

Annual General Meeting of Shareholders for the Year 2019

Thursday 21st November 2019 at 14.00 PM.

on 4th Floor Meeting Room A, Thainakarin Hospital Building

Thainakarin Hospital Public Company Limited

No. 345, Debaratna Road (Bangna-Trad Road) km 3.5,

Bangna Nuea, Bangna, Bangkok



SMART HEALTH STRONG LIFE

ก้าวอย่างมั่นคงไปกับเรา
อบอุ่น มั่นใจ ที่ไทรนครินทร์

Notes: No souvenirs are given at the Annual General Meeting of Shareholders in order to comply with the guidelines of the supervisory authorities campaigning for the decrease/cancellation of souvenirs to be given at the Annual General Meeting of Shareholders. However, snacks and beverages are still provided to the shareholders or proxies who attend the Meeting (1 set per person).

Content

	Page
1. Invitation to Attend the Annual General Meeting of Shareholders for the Year 2019.	1
2. A copy of the Minutes of The 2018 Annual General Meeting of Shareholders of Thainakarin Hospital Public Company Limited.	7
3. Profiles of the Directors who retiring by rotation proposed for re-election.	25
4. Articles of Association of Thainakarin Hospital Public Company Limited regarding meeting of shareholders.	30
5. List of Documents and Evidences to be Presented Prior to Attending the Meeting, Procedures for Proxy Appointment, Registration and Vote Casting.	33
6. Profile of the Audit Committee member that shareholders may appoint as the proxy.	39
7. Map of Thainakarin Hospital Public Company Limited.	40
8. Proxy Form A, B, C (Custodian) according to the notification of the Department of Business Development.	41
9. Example of Voting.	53

TNH. 039 / 2019

18th October 2019

Subject: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2019

To: Shareholders of Thainakarin Hospital Public Company Limited

- Attachments:
1. A copy of the Minutes of the Annual General Meeting of Shareholders 2018 held on 15 November 2018
 2. The Company's Annual Report 2019 (in QR Code format)
 3. Profiles of the Directors who retiring by rotation proposed for re-election
 4. Articles of Association of Thainakarin Hospital Public Company Limited regarding meeting of shareholders
 5. List of documents and evidences to be presented prior to attending the meeting, procedures for proxy appointment, registration and vote casting
 6. Profile of the Audit Committee member that shareholders may appoint as the proxy
 7. Map of Thainakarin Hospital Public Company Limited
 8. Proxy forms A, B and C according to the notification of the Department of Business Development

The Board of Directors of Thainakarin Hospital Public Company Limited has resolved to convene the Annual General Meeting of Shareholders for the Year 2019 on Thursday, 21 November 2019, at 14.00 hours at Meeting Room A, 4th Floor, Thainakarin Hospital Building, No. 345, Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok, to consider the following agenda items:

Agenda 1 General update by The President

Agenda 2 To approve of the Minutes of the Annual General Meeting 2018 which was held since 15 November 2018

Objective and Rationale: The Company prepared the minutes of the Annual General Meeting of Shareholders 2018 held on 15 November 2018, a copy of which has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and also published via corporate website. The Company has also enclosed a copy of said minutes with this invitation notice, as per Attachment (1).

The Board's Opinion: The Board of Directors considered that the said minutes is accurate, and deemed it appropriate to propose that the Meeting approve the minutes of the Annual General Meeting of Shareholders 2018 held on 15 November 2018, a copy of which has been submitted to the shareholders together with the invitation notice.

Agenda 3 To acknowledge the 2019 Annual Report

Objective and Rationale: To report operating performance and major information of the Company as appeared in the Annual Report 2019, which has been submitted to the shareholders (in QR Code format) together with this invitation notice, as per Attachment (2).

The Board's Opinion: The Board of Directors considered that the Annual Report 2019 should be proposed to the Meeting for acknowledgement.

Agenda 4 To consider and approve the Auditor's Report and the Financial Statements for the year ended 31 July 2019 which has been audited by EY Office Limited

Objective and Rationale: To comply with governing laws, the Company must prepare the financial statements as of the end of corporate accounting period, and arrange for auditing by certified public accountant(s) before proposing the financial statements to the Annual General Meeting of Shareholders for approval.

The Board's Opinion: The Board of Directors considered and deemed it appropriate to propose to the Meeting for consideration and approval of the financial statements for the year ended 31 July 2019, which have been prepared by the Company and audited by the Audit Committee and the auditors of EY Office Limited according to relevant laws. Details are as shown in the Annual Report 2019, as per Attachment (2).

Unit: Million Baht

	2019	2018	2017
Total assets	2,126.99	1,877.30	1,607.57
Total liabilities	349.10	308.74	287.07
Total shareholders' equity	1,777.89	1,568.56	1,320.50
Paid-up capital	180.00	180.00	180.00
Total revenues	2,185.07	2,164.27	1,989.72
Net profit	317.53	356.06	290.59
Earnings per share (baht/share)	1.76	1.98	1.61

Agenda 5 To consider and approve the allocation profit for the year from 1 August 2018 to 31 July 2019 and dividend payment

Objective and Rationale: The Company has a policy to pay dividend at the rate of not less than 60% of the net profit after deduction of corporate income tax. Nevertheless, the Company may make dividend payment at a rate lower than the rate specified if it needs to use the net profit for business expansion.

According to 2019 operations, the Company has a net profit for the year 2019 of 317,525,378 baht (Baht Three Hundred Seventeen Million Five Hundred Twenty-five Thousand Three Hundred and Seventy-eight Only).

Comparative data on dividend payment of the preceding years are as follows:

Operating Results and Dividend Payment	2018	2017	2016
Net profit (baht)	356,061,884.00	290,589,644.00	282,038,187.00
Number of shares (share)	180,000,000	180,000,000	180,000,000
Annual dividend (baht/share)	0.60	0.60	0.65
Dividend payout ratio (%)	30.33	37.17	41.48

The Board's Opinion: The Board of Directors considered that the Company had a net profit for the year ended 31 July 2019 of 317,525,378 baht (Baht Three Hundred Seventeen Million Five Hundred Twenty-five Thousand Three Hundred and Seventy-eight Only), and proposed that the Meeting consider and approve the dividend payment for the operating results from 1 August 2018 to 31 July 2019 at the rate of 0.55 baht per share, equal to 99,000,000 baht (Baht Ninety Nine Million Only) or the dividend payout ratio of 31.18%. Such dividends will be payable to the shareholders whose names are listed on the record date of 28 November 2019 and dividend payment will be made on 19 December 2019. However, the entitlement to dividend is subject to the approval of the Meeting.

Agenda 6 To consider the re-election of Directors replacing Directors who retired by rotation and amend the authority of the Directors (if any) as follows:

Objective and Rationale: According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Association, one-third of the Company's directors shall retire from office and those retiring by rotation may be re-elected. Presently, there are 5 directors from the total 14 directors who are due to retire by rotation, namely:

1. Dr. Charoen Meensook Director
2. Mr. Sumeth Jenjesda Director
3. Mr. Pitipat Sihanatkathakul Director
4. Mr. Kraisak Kadkum Director, Independent Director and Chairman of the Audit Committee
5. Dr. Pridi Hetrakul Director, Independent Director and Audit Committee

The Board's Opinion: The Board of Directors, excluding directors having interest therein, considered that all the retiring directors are qualified persons with proven work record of transparency, competency, expertise and work experience from a wide spectrum of professions. Thus, it is deemed appropriate to propose that the Meeting consider and re-elect all the directors retiring by rotation to continue their office for another term, namely:

1. Dr. Charoen Meensook Director
2. Mr. Sumeth Jenjesda Director
3. Mr. Pitipat Sihanatkathakul Director
4. Mr. Kraisak Kadkum Director, Independent Director and Chairman of the Audit Committee
5. Dr. Pridi Hetrakul Director, Independent Director and Audit Committee

The directors in 4th and 5th order shall be independent directors and the Audit Committee members as well. In this regard, they possess qualifications pursuant to the definitions and requirements under the notifications of the Market Supervisory Board and the Stock Exchange of Thailand. (Profiles of the directors retiring by rotation are as per Attachment (3).)

Agenda 7 To consider and approve the remuneration of the Directors and the Audit Committee of the year 2020

Objective and Rationale: To comply with Section 90 of the Public Limited Companies Act B.E. 2535, stipulating that payment of directors' remuneration must be in accordance with the resolution of the meeting of shareholders. The Company thus determined directors' remuneration, which has already been approved by the Board of Directors based on various suitability criteria along with economic conditions and organizational growth.

The Board's Opinion: The Board of Directors scrutinized such remuneration, taking account of various suitability criteria, economic conditions and continual growth of the Company, and deemed it appropriate to propose that the Meeting consider and determine remunerations of the Company's director and Audit Committee members for the year 2020 at the same rate as that of the year 2019. Details are as follows:

Position	Attendance fees (baht/meeting)
Board of Directors	
Chairman of the Board of Directors	18,000
Directors	14,000
Audit Committee	
Chairman of the Audit Committee	18,000
Audit Committee	14,000

Medical care allowance for the Company's director, Audit Committee members and their families shall amount to not more than 800,000 baht per person (the same rate as that of 2019).

Agenda 8 To consider appointment of the Company's auditors for the year from 1 August 2019 to 31 July 2020

Objective and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535, stipulating that the Annual General Meeting of Shareholders shall appoint auditors and determine audit fee of the Company every year, where the same auditors may be re-appointed. The Audit Committee considered and selected EY Office Limited to be the Company's audit firm for the year 2020 for reasons of EY Office Limited's high standard of work, auditing knowledge and proficiency, reasonable audit fees commensurate with the workload, and ability to deliver good performance.

Comparative data on audit fees are as follows:

(Unit : Baht)

Auditors' Remuneration	2020	2019
Quarterly review fees, 3 quarters	390,000	390,000
Annual audit fees	830,000	830,000
Total	1,220,000	1,220,000

The auditors and details are as follows:

Name of Auditor	CPA Registration Number	Number of Years Signing as the Company's Auditor
Ms. Satida Ratananurak	4753	1 accounting year (2019)
Mr. Wichart Loketekrawee	4451	Never signed the Company's financial statements
Ms. Siriwan Nitdamrong	5906	Never signed the Company's financial statements

The 3 auditors have audit independence and have no relationship or conflict of interest with the Company/ major shareholders/ directors/ executives of the Company. Accordingly, these auditors are adequately independent to perform audit work and provide professional comments.

