discharge to the members of the Board of Commissioners as far as it is reflected in the annual report, without minimizing the responsibility of each member of the Board of Commissioners in the event that a crime, mistake or negligence occurs causing damage to any third parties which cannot be indemnified by the Company's assets.

Accountability of the Board of Commissioners to the GMS is the embodiment of supervision accountability for the Company's management in the implementation of good corporate governance principles.

## **B. Authorities**

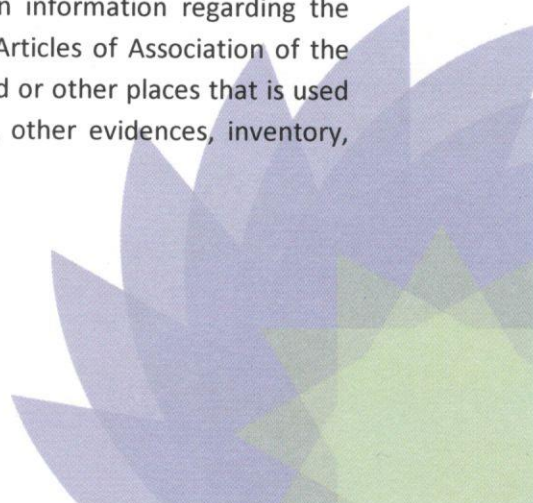
The authority of the Board of Commissioners shall be carried out within their supervisory and advisory function. Some of its authorities are as follows:

1. In circumstances where it is deemed necessary in the interest of the Company, the Board of Commissioners may impose sanction on members of the Board of Directors in the form of a suspension, subject to further determination by the GMS.
2. The Board of Commissioners may carry out the function of the Board of Directors and perform the management over the Company on a temporary basis in the following circumstances:
  - where a vacancy occurs in the Board of Directors;
  - where all of the members of the Board of Directors have interest detrimental to the Company;
  - where all members of the Board of Directors are suspended for temporary period from their position; or
  - in other situation as stipulated by laws and regulations and the Articles of Association of the Company.

In those circumstances, all provisions regarding right, authority, and obligation of the Board of Directors over the Company and the third party shall apply. The Board of Commissioners can also give a special power of attorney temporarily to 1 (one) or more members of the Board of Commissioner, in the account of the Board of Commissioners.

3. In carrying out its duty, the Board of Commissioners may form supporting committees, among others Audit Committee, Nomination and Remuneration Committee, and Business Planning Committee. Any proposal from the committees shall be submitted to the Board of Commissioners for approval.
4. To enable the exercise of its function, the members of the Board of Commissioners, collectively and individually, are entitled to have access to, and to obtain information regarding the Company on a timely and complete basis, as stipulated in the Articles of Association of the Company, including but not limited to enter the building and yard or other places that is used or held by the Company and to inspect all books, documents, other evidences, inventory,

### ***Board of Commissioners Charter 2015***





- check and compare the cash (for verification purposes), and other securities as well as to know all actions taken by the Board of Directors.
5. To provide any feedback on periodic reports of the Board of Directors, and at any time as needed, on the Company's development and to report the results of performance of the Board of Directors' duties to shareholders as stipulated in the Company's Articles of Association;
  6. To convene a GMS, if the Board of Directors fails to convene it within a specified period of time as stipulated in the Company's Articles of Association and the prevailing laws and regulations;
  7. To convene an Extraordinary General Meeting of Shareholders to decide whether or not a suspended member of the Board of Directors will be dismissed permanently or reinstated to his/her original position;
  8. To determine the nomination system, performance evaluation, transparent remuneration for the Board of Commissioners, the Board of Directors of the Company and senior management after considering the study results of the Nomination and Remuneration Committee, to be further submitted for approval of the GMS;
  9. To appoint a member of the Board of Commissioners as the representative or delegation of the Board of Commissioners in specific duties, among others compliance duties.
  10. The Board of Commissioners is authorized to give consent or assistance to the Board of Directors in following legal actions as stipulated in the Company's Articles of Association ("**Reserved Matters**"):
    - Certain legal actions which need an approval from the Board of Commissioners and the GMS:
      - a) amendment of constitutional documents;
      - b) amendment to share capital of the Company (including any reduction of share capital or issuance of any shares or securities convertible into shares or interest in the capital (including any warrants issued by the Company));
      - c) amendment of rights, preferences, privileges or powers of or restrictions provided for the benefit of any class of shares;
      - d) transfer of any shares or interest in the capital or securities convertible into shares or interest in the capital;
      - e) initial public offering or any public offering of any securities;
      - f) merger, consolidation, scheme of arrangement, recapitalization, reclassification, split-off, spin-off or sale or other disposition of all or substantially all of the business, goodwill, assets or equity or equity securities (including any securities exercisable for or convertible or exchangeable into such securities of the Company);
      - g) purchase, repurchase, redemption or other cancellation, directly or indirectly, of any share capital or other equity securities;
      - h) changes to the name or the general nature of the business of the Company;
      - i) liquidating or winding up or entering into any compromise with creditors;
      - j) establishing or amending the Management Incentive Plan, which includes the issuance of any stock options or awards thereunder;