The Board's Opinion: The Board of Directors considered and deemed it appropriate to propose to the Meeting for appointment of Ms. Satida Ratananurak, CPA No. 4753, or Mr. Wichart Loketekrawee, CPA No. 4451, or Ms. Siriwan Nitdamrong, CPA No. 5906 of EY Office Limited as the Company's auditors for the year 2020 for the accounting period from 1 August 2019 to 31 July 2020. The fee for quarterly financial statement review for 1st-3rd quarters shall be determined at 130,000 baht per quarter, and the fee for annual financial statement audit at 830,000 baht, amounting to the total auditors' remuneration of 1,220,000 baht. Other expenses incurred in the course of auditing shall be based on actual cost, but not exceeding 30,000 baht (the same rate as 2019). Such fees and expenses have been appropriately scrutinized by the Audit Committee.

Agenda 9 Report of the Construction Project of Thainakarin Hospital 2

The Board's Opinion: The Board of Directors' Meeting on 12 September 2019 resolved that the status of Thainakarin Hospital 2 Project should be reported to the Meeting for acknowledgement.

Agenda 10 To consider other matter (if any)

The Company has set the date for the Annual General Meeting of Shareholders on 21 November 2019, and would like to invite all shareholders to attend the meeting on the abovementioned date, time and place. The registration for meeting attendance shall commence from 11.00 hours.

In case a shareholder is unable to attend the meeting or wishes to appoint another person to attend and vote on his/her behalf, please fill in and sign the Proxy Form A, Form B or Form C (exclusively for a shareholders being a foreign investor and appointing a custodian in Thailand to deposit and safekeep the shares) as per Attachment (8), which can be downloaded from the Company's website www.thainakarin.co.th. Furthermore, the shareholder can appoint the Company's Audit Committee member, i.e. Mr. Kraisaak Kadkum, details as per Attachment (6), as his/her proxy. Please mail the signed Proxy Form affixed with a Duty Stamp, together with evidencing documents as per Attachments (5) and (8) to the Company at least 5 days prior to the meeting date, for the Company to proceed accordingly.

The Company has prepared the Annual Report 2019 in a QR Code format, enclosed herewith as per Attachment (2). Should a shareholder require the Annual Report in printed format, please contact the Office of Administrative Director, Thainakarin Hospital, No. 345, Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok 10260 from 4 November 2019 onwards. (Office Hours: Monday-Friday, 8.30 – 17.30 hours)

Yours sincerely,

Thainakarin Hospital Public Company Limited



(Mr. Jatuporn Sihanatkathakul)

Chairman of the Board

Notes: The Company would appreciate your kind confirmation of attendance at least 5 days prior to the meeting date for proper preparation. Should you have any queries, please contact Daranee Dhubkaen, the Office of Administrative Director, Telephone 0 2361 2727 ext. 3304 - 3306, Facsimile 0 2361 2777, or e-mail: mdoffice@thainakarin.co.th.

Enclosure 1

Minutes of the 2018 Annual General Meeting of Shareholders of Thainakarin Hospital Public Company Limited

Time and place

The Annual General Meeting 2018 held on Thursday, 15 November 2018; at 14.00 p.m. on 4th Floor Meeting Room A, Thainakarin Hospital Building, No. 345, Debaratna Road, km 3.5 Bangna Nuea, Bangna Bangkok with the attendees as follows:

Name of directors who attended the meeting

1.	Mr. Jatuporn	Sihanatkathakul	Chairman of the Board
2.	Dr. Charoen	Meensook	Director
3.	Mr. Sumeth	Jenjesda	Director
4.	Asst. Prof. Dr.Prapas	Teerakul	Director
5.	Mr. Prapat	Suthawate	Director
6.	Dr. Arkom	Cheirsilpa	Director
7.	Mr. Thiti	Sihanatkathakul	Director
8.	Mr. Pitipat	Sihanatkathakul	Director
9.	Mr. Norathep	Sihanartkatakul	Director
10.	Mr. Kraisak	Kadkum	Director, Independent Director and Chairman of the Audit Committee
11.	Asst. Prof. Dr. Panya	Issarawornrawanich	Director, Independent Director and Member of the Audit Committee
12.	Mr. Chailerg	Viriyarattanaporn	Director, Independent Director and Member of the Audit Committee

Name of directors who did not attend the meeting

1.	Prof. Dr. Deja	Tanphaichitra	Director
2.	Dr. Pridi	Hetrakul	Director, Independent Director and Member of the Audit Committee
3.	Assoc. Prof. Dr. Chertsak	Dhiraputra	Director, Independent Director and Member of the Audit Committee

Name of executives who attended the meeting

1.	Hon. Clinical Prof. Chaiporn	Bhadrakom	Medical Director and Chief Operating Officer
2.	Ms. Malee	Boonleechai	Senior Deputy Administrative Director - Corporate Support and Deputy Administrative Director - Business Development
3.	Mrs. Nampetch	Saraggananda	Deputy Medical Director - Nursing
4.	Mrs. Daranee	Dhubkaen	Deputy Administrative Director - Finance and Accounting and Company Secretary

Name of the auditors who attended the meeting

1. Ms. Kamontip Lertwitworatep Auditor, EY Office Limited

Name of independent financial advisors who attended the meeting

1. Mr. Thibdee Mangkalee Operation Controller and Managing Director, Capital plus Advisory Co., Ltd.

The Meeting commenced at 14.00 hours.

Ms. Tananya Pipitwanitchakan, designated as the moderator, informed the Meeting that there were 92 shareholders holding a total of 36,405,130 shares present in person, and 82 shareholders holding a total of 77,766,659 shares present by proxy. In total, there were 174 shareholders, representing 114,171,789 shares or equivalent to 63.4288% of the total 180,000,000 shares sold, which constituted a quorum in accordance with the laws and the Company's Articles of Association. The meeting could thus commence.

Ms. Tananya introduced the Company's directors, executives and invitees. There were 3 directors, namely Prof. Emeritus Dr. Deja Tanphaichitra, Dr. Pridi Hetrakul, and Assoc. Prof. Dr. Chertsak Dhiraputra, unable to attend the meeting due to illness. Ms. Tananya explained about the laws as well as the Company's Articles of Association and criteria relating to the general meeting of shareholders, as per the following details:

1.	Quorum of shareholders	The meeting shall commence only when there were not less than 25 shareholders and proxies or not less than one-half of the total shareholders present at the meeting, and must represent an aggregate of not less than one-third of the total shares sold.
2.	Procedures for conducting the meeting in accordance with the agenda	The meeting must be conducted according to the sequence of agenda specified in the meeting notice, unless the Meeting had resolved to change the sequence by the votes of not less than two-thirds of the shareholders and proxies present at the meeting.
3.	Meeting agenda other than those specified in the meeting notice	When the Meeting had considered all the agenda items specified in the meeting notice, the shareholders and proxies holding an aggregate of not less than one-third of the total shares sold had the right to request the Meeting to consider any matters other than those specified in the meeting notice, where one share was counted as one vote.
4.	Vote counting	Shareholders had the number of votes equal to the number of shares held.
5.	Voting method	Voting shall be conducted openly with ballot paper. A secret ballot could be done upon a request of not less than 5 shareholders and an approval of the Meeting by the majority vote of the shareholders and proxies present at the meeting, where one share was counted as one vote. The Chairman of the meeting shall specify the method for secret voting, which, at this meeting, was to be done by anonymous ballot paper.

6.	Meeting resolution	Resolution was passed by the majority vote of the shareholders and proxies present at the meeting and entitled to vote. The number of votes was equal to the number of shares held, and one share was counted as one vote. In case of a tie vote, the Chairman of the meeting shall exercise a casting vote.
7.	Meeting resolution regarding director election	In voting on director election agenda, the shareholders and proxies present at the meeting might exercise all their votes to elect one or several persons as director(s), but could not split their votes to any person in any number.
8.	Meeting resolution regarding payment of director remunerations	Resolution was passed by the votes of not less than two-thirds of the total votes of the shareholders and proxies present at the meeting and entitled to vote.
9.	Meeting resolution regarding Thainakarin Hospital 2 Construction Project	Resolution was passed by the votes of not less than three-fourths of the total votes of the shareholders and proxies present at the meeting and entitled to vote.
10.	In case shareholders has a special interest in the matter considered	If any shareholders and proxies had a special interest in a matter, such shareholders and proxies shall have no right to vote on that matter.

For the year 2018, the Company used the registration and vote casting system together with ballot paper format, developed by OJ international Co., Ltd., in conducting this meeting. To correctly cast their votes on the ballot paper, the shareholders or proxies must put a cross (✕) or a check (✓) mark in only one box they wished to vote, i.e. approval, disapproval or abstention, and sign the ballot paper. In case of a wrong vote by mistake, the shareholders or proxies could cross out the wrong vote, sign over it, and then put a cross (✕) or a check (✓) mark in the intended box. The ballot paper would then be regarded as valid. In case any shareholders or proxies did not submit a ballot paper on an agenda item, they would be assumed to have cast an approval vote for it. (On screen: Examples of valid and invalid ballot papers)

Criteria for approval resolutions in particular agenda items were as follows:

1. Agendas 1 and 3 For acknowledgement only.
2. Agendas 2, 4, 5, 6 and 8 Approval resolution must be passed by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

3. Agenda 7 Approval resolution must be passed by the votes of not less than two-thirds of the total votes of the shareholders and proxies present at the meeting and entitled to vote.
4. Agenda 9 Approval resolution must be passed by the votes of not less than three-fourths of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

To demonstrate transparency and good corporate governance, the Company invited 1 shareholder from the floor to witness the vote counting. However, none of them volunteered to witness the vote counting.

The Company has informed the shareholders that the invitation to and notification of the meeting had been conducted by 3 means as follows:

1. Delivery of the meeting notice by mail;
2. Publication on newspaper;
3. Publication on the Company's website.

After the explanation, Ms. Tananya started proceeding the agenda items according to the sequence.

Agenda 1 General update by the President

The Chairman informed the Meeting as follows:

With reference to the renewal of lease agreement for the land and Thainakarin Hospital Building, it had been notified at the Annual General Meeting of Shareholders 2017 that the Thai Red Cross Society had issued a letter confirming in principle the renewal of the lease agreement, where negotiation on the rental would be held. Said negotiation had already been concluded. The Board of Directors Meeting No. 2/2018 on 17 April 2018 unanimously approved the agreement renewal for a period of 30 years (9 November 2018 – 8 November 2048), with a lease fee of Baht 668 million payable in full on the date of signing the new lease agreement.