### **Board of Commissioners Charter 2015**

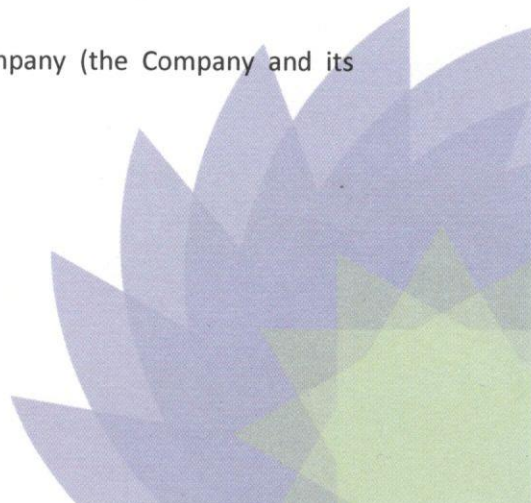


- k) distributing the annual dividend of the Company exceeding IDR 50,000 per share;
  - l) determining or changing the remuneration (including bonuses) of any member(s) of the Board of Directors of the Company, in the event such remuneration is not in the ordinary course of business;
  - m) appointing and removing any member(s) of the Board of Directors of the Company;
  - n) to take any actions which need at least 2/3 (two-third) of the total shares issued with voting rights in the Company, including (i) to transfer the Company's assets or to secure the Company's assets, which constitutes of more than 50% (fifty percent) from the total net assets of the Company in 1 (one) transaction or more, whether in relation to each other (inter-related) or not; (ii) to file a request on bankruptcy of the Company; (iii) to do the acquisition of the shares of the Company; (iv) to do any set-off of the receivables owned by the Shareholders or other creditors of the Company into the shares of the Company.
- Certain legal actions which need an approval from a Commissioner which is appointed or delegated by the Board of Commissioners' Meeting to be in charge for the compliance duties ("Compliance Commissioner"):
- a. incurrence of capital or operating expenditures not in the ordinary course of business outside agreed upon Business Plan and/or annual operating plan exceeding IDR 2 billion in aggregate per annum;
  - b. changes to the Business Plan of the Company;
  - c. granting of any loans or amendments thereto outside the Group of the Company (the Company and its subsidiaries) exceeding IDR 1 billion in aggregate;
  - d. incurring any indebtedness or making any prepayments other than indebtedness incurred in relation to (a) the Existing Facilities (or any replacements thereof); and (b) any additional facilities up to IDR 50 billion in aggregate, in each case, for working capital purposes only;
  - e. giving any guarantee, indemnity or act as surety or creating any Encumbrances over any assets of the Company exceeding IDR10 billion (other than the guarantee given by the Company in relation to the BCA Facility Agreement with PT Ethica Industri Farmasi);
  - f. executing, amending, renewing or termination any material agreements or other commitments (including any commercial agreements for distribution, marketing and sales with minimum guarantee requirements) exceeding IDR50 billion in contract value or projected contract value;
  - g. acquiring or disposing any material assets or properties exceeding IDR 25 billion including but not limited to any transfer, sale or assignment of exclusive or non-exclusive Intellectual Property Rights to any third parties;
  - h. investing into any new businesses or joint ventures or incorporating any new subsidiaries;