At present, the execution of the lease agreement was under consideration. (On screen: Relevant letter from the Thai Red Cross Society)

After the notification by the Chairman, there was no further question. The Meeting was requested to consider the next agenda item.

Ms. Tananya informed the Meeting that Agenda 1 was for acknowledgement and thus required no vote casting.

Resolution: The Meeting considered and acknowledged the matters as notified.

Agenda 2 To approve of the minutes of the Annual General Meeting 2017 which was held since 16 November 2017

The Chairman requested the Meeting to approve the minutes of the Annual General Meeting of Shareholders 2017 held on 16 November 2017 as per a copy of the minutes submitted to the shareholders together with the meeting notice.

After the clarification by the Chairman, there was no further question. The Meeting was then requested to pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 2 that it must be approved by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to approve the minutes of the Annual General Meeting of Shareholders 2017 held on 16 November 2017, as follows:

	Vote		%
Approved	115,455,275	Votes	96.8808
Disapproved	3,717,200	Votes	3.1192
Abstained	0	Vote	0.0000
Invalid ballot	0	Vote	0.0000

Agenda 3 To Acknowledge the 2018 Annual Report

The Chairman proposed that the Meeting consider the Company's Annual Report 2018 in a CD format as per Attachment (2) which had been submitted to the shareholders together with the meeting notice. At today's meeting, the Annual Report in a printed format was also distributed. In addition, the Board of Directors had considered the Report as accurate. The consideration of the Meeting was then requested.

After the clarification by the Chairman, there was no further question. The Meeting was then requested to consider the next agenda item.

Ms. Tananya informed the Meeting that Agenda 3 was for acknowledgement and thus required no vote casting.

Resolution: The Meeting considered and acknowledged the Annual Report 2018 of the Company.

Agenda 4 To consider and approve the Auditor's Report and the Financial Statements for the year ended 31 July 2018 which has been audited by EY Office Limited

The Chairman assigned Mr. Kraisa Kadkum, the Audit Committee Chairman, to provide the Meeting with explanations regarding the consideration and approval of the auditor's report and the Company's financial statements for the year ended 31 July 2018, which had been audited by the auditors of EY Office Limited.

Mr. Kraisak informed the Meeting that the Company had already submitted its financial statements for the year ended 31 July 2018, which included statement of financial position, statement of comprehensive income and other relevant details, to all the shareholders. If the shareholders had any questions or suggestions about the financial statements or operating results, they were welcome to do so.

Mr. Terdsak Wangset, a shareholder, praised the Company for the increasing number of patients, both IPD and OPD, as well as the growing revenues. He also asked 2 questions. The first one was about the proportion of patient fee income from insurance brokerage customers, counterparty customers and self-pay customers, as well as the future trend. The second question was about probable impact on the Company if it had to clarify the cost of medical fees.

Ms. Daranee Dhubkaen explained to the Meeting that the Hospital's costs would affect its operations. If it was a direct cost, it would be consistent with the number of patients and medical fee income. The administrative expenses would depend on its administration control, which affected the Company's operating results. With respect to patient fee income proportion, approximately 60% was from insurance brokerage customers and counterparty customers, and about 40% from self-pay customers.

Honorary Clinical Prof. Dr. Chaiporn Bhadrakom clarified to the Meeting about the cost of medical fees. The Department of Internal Trade was closely monitoring drug prices because the prices charged by private hospitals were relatively higher than those by general drug stores. At the moment, the Private Hospital Association had revised the drug prices, service fees and pharmacists' fees to a more appropriate level.

Mr. Terdsak Wangset, a shareholder, further asked whether the disclosure of costs would pose any negative or positive impacts on the Company. He then commented that the strengths of Thainakarin Hospital were reasonable fees when compared to other hospitals. This might be disadvantageous as the Company could get lower medical fees. However, such inexpensive fees might attract patients who normally used medical services of other hospitals to switch to Thainakarin Hospital.

In term of costs, Mr. Kraisak clarified that the Company had been trying to control various costs and expenses. This included pricing, where the Company had considered to set the prices at a rate appropriate and acceptable to its customers and target groups. He was obliged not to mention price comparison with competitors. As a hospital or medical facility business operator, the Company had abided by all stipulated rules and regulations and endeavored to comply with the laws.

Mr. Terdsak Wangset, a shareholder, asked whether the Company had over the past period an idea or a tendency to employ artificial intelligence (AI) systems in operating the hospital business, both in administration or medical services. He also inquired about future expenses in the event that it had to obtain certificates of Hospital Accreditation (HA) Standards or Joint Commission International (JCI) Standards for the opening of Thainakarin Hospital 2.

Honorary Clinical Prof. Dr. Chaiporn Bhadrakom explained to the Meeting that an artificial intelligence (AI) system was rather an expensive device. The Company considered that it was not the time to adopt such a system, but expected to discuss the AI plan in about 5 years' time. Regarding the HA or JCI accreditations, the Company still had to study relevant suitability. However, it had already made proper preparations of structural works and necessary systems of Thainakarin Hospital 2 in order to meet JCI Standards.

Mr. Sathaporn Pungnirun, a shareholder, mentioned about the content in 1st paragraph of page 14 of the approved minutes of the last meeting, and referred to his remark on the auditor's report which had been corrected by the Federation of Accounting Professions. He thanked Ms. Kamolthip for changing the word in 1st paragraph of page 95 from "which" to "if" according to his comment. He also suggested that it should be further amended by adding a space in front of the word "if" as a rule of correct punctuation.

Ms. Woranut Viriyachote, a shareholder, asked that once the Company had to comply with the mandatory Universal Coverage for Emergency Patients (UCEP) Program, where emergency patients could receive medical care free of charge, whether and how the Company would be affected.

Honorary Clinical Prof. Dr. Chaiporn Bhadrakom explained to the Meeting that all private hospital operators have been impacted by UCEP Program. The Company was ranked about 97, a medium level, among 180 companies in order of impact level. This was resulted from approximately 23 patients per month and a loss of income of about Baht 1 million per month, as the Company could redeem from the government only about 30% of the actual charges. Most emergency patients using the Company's services were those with heart conditions, brain diseases and neurological diseases.

Ms. Woranut Viriyachote, a shareholder, further inquired about the news in which the government sector had stated that it could not redeem as much medical fees to private hospitals under UCEP as they requested because these hospitals wanted to make unreasonable profits. For example, an appendicitis surgery would cost around Baht 8,000 at a public hospital, but so high as Baht 100,000 at a private one. She would like private hospitals to have regard for the lives of those in critical conditions. According to the news, all private hospitals incurred losses from UCEP Program. Therefore, she would like to know whether there were any other approaches or actions to prevent such losses, since all hospitals must save the lives of emergency patients as required by the laws, despite business losses.

Mr. Kraisaak clarified to the Meeting that the news was far from truth, but the Company was not intended to get into detailed facts. UCEP was a government-initiated program which had been enforced into law. As a hospital business operator, the Company was under such law and had an obligation to comply with it. At the previous Annual General Meeting of Shareholders, the Company had also notified that it shall always conform to UCEP Program. Concerning the impacts on expenses and management, he would like to assure the shareholders that the directors and executives shall make every effort to operate in accordance with the laws and regulations, without posing any impact on the society.

Mr. Patchara Massakulpan, a shareholder, commented that there were 3 main groups involved in UCEP Program, i.e. the patients, the hospitals and the government. The current problem arose when the hospital operators felt that they earned a small amount of medical fees and thus tried to reject patients in urgent need of medical care. The Company should discuss with the government sector to seek proper solutions.

Mr. Kraisak explained that the Company did not have any policy to avoid or reject admission of emergency patients, and it was willing to comply with the laws. However, the suggestion for problem-solving via legal amendments was humbly accepted.

Subsequently, there was no further question. The Chairman then requested the Meeting to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 4 that it must be approved by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to approve the auditor's report and the Company's financial statements for the year ended 31 July 2018 which had been audited by the auditors of EY Office Limited by the votes as follows:

	Vote		%
Approved	115,584,377	Votes	96.8290
Disapproved	3,717,200	Votes	3.1140
Abstained	28,000	Votes	0.0235
Invalid ballot	40,000	Votes	0.0335

Agenda 5 **To consider and approve the allocation profit for the year from 1 August 2017 to 31 July 2018 and dividend payment**

The Chairman informed the Meeting that the Board of Directors had viewed that the Company's net profit for 2018 as of 31 July 2018 amounted to Baht 356,061,884 (Baht Three Hundred Fifty-six Million Sixty-one Thousand Eight Hundred and Eighty-four Only) and proposed the Meeting to consider and approve dividend payment for the operating results from 1 August 2017 to 31 July 2018 at the rate of Baht 0.60 (Sixty satang) per share, totaling Baht 108,000,000 (Baht One Hundred Eight Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 22 November 2018. The date of payment was 13 December 2018.

Information on dividend payments from 2012-2018 was presented on screen to the Meeting.

Year	Revenue (M. Baht)	Net Profit (M. Baht)	Dividend/Share (Baht)	Total Dividend Amount (M. Baht)	Dividend Payment Date
2018	2,164.27	356.06	0.60	108	13 Dec. 2018
2017	1,989.72	290.59	0.60	108	15 Dec. 2017
2016	1,915.87	282.04	0.65	117	27 Dec. 2016
2015	1,716.57	206.94	0.62	111.6	18 Dec. 2015
2014	1,598.83	179.11	0.60	108	16 Dec. 2014
2013	1,467.30	172.23	0.60	108	18 Dec. 2013
2012	1,352.30	147.51	0.50	90	14 Dec. 2012

Mr. Sathaporn Pungnirun, a shareholder, commented on the dividend payment and quoted the dividend payment policy on page 43 of the Annual Report that “According to the Company’s dividend policy, the dividend payment shall be at least 60 percent of the net profit after corporate income tax. Nonetheless, the payout ratio may be lower than the said level if the Company finds it is necessary to allocate the net profit to its business expansion.” He referred to dividend payout ratios in the previous years, i.e. 53.93% in 2015, 41.48% in 2016 and 37.17% in 2017, and remarked that the list of shareholders changed constantly upon daily trading on the Stock Exchange, and was determined by signs, e.g. XM shares provided the shareholders with the right to attend the meeting, XD with the right to receive dividend. Thus, a public limited company was different from a limited company. If it made profits, the Company should therefore pay dividend according to the declared policy. In case additional investment was necessary and appropriate, it should conduct a capital increase. He requested that the Company consider to keep the operating profits for investment in the business operations.