#### ***Board of Commissioners Charter 2015***

- i. changing any terms and conditions of any Related Party transactions or entering into any other Related Party transactions including but not limited to any transactions to acquire from or sell to any Related Parties any assets, businesses or equities and any licensing or product importation arrangement with any Related Parties. The consent of the Compliance Commissioner in such circumstances would not be unreasonably withheld provided that the change to the terms and conditions of any such Related Party transaction is on Commercially Acceptable Terms and the consent of the Compliance Commissioner shall not be required with respect to the Group of the Company (the Company and its subsidiaries) engaging in arms-length transactions with Soho Flordis International and/or any company set up by the Core Shareholder of the Company or any member of the Extended Group (the Company and its subsidiaries, including PT Ethica Industri Farmasi) for the purpose of research and development, provided that the Group of the Company (the Company and its subsidiaries) shall have preferential rights to any commercial benefits of any such research and development;
- j. changing significantly any accounting policies currently adopted unless such changes are required by applicable laws;
- k. appointing and removing of auditors of the Company;
- l. determining or changing the remuneration (including bonuses) of the Chief Executive Officer, Chief Financial Officer, Head of the Pharmaceutical Business, Head of the Distribution Business, Head of Legal, Head of Human Resources, Company Secretary, or its respective equivalent as from time to time appointed for the Group of the Company, and/or any key management in the event such remuneration is not in the ordinary course of business;
- m. appointing and removing the Chief Executive Officer, Chief Financial Officer, Head of the Pharmaceutical Business, Head of the Distribution Business, Head of Legal, Head of Human Resources, and Company Secretary or its respective equivalent as from time to time appointed for the Group of the Company;
- n. establishing or amending the Management Incentive Plan (other than the issuance of any stock options or awards thereunder) or adopting or implementing any other employee share incentive scheme benefiting senior management, or any issuances with respect thereto;
- o. adopting or changing any environmental and social policy;
- p. granting any other pension schemes;
- q. commencing or settling any litigation or arbitration proceedings in an amount exceeding IDR 5 billion;
- r. committing future funding for the Group of the Company (the Company and its subsidiaries), outside of working capital purposes;

#### ***Board of Commissioners Charter 2015***





- s. investing in PT Ethica Industri Farmasi (whether debt or equity), unless such investment (or a series of investments) is made to maintain the Company's percentage shareholding interest in PT Ethica Industri Farmasi and if the investment:
  - i.) is less than IDR 50 billion in aggregate (and commercially reasonable debt obtained in connection with such IDR50 billion investment);
  - ii.) does not prevent the Business Plan of the Company; and
  - iii.) does not need the issuance of any Equity Securities;
- t. a trade sale of more than 50% of PT Ethica Industri Farmasi's assets or any shares in PT Ethica Industri Farmasi held by the Company to a Related Party or on non-arms' length terms;
- u. any step taken towards the liquidation of PT Ethica Industri Farmasi;
- v. approving the annual operating plan of the Company which relates to the provisions a-n in preceding paragraph, provision a-u in this paragraph, or which is materially inconsistent with the Business Plan of the Company.

Please note that in the event the Board of Directors or other parties takes legal actions as mentioned above without the consent or assistance of the Board of Commissioners, such legal action shall remain valid and binding to the Company as long as the Board of Directors or the other parties who conduct such legal actions, show good faith.

#### **C. Distribution of Duties and Authorities of Each Member of the Board of Commissioners**

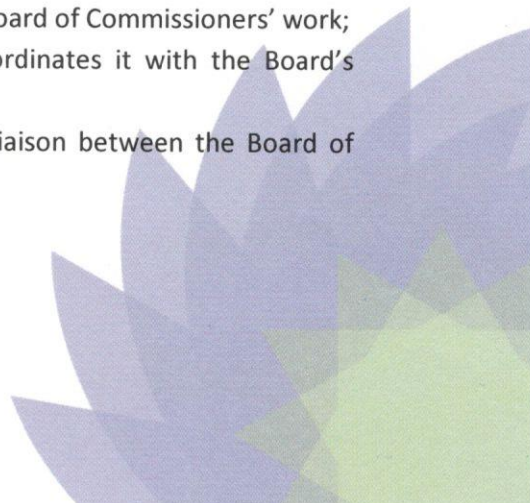
There should be a clear division of duties, authorities and responsibilities among the members of the Board of Commissioners, which can be regulated in a Board of Commissioners' resolution.

Each of the members of the Board of Commissioners, including the President Commissioner, has equal position. The duty of the President Commissioner of the Board of Commissioners as *primus inter pares* is to coordinate the activities of the Board of Commissioners. The President Commissioner should have an outstanding professional reputation and should be of the highest integrity, be committed to the interests of the Company, and enjoy the trust of shareholders and the other Commissioners.