When there was no further question, the Chairman requested the Meeting to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 5 that it must be approved by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to approve dividend payment for the operating results from 1 August 2017 to 31 July 2018 at the rate of Baht 0.60 (Sixty satang), totaling Baht 108,000,000 (Baht One Hundred Eight Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 22 November 2018. The date of payment was 13 December 2018.

	Vote		%
Approved	114,844,977	Votes	96.2096
Disapproved	4,484,600	Votes	3.7569
Abstained	0	Vote	0.0000
Invalid ballot	40,000	Votes	0.0335

Agenda 6 To consider and re-election of Directors replacing Directors who retired by rotation and amend the authority of the Directors (if any) as follows:

The Chairman informed the Meeting that Section 71 of the Public Limited Companies Act and Article 18 of the Company's Articles of Association stipulated that one-third of the Company's directors shall retire from office and the directors retiring by rotation could be re-elected. Presently, 5 directors from the total 15 directors were due to retire by rotation, namely:

1. Mr. Jatuporn Sihanatkathakul Director
2. Prof. Emeritus Dr. Deja Tanphaichitra Director
3. Mr. Prapat Suthawate Director
4. Mr. Norathep Sihanartkatakul Director
5. Mr. Chailerg Viriyarattanaporn Director, Independent Director and Audit Committee member

The Board of Directors opined that the retiring directors were qualified persons with knowledge, capability, experience and good performance over the past period. Therefore, it proposed the re-election of all the 5 retiring directors to stay in office for another term, namely:

1. Mr. Jatuporn Sihanatkathakul Director
2. Prof. Emeritus Dr. Deja Tanphaichitra Director
3. Mr. Prapat Suthawate Director
4. Mr. Norathep Sihanartkatakul Director
5. Mr. Chailerg Viriyarattanaporn Director, Independent Director and Audit Committee member

After the clarification by the Chairman, there was no further question. The Meeting was then requested to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 6 that it must be approved by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to elect directors, as follows:

1.	Mr. Jatuporn	Sihanatkathakul	Director
		Vote	%
	Approved	115,241,387	Votes 96.5267
	Disapproved	4,146,700	Votes 3.4733
	Abstained	0	Vote 0.0000
	Valid ballot	0	Vote 0.0000
2.	Prof. Emeritus Dr. Deja Tanphaichitra		Director
		Vote	%
	Approved	115,016,587	Votes 96.3384
	Disapproved	4,146,500	Votes 3.4731
	Abstained	0	Vote 0.0000
	Valid ballot	225,000	Votes 0.1885
3.	Mr. Prapat	Suthawate	Director
		Vote	%
	Approved	115,091,687	Votes 96.4013
	Disapproved	4,146,500	Votes 3.4731
	Abstained	0	Vote 0.0000
	Invalid ballot	149,900	Votes 0.1256
4.	Mr. Norathep	Sihanartkatakul	Director
		Vote	%
	Approved	115,241,587	Votes 96.5269
	Disapproved	4,146,500	Votes 3.4731
	Abstained	0	Vote 0.0000
	Invalid ballot	0	Vote 0.0000
5.	Mr. Chailerg	Viriyarattanaporn	Director, Independent Director, and Audit Committee member
		Vote	%
	Approved	115,241,587	Votes 96.5269
	Disapproved	4,146,500	Votes 3.4731
	Abstained	0	Vote 0.0000
	Invalid ballot	0	Vote 0.0000

Agenda 7 To consider and approve the remuneration of the Directors and the Audit Committee of the year 2019

Ms. Tananya presented remunerations of the Company's directors and Audit Committee members in the previous year on screen, and explained that the Board of Directors had scrutinized the remunerations based on various suitability issues. The Board deemed it appropriate to propose that the Meeting consider and determine remunerations of the Company's directors and Audit Committee members for the year 2019 at the rates (the same as 2018) as follows:

Attendance fee for Board of Directors Meeting

- Chairman of the Board Baht 18,000 per meeting
- Director Baht 14,000 per meeting

Attendance fee for Audit Committee Meeting

- Audit Committee Chairman Baht 18,000 per meeting
- Audit Committee member Baht 14,000 per meeting

Medical care allowance for the Company's director, Audit Committee members and their families shall not exceed Baht 800,000 per person.

Subsequently, there was no further question. The Meeting was then requested to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 7 that it must be approved by the votes of not less than two-thirds of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to approve the remunerations of the Company's directors and Audit Committee members for the year 2019 as proposed by the Board of Directors, by the votes as follows:

	Vote		%
Approved	80,745,787	Votes	95.5716
Disapproved	3,717,400	Votes	4.4000
Abstained	21,000	Votes	0.0249
Invalid ballot	3,000	Votes	0.0036

Such votes exceeded two-thirds of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

Agenda 8 To consider appointment of the Company's auditors for the year from 1 August 2018 to 31 July 2019

Ms. Tananya informed the Meeting that the Board of Directors had considered and deemed it appropriate to appoint the certified public accountants of EY Office Limited, namely:

- Ms. Satida Ratananurak CPA No. 4753, or
- Mr. Wichart Lokatekrawee CPA No. 4451, or
- Ms. Siriwan Nitdamrong CPA No. 5906

to be the Company's auditors for the year 2019 for the accounting period from 1 August 2018 to 31 July 2019, with the remunerations of Baht 1,220,000. Said remunerations comprised the financial statement review fee for 1st-3rd quarters of Baht 130,000 per quarter, the annual financial statement audit fee of Baht 830,000, which increased from that of 2018 by Baht 50,000, and the auditing-related expenses based on actual cost but not exceeding Baht 30,000.

Mr. Sathaporn Pungnirun, a shareholder, thanked Ms. Kamolthip for assisting Thainakarin Hospital throughout the past 5 years, and inquired about the reason for the Baht 50,000 increase of the audit fee.

Mr. Kraisaak, as the Audit Committee member who frequently worked with auditors, explained that the Company took great account of the increasing fee, and the Audit Committee and the executives endeavored to protect the interests of both the Company and the shareholders. However, EY Office Limited had notified the Company about the requirements and criteria that imposed more duties and broader scope of responsibilities in auditing the Company's statements, thus being the cause of the said Baht 50,000 increase.

Subsequently, there was no further question. The Chairman then requested the Meeting to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 8 that it must be approved by the majority vote of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to appoint:

- Ms. Satida Ratananurak CPA No. 4753, or
- Mr. Wichart Lokatekrawee CPA No. 4451, or
- Ms. Siriwan Nitdamrong CPA No. 5906

to be the Company's auditors for the year 2019 for the accounting period from 1 August 2018 to 31 July 2019, with the remunerations of Baht 1,220,000 and the auditing-related expenses based on actual cost but not exceeding Baht 30,000, by the votes as follows:

	Vote		%
Approved	115,480,787	Votes	96.7272
Disapproved	3,895,100	Votes	3.2626
Abstained	5,200	Votes	0.0044
Invalid ballot	7,000	Votes	0.0059

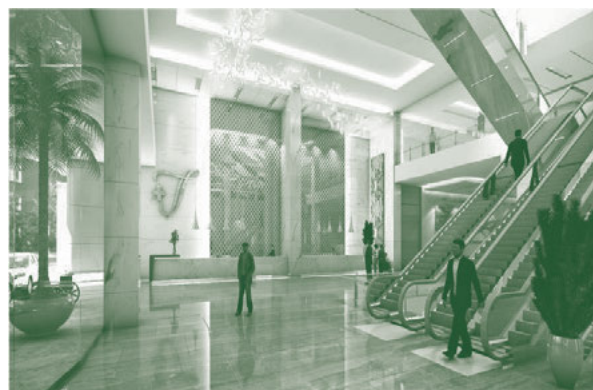
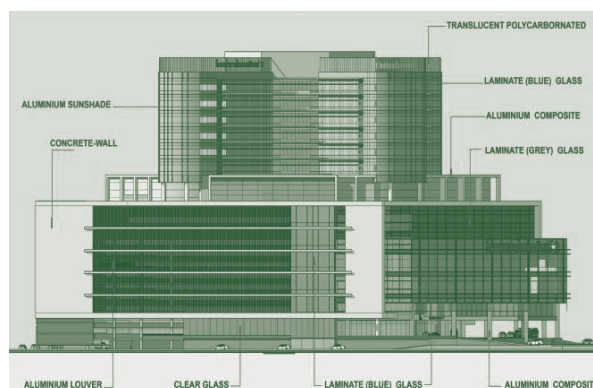
Agenda 9 To approve the Construction Project of Thainakarin Hospital 2

The Chairman assigned Mr. Prapat Suthawate to present the construction project of Thainakarin Hospital 2.

Mr. Prapat, as the Chairman of the Working Committee for Thainakarin Hospital 2 Construction Project, stated that the Company had informed the shareholders at the Annual General Meeting of Shareholders 2017 about the feasibility study and preparation of this project, with the aim of boosting the Company's medical service capacity. The Company had now finished the feasibility study and concluded that Thainakarin Hospital 2 shall be constructed with an investment amount of about Baht 4,318.40 million as a 14-storey building with a usable area of approximately 110,332 square meters. The project had been approved by the Board of Directors Meeting No. 4/2018 on 14 September 2018, and shall be carried out according to the stages of work and timeframe as follows:

Stage of Work		Tentative Timeframe
1	Development of designs, and arrangements in relation to submission of an Environmental Impact Assessment (EIA) and application for construction permission	November 2018 – June 2019
2	Bidding process for contractor, including piling work, structural work, mechanical and electrical engineering work	July – December 2019
3	Launch of construction work, including piling work, structural work, mechanical and electrical engineering work (to commence in 2020), interior decoration, and landscaping work	October 2019 – December 2021
4	Application for premises license and medical facility business license	January – March 2022
5	Preparation for launch of operation	April – August 2022
6	Opening of Thainakarin Hospital 2	August 2022
		Approximately 4 years in total

In addition, video and still images of Thainakarin Hospital 2 Project were presented. Ms. Malee Boonleechai, the Senior Deputy Administrative Director of Corporate Support Group and the Deputy Administrative Director of Business Development Group, was assigned to provide detailed description.