The resolution of the Board of Commissioners can describe the duties or responsibilities of the President Commissioner which could contain the following elements:

- a. Provides leadership and ensures for the Board of Commissioners' effectiveness;
- b. Establishes, implements and reviews procedures that govern the Board of Commissioners' work;
- c. Schedules a Board of Commissioners meeting calendar and coordinates it with the Board's committee chairs;
- d. Periodically interacts with the President Director and acts as a liaison between the Board of Commissioners and executives;

#### **Board of Commissioners Charter 2015**



- e. Ensures for accurate, timely, and clear information to and from the other commissioners;
- f. Ensures for effective communication with shareholders;
- g. Facilitates the effective contribution of independent commissioners and enables constructive relations between commissioners;
- h. Steering the Board of Commissioners towards a consensus;
- i. Carries out other duties as requested by the GMS and the Board of Commissioners as a whole, depending on needs and circumstances.

The resolution of the Board of Commissioners may also appoint 1 (one) member of the Board of Commissioners to be in charge as the Compliance Commissioner with the responsibilities to approve several matters as defined specifically in the Articles of Association of the Company, provided that it shall not contravene with the duties and authorities of the Board of Commissioners and it shall not reduce the management duties performed by the Board of Directors.

#### **D. Supporting Committees of the Board of Commissioners**

In carrying out its duty, the Board of Commissioners may form supporting committees to assist in other duties of the Board of Commissioners, among others Audit Committee, Nomination and Remuneration Committee, and Business Planning Committee. Each Committee shall be responsible and report to the Board of Commissioners. Any proposal from the Committees shall be submitted to the Board of Commissioners for approval.

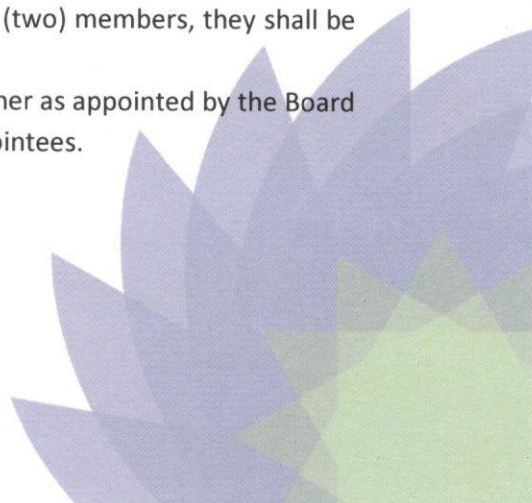
Committee members shall be nominated by the Nomination and Remuneration Committee to themembers of the Board of Commissioners or from external parties of the Company. The Chairman of the Committee shall be appointed and dismissed by the Board of Commissioners. Assignment, tenure, terms, income, and evaluation of the performance of each committee shall be set in a separate Charter established by the Board of Commissioners.

##### **a. Audit Committee**

###### **Composition:**

- The Audit Committee should ideally be made up of 2 (two) to 4 (four) individuals.
- One of the members should have an accounting/finance background.
- Majority members should be from independent members/outside the companies (non-executive). However if the Audit Committee only consists of 2 (two) members, they shall be of independent members.
- Chaired by an Independent Commissioner or other Commissioner as appointed by the Board of Commissioners. Members can consist of non-executive appointees.

#### ***Board of Commissioners Charter 2015***





Meeting Frequency:

- Meetings called with at least 7 (seven) business days' written notice to committee members. Notice shall include an agenda for the proposed meeting and all supporting documents to be discussed.
- Meeting to be attended in person, by phone or by proxy.

Terms of Reference:

- To monitor the integrity of the financial statements of the Company.
- To examine the results of internal and external audits as well as to follow up on any audit findings.
- To review the Company's internal controls, risk management systems, and audit function.
- Make recommendations to the Board of Commissioners in relation to the external or internal auditor, including remuneration, independence, effectiveness, and policy to engage in non-audit services.
- The Financial Accounts of the Company has to be approved by the Audit Committee.

b. Nomination and Remuneration Committee

The Board of Commissioners may establish a Nomination and Remuneration Committee chaired by an Independent Commissioner or other Commissioner as agreed by the Board of Commissioners.

Composition:

- Should ideally be made up of 3 (three) to 4 (four) individuals.
- Chaired by an Independent Commissioner or other Commissioner as appointed by the Board of Commissioners.

Meeting Frequency:

- Meetings called with at least 7 (seven) business days' written notice to committee members. Notice shall include an agenda for the proposed meeting and all supporting documents to be discussed.
- Meeting to be attended in person, by phone or by proxy.
- Meetings held at least 1 (one) in every 4 (four) months.
- Meeting can only be held if attendance comprises by majority members and one of the members is the Chairman of Nomination and Remuneration Committee.

Terms of Reference:

- To evaluate the performance of the Board of Directors.

***Board of Commissioners Charter 2015***



- To propose the proper remuneration of Board of Commissioners, Board of Directors, and all executives including pension, short term, and long term incentive rights, as well as the Management Incentive Plan.
- To define and monitor the structure, amount and policies of remuneration for Board of Commissioners, Board of Directors and all executives.
- The existence of the Nomination and Remuneration Committee and its work system shall be reported to the GMS.

c. Business Planning Committee

Composition:

- Should ideally be made up of 3 (three) to 4 (four) individuals
- Chaired by a Commissioner appointed by the Board of Commissioners. Members can consist of non-executive appointees.

Meeting Frequency:

- Meetings called with at least 7 (seven) business days' written notice to committee members. Notice shall include an agenda for the proposed meeting and all supporting documents to be discussed.
- Meeting to be attended in person, by phone or by proxy.

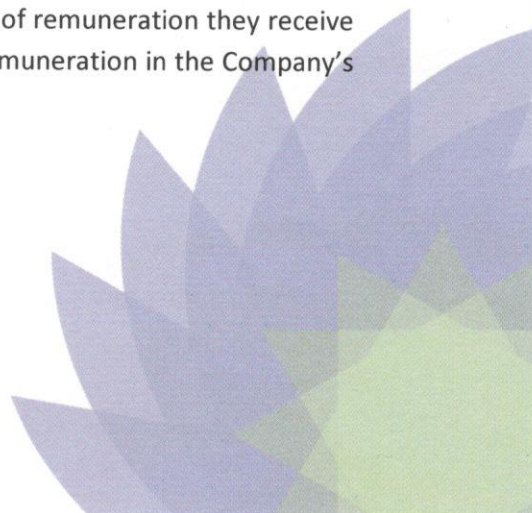
Terms of Reference:

- To evaluate changes to the Company's business plan, review acquisitions plans, and debt financing plans.
- To review the annual operating plan of the Company and provide opinion to the Board of Commissioners.

**E. Remuneration**

1. Remuneration of each member of the Board of Commissioners of the Company (including salary, honoraria, retirement compensation and/or any facilities and benefits (retirement compensation), shall be determined by the GMS.
2. Remuneration for members of the Board of Commissioners shall be awarded on the basis of a formula set by the GMS by taking into account the advice from the Nomination and Remuneration Committee.
3. Members of the Board of Commissioners must report the amount of remuneration they receive (including stock options, if any) and the basis for calculating the remuneration in the Company's annual report.

***Board of Commissioners Charter 2015***





## **F. Meetings and Reporting**

### **1. Board of Commissioners' Meetings**

- a. The Board of Commissioners' meeting can be convened at any time, if deemed necessary:
  - i. upon a request of 1 (one) or more members of Board of Directors;
  - ii. upon a written request of 1 (one) or more members of Board of Commissioners;
  - iii. upon a written request of 1 (one) or more Shareholders of the Company who collectively represent at least 1/10 (one tenth) of the total number of shares with valid voting rights;

provided that the meeting of the Board of Commissioners shall be held at least four (4) times in each calendar year, unless otherwise agreed by the Shareholders of the Company, and such date(s) shall be notified by the Company at the beginning of each financial year.

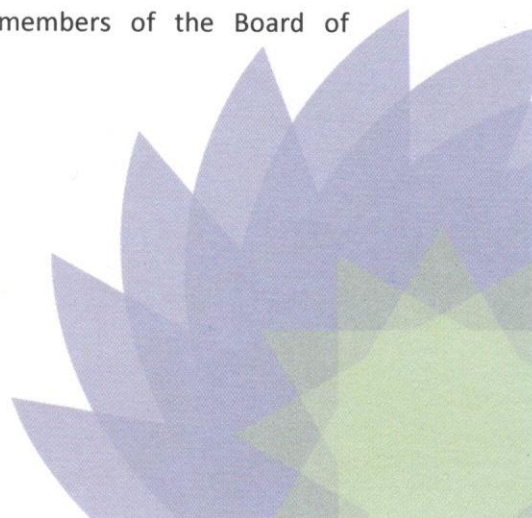
- b. Notice of the meeting of Board of Commissioners shall be conducted by a member of the Board of Commissioners who is entitled to act for and on behalf of the Board of Commissioners and must be delivered to all members of the Board of Commissioners by a registered mail or by an advertisement in a newspaper, on not less than 7 (seven) business days (or such shorter period as may be agreed jointly by all the Commissioners) prior to the date of the meeting, excluding the date of the notice and the date of meeting.