Ms. Malee described that Thainakarin Hospital 2 was in the process of design development. It shall consist of outpatient areas on 1st-4th floors with a mezzanine in-between, medical facilities such as operating rooms, labor and delivery unit, intensive care unit, critical care unit, etc. on 5th floor, meeting rooms on 6th floor, and inpatient wards on 7th-12th floors, accompanied by a 10-storey parking garage with an approximate capacity of 1,120 cars.

Mr. Sathaporn Pungnirun, a shareholder, expressed his agreement with the Working Committee. Upon reading the Report on Opinion of Independent Financial Advisor, however, he thought that the risk assumption of the construction cost of Thainakarin Hospital 2 was relatively a high figure for an assumption, and it took 4 years to reach completion. OPD capacity rose from 2,000 patients to 3,000, but IPD capacity increased slightly by 110 beds from 190 to 300, while Thainakarin Hospital 2 had much larger area than Thainakarin Hospital 1. Moreover, no assumption had been made in case that profits were incurred from sale of the auctioned land, where shareholders would get a share of profits. Such amount could be used in many ways to serve increasing population, or in constructing Thainakarin Hospital 2 elsewhere, or buying another building, hospital or any business. He proposed that alternative solutions, pros and cons be presented in the Report.

Mr. Sathaporn commented that the project might not be worthwhile when considering the increase of only 110 beds, and whether the Company could use the remaining area for rendering services in other growing communities. It was also noted that the content of the Conclusion of the IFA's Opinion in part 5 on page 70 was similar to that of the Executive Summary on page 6. Besides, the Report should indicate the number of medical staff and nurses, which were additional factors, as well as accommodation for physicians or fringe benefits for staff and nurses, including possibility of higher costs.

Furthermore, he referred to the IFA's opinion in paragraph 1 of part 5 on page 70 that "After considering Sensitivity analysis, IFA has found that the Company has NPV between 643 – 5,412 million baht, IRR in the range of 10.5 – 22.9 percent per year which is higher than WACC of the Company of 9.8 percent," and asked how the 9.8-percent cost of capital and the interest rates were calculated. He considered that a capital increase might be a more appropriate method, possibly by issuing warrants for each payment period.

Mr. Sathaporn added that the Company should devise a way to prevent its share prices from falling. The Company should consider investing in securities, which would bring about earnings and dividends. Although that meant the sum of money was unavailable for use for a period, but the Company would get something in return.

Mr. Thibdee Mangkalee explained about the assumption which had indicated that the project investment cost might be higher than the project value by 150.5%. The reason for such a high rate was that the assumption had to be made based on a worst-case scenario. With respect to the sale of land for profit, the IFA was limited by the scope of duties and thus unable to state said possibility expressly. However, the issue was mentioned indirectly in item 4 on page 8 of the IFA Report that "To create added value into the Company's property and accommodate the expansion in the long run. Investment in TNH2 project, which has more than twice the land size of TNH1, will utilize such land to create added value into the Company's property and accommodate the expansion in the future." As for the capacity enhancement from 190 beds to only 300, there were actually other services that could be added to the remaining space, on an assumption that 1 patient might use 2-3 services on just 1 visit. With greater facilities, more medical devices and the aging society, the management team was studying the details of aging society so as to enlarge the Company's services.

Regarding the cost of capital, the calculation on page 55 was a calculation technique called the cost of capital, by identifying the debt amount of the Company and the capital amount of Thainakarin Hospital 2 Project and calculating them with a formula against the rate of return on the investment in SET, and the result was 9.8. In relation to the similarity between the Executive Summary and the Conclusion of IFA's Opinion, both statements were the summarized opinions of the IFA, except that the English version of the Opinion of IFA Form shall term such opinion "Executive Summary" which was translated into "บทสรุปผู้บริหาร" in Thai, causing the term be mistaken for the summary of the Company's executives.

Mr. Patchara Massakulpan, a shareholder, mentioned that a 4-year construction period was quite a long time. After completion, there would still be many registration processes. Therefore, the Company should set its priorities and leave out unimportant steps in order to shorten the construction period and be ready for partial operation within two and a half years. After that, it could proceed with other construction phases in tandem with business undertaking. If this was possible, there would be continuity of the project. If it took as long as 4 years, the project might lack continuity.

Mr. Prapat answered that the Working Committee shall take the suggestion into consideration.

Mr. Kosin Moosanyalak, a proxy, enquired whether the new Hospital would start operating when the whole project completed or would open partially phase by phase, and whether Thainakarin Hospital 1 would still be in operation after the opening of Thainakarin Hospital 2.

Ms. Malee explained that Thainakarin Hospital 2 Project was in progress. Meanwhile, Thainakarin Hospital 1 was still in full-scale operation. There was a plan to relocate all the services to Thainakarin Hospital 2, and the Company was conducting a careful planning and a study into it in order to enable smooth implementation. It had also developed another project to use Thainakarin Hospital 1 Building as a base for amplifying the range of Thainakarin Hospital 2 services. The Building might be renovated into shopping plaza, rental space, and back offices, including staff dormitory. However, the Company needed to weigh pros and cons of this plan. In part of the construction, the Working Committee was studying on alternative approach, construction procedures, and criteria for contractor selection.

Ms. Woranut Viriyachote, a shareholder, asked what the advantages of establishing Thainakarin Hospital 2 as a separate juristic person were, and how the management team expected the Senior Center and the Senior Activity Center to generate income.

The Chairman clarified that Thainakarin Hospital 1 and Thainakarin Hospital 2 were under the same juristic person for the convenience of accounting system. In regard to the Senior Center, the Company still needed to work on a detailed study. For the time being, a senior center was not worth investment due to various factors.

Subsequently, there was no further question. The Chairman then requested the Meeting to consider and pass a resolution.

Ms. Tananya described the criteria for vote casting on Agenda 9 that it must be approved by the votes of not less than three-fourths of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting considered and resolved to approve the construction project of Thainakarin Hospital 2 as proposed by the Board of Directors, by the votes as follows:

	Vote		%
Approved	115,646,887	Votes	96.8460
Disapproved	3,750,300	Votes	3.1406
Abstained	0	Vote	0.0000
Invalid ballot	16,000	Votes	0.0134

Such votes exceeded three-fourths of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

Agenda 10 To consider other matter (if any)

Mr. Sathaporn Pungnirun, a shareholder, suggested that the registered capital of Baht 180 million and the status of a MAI-listed entity seemed to be limitations to the Company. If it could convert into a SET-listed entity, there would be more rules and funds favorable for joint investment.

The Chairman thanked the shareholder for the suggestion.

Ms. Suwannee Chiansirikraiwothi, a shareholder, mentioned about the construction project that used an amount of capital investment, and asked whether the Company would adopt the same dividend payment policy in later years.

The Chairman explained that the Company had given the greatest importance to dividend payment. Capital increase meant higher costs. Hence, the Company would increase its capital only in due course and as much as necessary, in order to maintain the dividend rate.

Subsequently, there was no further question.

The Chairman declared the meeting closed at 16.45 hours.



(Mr. Jatuporn Sihanatkathakul)

Chairman of the Board

Mrs. Daranee Dhubkaen Company Secretary

Ms. Budsara Vikyanont Minutes Taker

Enclosure 3

Profiles of the Directors who retiring by rotation proposed for re-election.



Dr. Charoen Meensook

Director / Chief Medical Officer

Age 77 Years

Appointment Date of Directorship 11 October 2004

Education

- M.D. 1967
- Diplomate American Board of Internal Medicine & Subspecialty Board of Gastroenterology 1968 - 1973
- New York State Board 1974
- DTM & H (Liverpool) 1974
- FACG 1975
- FACP 1986

Training Program for Director

- Director Accreditation Program (DAP) 2005, Thai Institute of Directors (IOD)

Working Experience

2004 - Present

- Director, Thainakarin Hospital Public Company Limited

2011 - Present

- Chief Medical Officer, Thainakarin Hospital Public Company Limited

1993 - Present

- Specialist doctor and consultant specialized in internal medicine and gastroenterology, Thainakarin Hospital Public Company Limited

1989 - 2010

- Director and Medical Director, Thainakarin Hospital Public Company Limited

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Dr. Charoen Meensook is fully qualified as a director in accordance with the prescribed laws, and is a proficient person with proven record of transparency, extensive knowledge, competency, expertise and experience from a wide range of professions. It is thus proposed that the Annual General Meeting of Shareholders approve to appoint him as the Company's director.

1989 - 2004

- Director, Thainakarin Hospital Company Limited

Current Position in other business

Listed Companies:

- N/A

Non-Listed Companies:

- N/A

Shareholding in TNH's Securities

Shareholding in Company: 2,500,000 Shares

(Spouse: 2,285,500 Shares)

Shareholding in Company (%): 1.39

(Spouse: 1.27)

Family Relationship

- N/A

Attendance at the Board of Directors' Meeting

- 4/4

The number of years being a Director

- 15 Years



Mr. Sumeth Jenjesda

Director

Age 85 Years

Appointment Date of Directorship 11 October 2004

Education

- Bachelor of Accounting and Bachelor of Commerce, Faculty of Commerce and Accountancy, Thammasat University

Training Program for Director

- Director Accreditation Program (DAP) 2005, Thai Institute of Directors (IOD)

Working Experience

2004 - Present

- Director, Thainakarin Hospital Public Company Limited

1995 - Present

- Director and Chairman of Audit Committee, Siam Sport Syndicate Public Company Limited

1994 - Present

- Certified Public Accountant, Lertnimit Accounting and Law Company Limited

2004 - 2005

- Director, Independent Director and Chairman of Audit Committee, Thainakarin Hospital Company Limited

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Mr. Sumeth Jenjesda is fully qualified as a director in accordance with the prescribed laws, and is a proficient person with proven record of transparency, extensive knowledge, competency, expertise and experience from a wide range of professions. It is thus proposed that the Annual General Meeting of Shareholders approve to appoint him as the Company's director.