The notice for the meeting of the Board of Commissioners which is submitted through a registered mail, shall be received to the members of the Board of Commissioners (as evidenced by a receipt) no later than 3 (three) calendar days prior to the date of the meeting, excluding the date of the notice and the date of meeting.

The notice of the meeting must include the agenda for the proposed meeting, the date, time and place of the meeting, as well as all supporting documents for items to be considered at such meeting.

- c. The meeting may be convened at the Company's domicile or Company's offices or such other place as may be agreed by all the Commissioners. Besides that, the meeting may also be held or convened via teleconference media, video conference, or other electronic media, which allow all meeting participants to see and hear each other directly as well as participate in the meeting. Every participant shall be deemed to have attended to determine the fulfillment of the quorum and voting requirements or resolutions. Minutes of a Meeting convened using video teleconferencing media, electronic media or other media must be made in writing and circulated to all members of the Board of Commissioners for their review and approval.

### **Board of Commissioners Charter 2015**

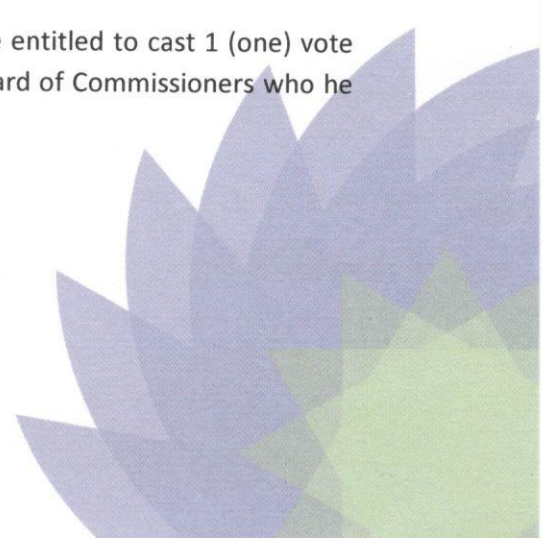


- d. If all members of the Board of Commissioners are present or represented in the meeting, the notice as stipulated in paragraph c) above shall not be required and the meeting may be held at any other place as determined.
- e. Meeting of the Board of Commissioners shall be chaired by President Commissioner, in the absence of which impediment no evidence to third parties shall be required, then the meeting shall be chaired by a person elected by and amongst the Commissioners present.
- f. A member of the Board of Commissioners may be represented at the meeting only by another member of the Board of Commissioners by virtue of a special power of attorney for such particular purpose.
- g. A meeting is valid and entitled to adopt legally binding resolutions if attended or legally represented by at least more than  $\frac{1}{2}$  (half) of the total number of the Board of Commissioners legally present or represented at the meeting and it is compulsory that the meeting shall be attended by at least 1 (one) Commissioner who is in charge for compliance duties ("**Compliance Commissioner**", who is appointed based on the Board of Commissioners' Resolution).

If a quorum is not present due to the Compliance Commissioner' absence within 60 minutes of the time specified for two consecutive meetings of the Board of Commissioners, such meeting shall be adjourned for fourteen (14) days at the same time and place. The quorum for an adjourned meeting shall be a majority of the number of Board of Commissioners that were not absent for those two (2) consecutive meetings of the Board of Commissioners.

- h. Resolutions of a Meeting of the Board of Commissioners shall be taken based on deliberation to reach a consensus. If no consensus is achieved, the resolutions shall be appointed by at least more than  $\frac{1}{2}$  (half) of the total votes legally cast at the meeting. For resolutions relating to Reserved Matters as stipulated in Chapter III.B.10, the resolutions shall be adopted by a simple majority and a positive vote by the Compliance Commissioner.
- i. In the event of a tie vote, the Chairperson of the meeting of Board of Commissioners will be entitled to determine the resolution of the meeting. This provision, however, shall not apply to any resolution in respect of a Reserved Matter.
- j. Each member of the Board of Commissioners present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Commissioners who he legally represents.