Current Position in other business

Listed Companies:

1995 - Present

- Director and Chairman of Audit Committee, Siam Sport Syndicate Public Company Limited

Non-Listed Companies:

1994 - Present

- Certified Public Accountant, Lertnimit Accounting and Law Company Limited

Shareholding in TNH's Securities

Shareholding in Company: N/A (Spouse: N/A)

Shareholding in Company (%): N/A (Spouse: N/A)

Family Relationship

- N/A

Attendance at the Board of Directors' Meeting

- 4/4

The number of years being a Director

- 15 Years

Mr. Pitipat Sihanatkathakul

Director
Age 43 Years
Appointment Date of Directorship 20 November 2013



Education

- M.M. (Organization Development and Management), Assumption University
- Mini MBA, Chulalongkorn University
- B.Acc., Assumption University
- Essentials of Leadership Training Course, London Business School

Training Program for Director

- N/A

Working Experience

2013 - Present

- Director,
Thainakarin Hospital Public Company Limited

2016 - Present

- Policy,
Marketing & Information Technology Advisor,
Thainakarin Hospital Public Company Limited

2006 - 2016

- Assistant Administrative Director,
Thainakarin Hospital Public Company Limited

2005 - 2006

- Acting Assistant Administrative Director,
Thainakarin Hospital Public Company Limited

2004 - 2005

- Information Center and PR Advisor,
Thainakarin Hospital Public Company Limited

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Mr. Pitipat Sihanatkathakul is fully qualified as a director in accordance with the prescribed laws, and is a proficient person with proven record of transparency, extensive knowledge, competency, expertise and experience from a wide range of professions. It is thus proposed that the Annual General Meeting of Shareholders approve to appoint him as the Company's director.

2002 - 2004

- Assistant Manager, Board of Directors Office,
Siam Property Development Company Limited

Current Position in other business

Listed Companies:

- N/A

Non-Listed Companies:

- N/A

Shareholding in TNH's Securities

Shareholding in Company: 1,000,000 Shares

(Spouse: N/A)

Shareholding in Company (%): 0.56

(Spouse: N/A)

Family Relationship

- Son of Mr. Jatuporn Sihanatkathakul and Younger brother of Mr. Thiti Sihanatkathakul
- Cousin of Mr. Norathep Sihanartkatakul

Attendance at the Board of Directors' Meeting

- 4/4

The number of years being a Director

- 6 Years

Mr. Kraisak Kadkum

Director, Independent Director and Chairman of the Audit Committee
Age 56 Years
Appointment Date of Directorship 11 October 2004



Education

- LL.B., Faculty of Law, Ramkhamhaeng University
- Barrister-at-law, Thai Bar Institute
- Diploma in Business Laws, Thammasat University

Training Program for Director

- Director Accreditation Program (DAP) 2004, Thai Institute of Directors (IOD)

Working Experience

2005 - Present

- Director, Independent Director and Chairman of the Audit Committee, Thainakarin Hospital Public Company Limited

1994 - Present

- Lawyer and Executive Director, Sahakarn Law Office Company Limited

2004 - 2005

- Director, Independent Director and Member of the Audit Committee, Thainakarin Hospital Public Company Limited

Current Position in other business

Listed Companies:

- N/A

Non-Listed Companies:

1994 - Present

- Lawyer and Executive Director, Sahakarn Law Office Company Limited

Shareholding in TNH's Securities

Shareholding in Company: N/A (Spouse: N/A)

Shareholding in Company (%): N/A (Spouse: N/A)

Family Relationship

- N/A

Attendance at the Board of Directors' Meeting

- 4/4

Attendance at the Audit Committee Meeting

- 5/5

The number of years being a Director

- 15 Years

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Mr. Kraisak Kadkum is fully qualified as a director in accordance with the prescribed laws, and is a proficient person with proven record of transparency, extensive knowledge, competency, expertise and experience from a wide range of professions. It is thus proposed that the Annual General Meeting of Shareholders approve to appoint him as the Company's director.



Dr. Pridi Hetrakul

Director, Independent Director and Audit Committee
Age 76 Years
Appointment Date of Directorship 11 October 2004

Education

- Doctor of Medicine,
Faculty of Medicine Siriraj Hospital,
Mahidol University
- Diplomate American Board of Surgery
- FACS, FRCST

Training Program for Director

- Director Accreditation Program (DAP) 2005,
Thai Institute of Directors (IOD)

Working Experience

2004 - Present

- Director, Independent Director,
Audit Committee,
Thainakarin Hospital Public Company Limited

1989 - 2004

- Director,
Thainakarin Hospital Public Company Limited

1978 - 2017

- Director and Surgeon,
Mayo Polyclinic Company Limited

Current Position in other business

Listed Companies:

- N/A

Non-Listed Companies:

- N/A

Shareholding in TNH's Securities

Shareholding in Company: 1,500,000 Shares

(Spouse: N/A)

Shareholding in Company (%): 0.83

(Spouse: N/A)

Family Relationship

- N/A

Attendance at the Board of Directors' Meeting

- 2/4

Attendance at the Audit Committee Meeting

- 5/5

The number of years being a Director

- 15 Years

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Dr. Pridi Hetrakul is fully qualified as a director in accordance with the prescribed laws, and is a proficient person with proven record of transparency, extensive knowledge, competency, expertise and experience from a wide range of professions. It is thus proposed that the Annual General Meeting of Shareholders approve to appoint him as the Company's director.

Notes:

Selection of a candidate for directorship is not made through the Nomination Committee because the Company has not yet appointed such Committee. However, the Board of Directors has collectively considered the person's appropriate qualifications in numerous aspects, i.e. knowledge, experience and expertise from a variety of professions, including past performance as the Company's director.

Articles of Association of Thainakarin Hospital Public Company Limited Regarding Meeting of Shareholders

Chapter 6
Meeting of Shareholders

Article 32. The Board of Directors shall hold the annual ordinary meeting of shareholders within 4 months from the account period of the Company.

Article 33. Other meeting of shareholders in addition to the annual general meeting shall be called extra-ordinary meeting.

Article 34. An extra-ordinary meeting of shareholders may convene, whereas

- (a) The Board of Directors may convene an extra-ordinary meeting of shareholders at any time, or
- (b) Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders amounting to not less than 25 holding shares amounting to not less than one-tenth of the total number of shares sold may subscribe their names and clear reasons to a notice requesting the Board of Directors to convene an extra-ordinary meeting of shareholders at any time. The Board of Directors must arrange for a meeting of shareholders within 1 month from the date of receipt of the notice.

Article 35. In calling a meeting of shareholders, the Board of Director shall proceed as follows:

- (a) Issue a notice of meeting specifying place, date, time, agenda and the matters to be set forth to the meeting together with reasonable details, by expressly specifying as to the matters to be set forth to the meeting information; approval or consideration, including opinions of the Board of Directors on said matters, and
- (b) Send aforementioned notice to the shareholders for information not less than 7 days before the date of the meeting, and
- (c) Announce the aforementioned notice in a newspaper for 3 consecutive days not less than 3 days before the date of the meeting.

Article 36. In the meeting of shareholders there shall be shareholders and proxies (if any) present at the meeting in a number not less than 25 or not less than one-half of the total number of shareholders holding shares amounting to not less than one-third of the total number of sold shares to constitute a quorum. The shares owned by the Company shall not be counted to constitute a quorum at the meeting of shareholders.

Upon the lapse of 1 hour has passed from the time fixed for the meeting commencement at any meeting of shareholders, number of the shareholders present is insufficient to form a quorum under paragraph one,

- (a) If such meeting is convene because the shareholders have requested, it shall be cancelled.
- (b) If such meeting is convene not because the shareholders have requested, the Board of Directors shall reconvene and the notice of meeting shall be sent to the shareholders not less than 7 days in advance of the date of the meeting, without the need to announce said notice in a newspaper. In the subsequent meeting no quorum is required.

Article 37. The Chairman of the meeting of shareholders has the duties to conduct the meeting in accordance with the Articles of Association of the Company on meetings and in order of the agenda as arranged in the notice of meeting, unless the meeting resolves to change order of the agenda with votes not less than two-thirds of the shareholders or proxies (if any) present.

Upon completion of consideration under paragraph one, the shareholders or proxies (if any) holding shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider other matter in addition to those specified in the notice of meeting.

In the case where the meeting has not concluded the consideration of matter in order of the agenda under paragraph one or has not concluded the consideration other matter under paragraph two, as the case may be, and it is necessary to adjourn the meeting, the meeting shall fix a place, date and time for the next meeting. The Board of Directors shall send a notice of meeting specifying the place, date, time and agenda of the meeting to the shareholders not less than 7 days in advance of the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for 3 consecutive days not less than 3 days in advance of the date of the meeting.

Article 38. Resolution of the meeting of shareholders shall be supported by votes as follows:

- (a) In a normal case, by the majority of votes of the shareholders and proxies (if any) present voting, where one share shall carry one vote. In the case of an equality vote, the Chairman of the meeting shall have the casting vote.
- (b) In the cases as follows, by votes not less than three-fourths of the total of votes of the shareholders or proxies (if any) who attend the meeting and have the right to vote, where one share shall carry one vote:
 - (1) Sale or transfer of business of the Company in whole or essential part to other persons;
 - (2) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (3) Entering into, amending or terminating a lease, hire-purchase or leasing of business of the Company in whole or in essential part;
 - (4) Entrusting other persons with the management of the Company;
 - (5) Amalgamation business with other persons with the objection to share profit and loss;
 - (6) Amendment, alteration or addition to the Memorandum of Association or Articles of Association of the Company;
 - (7) Increase or decrease of capital;
 - (8) Issuance of debentures under the provisions of Section 145 of the Public Limited Companies Act B.E. 2535;
 - (9) Amalgamate companies under the provisions of Section 146 of the Public Limited Companies Act B.E. 2535; or
 - (10) Dissolution of company under the provisions of Section 154 of the Public Limited Companies Act B.E. 2535;

- (11) Issuance shares for debt repayment and debt-to-equity conversion plan under the provisions of Section 54/1 of the Public Limited Companies Act (No. 2) B.E. 2544.

The shares owned by the Company, the Company no right to vote and disregarded in the computation to constitute a resolution of the meeting of shareholders.

Article 39. A secret ballot at a meeting of shareholders may be conducted upon a request of not less than 5 shareholders, provided that the meeting of shareholders approves as such by the majority vote of the shareholders and proxies (if any) present at the meeting and have the right to vote, where one share shall carry one vote.

Article 40. Businesses to be transacted at an annual ordinary meeting as follows:

- (a) To consider and acknowledge the annual report of the Board of Directors proposed to the meeting in relation to business operations during the previous year;
- (b) To consider and approve the balance-sheet and the profit and loss account;
- (c) To consider and elect director in replacement of those retiring by rotation, and to determination remuneration for directors;
- (d) To consider and appointment of an auditor, and to determination of an audit fee;
- (e) To consider other businesses.

Enclosure 5

List of Documents and Evidences to be Presented Prior to Attending the Meeting, Procedures for Proxy Appointment, Registration and Vote Casting

Thainakarin Hospital Public Company Limited would like to inform the shareholders about the documents and evidences to be presented prior to attending the meeting, as well as procedures for proxy appointment for the right to attend the meeting and the right to vote, as follows:

Document to be Presented Prior to Attending the Meeting

1. In case the shareholder is a natural person

1.1 In case the shareholder attends the meeting in person

On the date of the meeting, documents to be presented to the registration officer are:

- 1.1.1 Identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry;
- 1.1.2 In case the name-surname of the shareholder is changed and thus differs from the information on the date of shareholder register closing, a certified true and correct copy of name-surname change certificate must also be presented.

1.2 In case the shareholder appoints a proxy

On the date of the meeting, documents to be presented to the registration officer are:

- 1.2.1 A proxy form which is attached to the notice of the meeting (either Form A or Form B), correctly and completely filled in and signed by “the proxy grantor and the proxy,” and affixed with a 20-baht duty stamp;
- 1.2.2 A copy of identification document(s) of the shareholder (proxy grantor) issued by a government agency as specified in item 1.1.1 and item 1.1.2 (if any), certified as true and correct by the proxy grantor;
- 1.2.3 A copy of identification document(s) of the proxy issued by a government agency as specified in item 1.1.1 and item 1.1.2 (if any), certified as true and correct by the proxy.

2. In case the shareholder is a juristic person

2.1 In case the authorized director attends the meeting in person

On the date of the meeting, documents to be presented to the registration officer are:

- 2.1.1 Identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry;

- 2.1.2 A copy of an affidavit of the shareholder issued by the Department of Business Development, Ministry of Commerce, no longer than 2 months from the issue date, certified as true and correct by the authorized director(s) of the juristic person and affixed with the seal (if any);
- 2.1.3 In case the name-surname of the authorized director is changed and thus differs from the information in an affidavit of the shareholder, a certified true and correct copy of name-surname change certificate must also be presented.

2.2 In case the juristic person appoints a proxy

On the date of the meeting, documents to be presented to the registration officer are:

- 2.2.1 A proxy form which is attached to the notice of the meeting (either Form A or Form B), correctly and completely filled in and signed by “the authorized director(s) as specified in the juristic person certificate with the seal (if any) affixed (the proxy grantor) and the proxy,” and affixed with a 20 baht duty stamp;
- 2.2.2 A copy of an affidavit of the shareholder issued by the Department of Business Development, Ministry of Commerce, no longer than 2 months from the issue date, certified as true and correct by the authorized director(s) of the juristic person and affixed with the seal (if any);
- 2.2.3 A certified true and correct copy of identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry, of the juristic person’s authorized director who signed the proxy form;
- 2.2.4 A certified true and correct copy of identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry, of the proxy;
- 2.2.5 In case the name-surname of the juristic person’s authorized director who signed the proxy form is changed and thus differs from the information in an affidavit of the shareholder, a certified true and correct copy of name-surname change certificate must also be presented.
- 2.2.6 In case the name-surname of the proxy is changed and thus differs from the information in the proxy form, a certified true and correct copy of name-surname change certificate must also be presented.

3. In case the shareholder is a foreign investor and appoints a custodian in Thailand as the share depository and safekeeping agent

On the date of the meeting, documents to be presented to the registration officer are:

3.1 Documents and evidences from the custodian

- 3.1.1 A proxy form which is attached to the notice of the meeting (Form C), correctly and completely filled in and signed by “the authorized representative(s) of the custodian as having been registered and the proxy,” and affixed with a 20 baht duty stamp;

- 3.1.2 A letter certifying that the juristic person who signed the proxy form is permitted to operate the custodian business, certified as true and correct by the authorized representative(s) of the custodian as having been registered;
- 3.1.3 A copy of an affidavit of the custodian, no longer than 2 months from the issue date, certified as true and correct by the authorized representative(s) of the custodian as having been registered or by the attorney-in-fact of the custodian who is the proxy grantor;
- 3.1.4 A certified true and correct copy of identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry, of the authorized representative(s) of the custodian as having been registered, or of the attorney-in-fact of the custodian who is the proxy grantor;
- 3.1.5 A certified true and correct copy of identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity (as the case may be), with more than 1 month to expiry, of the proxy.

3.2 Documents and evidences from the shareholder

- 3.2.1 In case the foreign investor shareholder is a natural person, document as specified in item 1.2.2 is required;
- 3.2.2 In case the foreign investor shareholder is a juristic person, documents as specified in item 2.2.2, item 2.2.3 and item 2.2.5 (if any) are required;
- 3.2.3 A power of attorney granted by the foreign investor shareholder authorizing the custodian to sign the proxy form on the shareholder's behalf.

In case a document is in foreign language, the shareholder must provide a translation thereof, certified as correct translation by the shareholder or by the authorized director(s) or the representative(s) of the juristic person.

4. In case the shareholder is a foreign national or a juristic person incorporated under foreign law

On the date of the meeting, documents to be presented to the registration officer are:

- 4.1 The requirements under item 1 or item 2 shall apply *mutatis mutandis* (as the case may be);
- 4.2 A copy of certificate issued by a competent agency of the country where such juristic person is situated, or a document prepared by the juristic person itself specifying the juristic person name, the head office address, and the authorized signatories as well as any conditions or limitations of authority, certified by a notary public no longer than 1 year.

In case a document is in foreign language, the shareholder must provide a translation thereof, certified as correct translation by the shareholder or by the authorized director(s) or the representative(s) of the juristic person.

5. In case the shareholder is deceased

The administrator of the deceased's estate may either attend the meeting in person or appoint a proxy.

On the date of the meeting, documents to be presented to the registration officer are:

- 5.1 The requirements under item 1 shall apply *mutatis mutandis* (as the case may be);
- 5.2 The court order appointing him/her as the administrator of the deceased's estate, certified true and correct by a court clerk no longer than 6 months prior to the date of the meeting, must be presented and signed by the authorized person(s).

6. In case the shareholder is a minor

The father, mother or legal guardian may attend the meeting in person or appoint a proxy.

On the date of the meeting, documents to be presented to the registration officer are:

- 6.1 The requirements under item 1 shall apply *mutatis mutandis* (as the case may be);
- 6.2 The court order appointing him/her as the guardian, certified true and correct by a court clerk no longer than 6 months prior to the date of the meeting, must be presented and signed by the authorized person(s).
- 6.3 A copy of house registration document of the minor must be presented.

7. In case the shareholder is an incompetent or quasi-incompetent person

The guardian or curator may attend the meeting in person or appoint a proxy.

On the date of the meeting, documents to be presented to the registration officer are:

- 7.1 The requirements under item 1 shall apply *mutatis mutandis* (as the case may be);
- 7.2 The court order appointing him/her as the guardian or curator, certified true and correct by a court clerk no longer than 6 months prior to the date of the meeting, must be presented and signed by the authorized person(s).

Notes: In case a Shareholder has no duty stamp, it is available at the registration counter.

Proxy Appointment

In case the shareholders are unable to attend the meeting by themselves, they may appoint “other persons or the Company’s Audit Committee member” as their proxies. In this regard, the Company has delivered proxy forms with the formats prescribed by the Department of Business Development, Ministry of Commerce, as follows:

- Proxy Form A: a general and simple proxy form;
- Proxy Form B: a proxy form which clearly specifies items in exact details for voting;
- Proxy Form C: a proxy form which is used exclusively for shareholders who are foreign investors and have appointed a custodian in Thailand as the share depository and safekeeping agent.

Notes: - Proxy forms can be downloaded from the corporate website www.thainakarin.co.th.
- Only one type of proxy form is allowed to be used for proxy appointment.

For the convenience of preparation and seat reservation, it would be appreciated if the shareholders notify the wish to attend the meeting or mail the proxy form to Daranee Dhubkaen (Proxy appointment for AGM), the Office of Administrative Director, with the address indicated in the notice of the meeting, Telephone 0 2361 2727 ext. 3304-3306, at least 5 days prior to the date of the meeting.

Registration of Attendance

The Company shall commence the registration for meeting attendance from 11.00 hours at the Meeting Room 4th floor, Thainakarin Hospital Building, No. 345, Debaratna (Bangna-Trad) Road km. 3.5, Bangna-Nuea, Bangna, Bangkok, as per the attached map of the meeting venue.

Criteria for vote casting and vote counting

- A shareholder shall have the number of votes equal to the number of shares held.
- A shareholder shall cast the votes openly on the ballot paper, by specifying the name, number of shares, voting decision, and placing his/her signature thereon.
- A secret ballot can be conducted only upon a request of not less than 5 shareholders and the majority vote of the meeting. The votes will then be cast, without specifying the name on the ballot paper.
- The resolution of the meeting is passed by the majority vote of the shareholders present at the meeting, where the number of votes equal to the number of shares held. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- For the agenda on election of directors, a shareholder may exercise all the votes to elect one or several persons as director(s), but cannot split his/her votes to any person in any number.

- In case a shareholder has a special interest in any matter to be considered, he/she shall have no right to vote thereon, except for the voting on election of directors.
- The resolution on remuneration of directors shall be passed by the votes of not less than two-thirds of the votes of the total shareholders present at the meeting.

All the details, criteria and procedures for voting and meeting shall be notified on the date of the meeting as well.

Enclosure 6

Profile of the Audit Committee member that shareholders may appoint as the proxy

Mr. Kraisak Kadkum

Director, Independent Director and Chairman of the Audit Committee
 Age 56 Years
 Appointment Date of Directorship 11 October 2004



Education

- LL.B., Faculty of Law,
Ramkhamhaeng University
- Barrister-at-law,
Thai Bar Institute
- Diploma in Business Laws,
Thammasat University

Training Program for Director

- Director Accreditation Program (DAP) 2004,
Thai Institute of Directors (IOD)

Working Experience

2005 - Present

- Director, Independent Director and Chairman of
the Audit Committee,
Thainakarin Hospital Public Company Limited

1994 - Present

- Lawyer and Executive Director, Sahakarn Law
Office Company Limited

2004 - 2005

- Director,
Independent Director and Member of the
Audit Committee,
Thainakarin Hospital Public Company Limited

Interests in the Agenda

- Having interest in Agenda 6 regarding election of new directors in replacement of those retiring by rotation because he is a director due to retire by rotation and has been nominated for re-election as a director for another term.
- Having interest in Agenda 7 regarding determination of remunerations of the Company's directors and Audit Committee members because he will be entitled to receive said remunerations if he is re-elected to continue his office for another term.