#### ***Board of Commissioners Charter 2015***





- k. Voting concerning persons shall be by unsigned folded ballots paper, whereas voting concerning other matters shall be orally, unless the Chairperson of the meeting determines otherwise, without any objections being raised by those present.
- l. Blank letter and invalid ballots deemed not validly issued and are considered not existed and not counted in determining the number of votes cast.
- m. Everything discussed and resolved in the meeting shall be stated in a Minutes of Meeting which shall be signed by all members of the Board of Commissioners present at the meeting. The minutes also includes all opinions arising during the meeting, concurring opinion or dissenting opinion, meeting resolutions / conclusion, as well as the reasons for the absence of member of the Board of Commissioners, if any.

Each Member of the Board of Commissioners shall be entitled to receive a copy of the minutes of meeting of the Board of Commissioners, even if they are not present in the meeting of the Board of Commissioners. Original Minutes of Meeting of the Board of Commissioners shall be kept by the Company and shall be made available upon request by any member of the Board of Commissioners and the Board of Directors.

- n. Board of Commissioners may also adopt valid resolutions without convening meeting of Board of Commissioners, provided that all members of Board of Commissioners have been notified in writing and all members of Board of Commissioners have granted their approval to such proposal as evidenced by their signed consent. The Resolutions taken under this manner shall have the same force and effect as a resolution passed at a meeting of Board of Commissioners.
- o. Number of Board of Commissioners' meetings and attendance of each member of the Board of Commissioners shall be included in the Annual Report of the Company.

## **2. The Committee' Meetings**

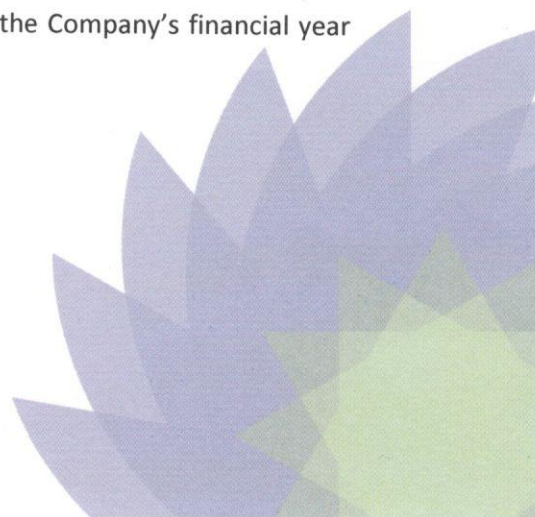
The provisions of the Meeting of the Board of Commissioners as referred to in the paragraphs above shall apply mutatis mutandis to the Committee' Meetings.

## **3. Reporting**

The Board of Commissioners together with the Board of Directors shall present an annual report to the GMS at the latest within a period of 4 (four) months after the Company's financial year ends, which includes at least:

- 1. An overview of key financial data;
- 2. Report of the Board of Commissioners;
- 3. Report of the Board of Directors;

### ***Board of Commissioners Charter 2015***

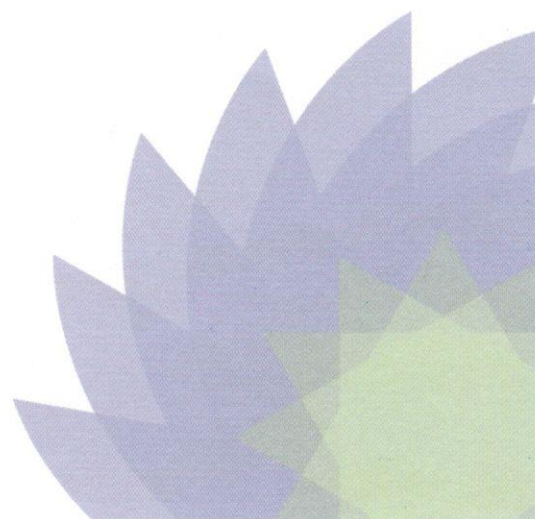


4. Company profile;
5. Management discussion and analysis;
6. Corporate governance;
7. Corporate social responsibility;
8. The annual financial statements that have been audited, and
9. A statement of responsibilities of the Board of Commissioners and the Board of Directors for accuracy of the annual report's contents.

***Board of Commissioners Charter 2015***

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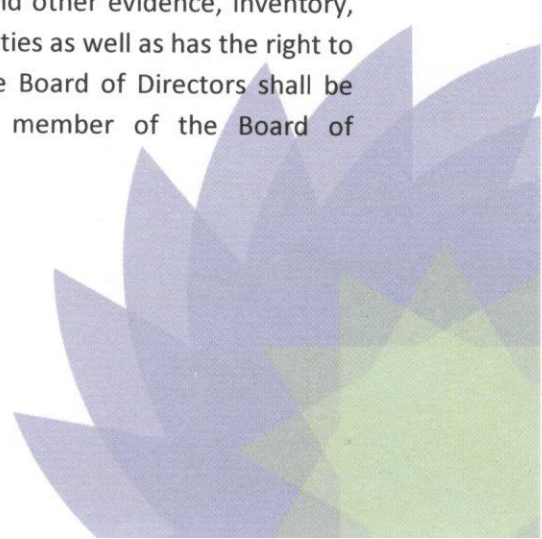
## Chapter IV

### Relationship of the Board of Commissioners and the Board of Directors

Unless otherwise stated by the provisions and prevailing laws and regulations, relationship of the Board of Directors and the Board of Commissioners as set forth above may include but are not limited to the following matters:

1. The Board of Directors shall seek approval on:
  - a. Any changes in Business Plan. Please refer to Chapter III.B.10;
  - b. Any changes in Annual Operating Plan. Please refer to Chapter III.B.10;
  - c. Other plans related to the implementation of the Company's business and activities. Please refer to Chapter III.B.10;
  - d. Unless otherwise provided by applicable regulations and provisions, several things requiring a written approval of the Board of Commissioners as set forth in the Company's Articles of Association.
2. Together with the Board of Directors, to review the Company's purpose, vision and core values.
3. Where appropriate, the Board of Commissioners is assisted by the Board of Directors in:
  - a. The appointment process of external auditor candidates in accordance with the provisions of goods and services procurement of each Company;
  - b. The appointment of independent assessors in the assessment process of GCG implementation.
4. The Board of Directors shall be responsible for ensuring that:
  - a. The Board of Commissioners receives information regarding the Company timely and completely;
  - b. The Board of Commissioners obtains periodic reports on the implementation of internal control functions and implementation of corporate governance;
  - c. The Board of Commissioners receives a report on the Board of Directors and any member of the Board of Commissioners at its subsidiaries and / or joint ventures of the Company as set out in the GMS of the relevant subsidiaries and / or joint ventures;
  - d. The Board of Commissioners or the Board of Commissioners' Supporting Committees gets information on everything inquired.
  - e. The Board of Commissioners receives Minutes of Meeting of the Board of Directors.
5. Members of the Board of Commissioners, either jointly or individually, shall be at any time within office hours entitled to enter the building and yard or other places that are used or held by the Company and reserves the right to examine all books, documents, and other evidence, inventory, check and compare the cash for verification purposes, and other securities as well as has the right to know all actions taken by the Board of Directors, in such event, the Board of Directors shall be required to furnish information on everything inquired by any member of the Board of Commissioners or experts who help them.

#### **Board of Commissioners Charter 2015**



6. The Board of Commissioners reserves the right to suspend any member of the Board of Directors by stating the reasons, accordance with the provisions of Company's Articles of Association and other applicable regulations.

***Board of Commissioners Charter 2015***

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## Chapter V Closing

### Validity

1. The Company shall comply with any prevailing laws and regulations, Articles of Association as well as any contractual obligations where the Company is a party. If there is any provision under this Board of Directors Charter which may conflict with the contractual obligations where the Company is a party, then prevailing laws and regulations, Articles of Association and any agreements that were approved by the Board of Commissioners and/or the General Meeting of Shareholders (as applicable) shall prevail.
2. The Board of Commissioners Charter shall be effective as of 9<sup>th</sup> June, 2015;
3. The Board of Commissioners Charter will be evaluated periodically for improvement;

Ratified : in Jakarta  
Date : 9<sup>th</sup> June, 2015

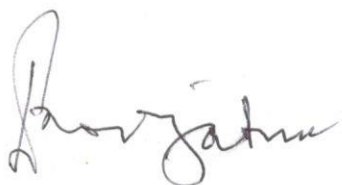
### PT. Soho Global Health Board of Commissioners



Name: Tan Eng Liang  
Position: President Commissioner



Name: Abrar Mir  
Position: Commissioner



Name: Darodjatun Sanusi  
Position: Commissioner

### **Board of Commissioners Charter 2015**

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