Current Position in other business

Listed Companies:

- N/A

Non-Listed Companies:

1994 - Present

- Lawyer and Executive Director,
Sahakarn Law Office Company Limited

Shareholding in TNH's Securities

Shareholding in Company: N/A (Spouse: N/A)

Shareholding in Company (%): N/A (Spouse: N/A)

Family Relationship

- N/A

Attendance at the Board of Directors' Meeting

- 4/4

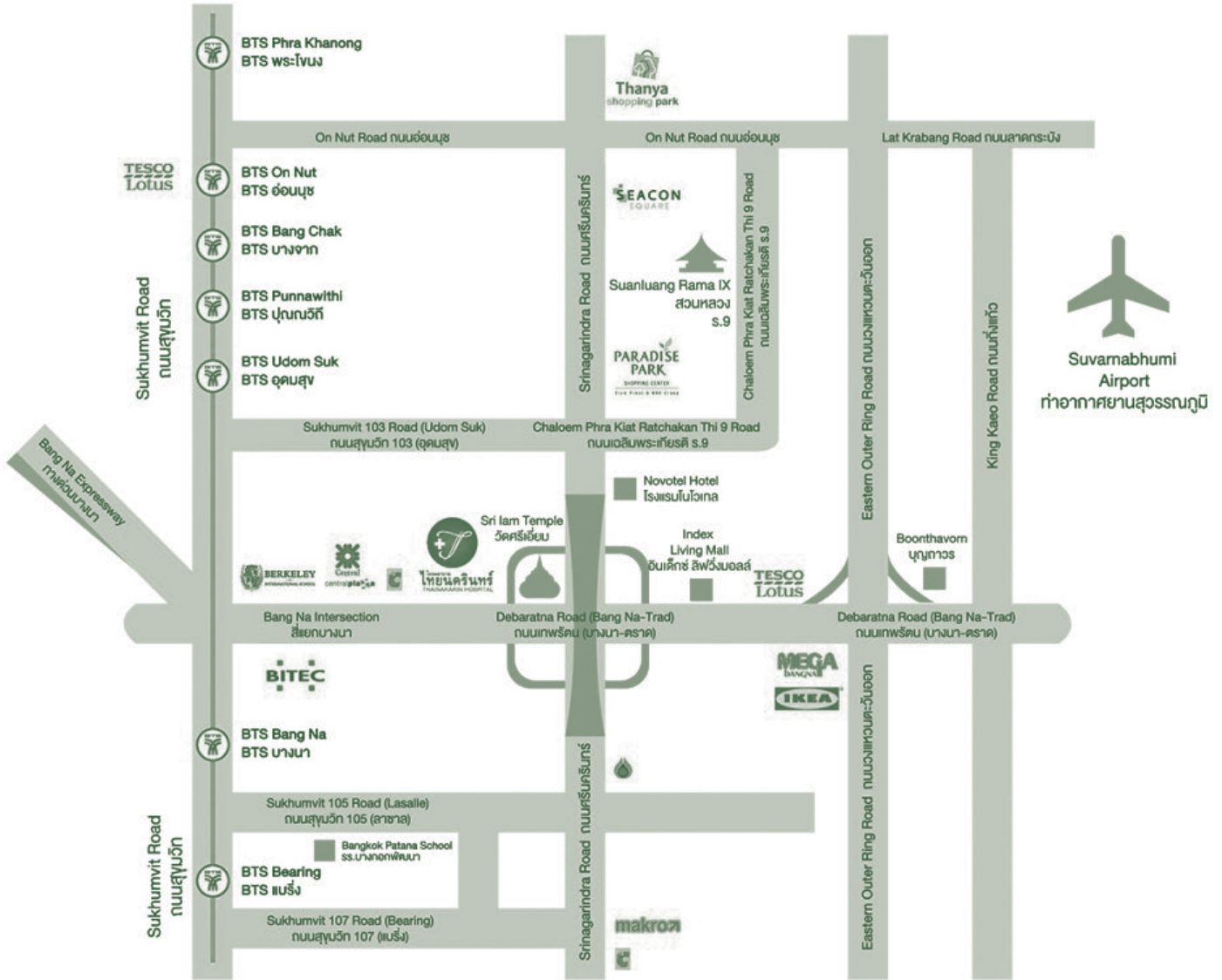
Attendance at the Audit Committee Meeting

- 5/5

The number of years being a Director

- 15 Years

Map of Thainakarin Hospital Public Company Limited



Thainakarin Hospital Public Company Limited

No.345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok

Phone number : 0 2361 2727, 0 2361 2828

Fax number : 0 2361 2777, 0 2361 2788

Email : info@thainakarin.co.th

Enclosure 8

Duty Stamp
of Baht 20

Proxy Form A

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at _____

Date _____ Month _____ Year 2019

(1) I/We _____ Nationality _____
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

(2) Being a shareholder of **Thainakarin Hospital Public Company Limited ("Company")**
 Holding a total of _____ shares and having the vote equal to _____ votes as follows:
 Ordinary share _____ shares having the vote equal to _____ votes
 Preference share _____ shares having the vote equal to _____ votes

(3) Hereby appoint (Please choose one option)

Please make a ✓ or ✕ mark in the box in front of item 1 and indicate details of the proxy, or
 in the box in front of item 2 to appoint an Audit Committee member as the proxy.

1. Name _____ Age _____ Years, Residing at _____
 Road _____ Sub-district _____ District _____
 Province _____ Postal Code _____ Or
 Name _____ Age _____ Years, Residing at _____
 Road _____ Sub-district _____ District _____
 Province _____ Postal Code _____

2. Chairman of the Audit Committee
 Mr. Kraisak Kadkum Age 56 Years

Detail of the Chairman of Audit Committee is set out in Enclosure 6 of Annual General Meeting of Shareholders for the Year 2019

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Thursday, 21 November 2019, at 14.00 p.m., at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok, or such other date, time and place as the meeting may be adjourned.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
 (_____)

Signed _____ Proxy
 (_____)

Signed _____ Proxy
 (_____)

Signed _____ Proxy
 (_____)

Remarks

Shareholder who appoints a proxy must authorise only one proxy to attend and vote at the meeting, and may not split the number of shares to several proxies to vote separately.

Duty Stamp
of Baht 20

Proxy Form B

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at _____

Date _____ Month _____ Year 2019

(1) I/We _____ Nationality _____
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

(2) Being a shareholder of Thainakarin Hospital Public Company Limited ("Company")

Holding a total of _____ shares and having the vote equal to _____ votes as follows:

Ordinary share _____ shares having the vote equal to _____ votes

Preference share _____ shares having the vote equal to _____ votes

(3) Hereby appoint (Please choose one option)

Please make a ✓ or ✗ mark in the box in front of item 1 and indicate details of the proxy, or

in the box in front of item 2 to appoint an Audit Committee member as the proxy.

1. Name _____ Age _____ Years, Residing at _____
 Road _____ Sub-district _____ District _____
 Province _____ Postal Code _____ Or
 Name _____ Age _____ Years, Residing at _____
 Road _____ Sub-district _____ District _____
 Province _____ Postal Code _____

2. Chairman of the Audit Committee

Mr. Kraisak Kadkum Age 56 Years

Detail of the Chairman of Audit Committee is set out in Enclosure 6 of Annual General Meeting of Shareholders for the Year 2019

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Thursday, 21 November 2019, at 14.00 p.m., at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok, or such other date, time and place as the meeting may be adjourned.

(4) I/We hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

Agenda 1 General update by the President

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 2 To approve of the Minutes of the Annual General Meeting 2018 which was held since 15 November 2018

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

- Agenda 3** To acknowledge the 2019 Annual Report
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 4** To consider and approve the Auditor's Report and the Financial Statements for the year ended 31 July 2019 which has been audited by EY Office Limited
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 5** To consider and approve the allocation profit for the year from 1 August 2018 to 31 July 2019 and dividend payment
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 6** To consider the re-election of Directors replacing Directors who retired by rotation as follow:
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Elect the entire group of nominated directors
- Approve Disapprove Abstain
- Elect each nominated director individually
- Director's name Dr. Charoen Meensook (Director)
- Approve Disapprove Abstain
- Director's name Mr. Sumeth Jenjesda (Director)
- Approve Disapprove Abstain
- Director's name Mr. Pitipat Sihanatkathakul (Director)
- Approve Disapprove Abstain
- Director's name Mr. Kraisaak Kadkum (Director, Independent Director and Chairman of the Audit Committee)
- Approve Disapprove Abstain
- Director's name Dr. Pridi Hetrakul (Director, Independent Director and Member of the Audit Committee)
- Approve Disapprove Abstain
- Agenda 7** To consider and approve the remuneration of the Directors and the Audit Committee of the year 2020
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 8** To consider appointment of the Company's auditors for the year from 1 August 2019 to 31 July 2020
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 9 Report of the Construction Project of Thainakarin Hospital 2

- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 10 To consider other matter (if any)

- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

(5) If the proxy does not vote in accordance with my/our voting intention specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

(6) In the event that I/we have not specified or have not clearly specified my/our voting intention in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my /our behalf as he/she deems appropriate in all respects.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intention specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Remarks

1. Shareholder who appoints a proxy must authorise only one proxy to attend and vote at the meeting, and may not split the number of shares to several proxies to vote separately.
2. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this proxy Form B.

Attachment to Proxy Form B

The appointment of proxy by a shareholder of Thainakarin Hospital Public Company Limited (“Company”) for the 2019 Annual General Meeting of Shareholders on Thursday, 21 November 2019, at 14.00 p.m., at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna Bangkok, or such other date, time and place as the meeting may be adjourned.

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda _____ Re: _____

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

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Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain



Proxy Form C

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at _____

Date _____ Month _____ Year 2019

(1) I/We _____

Having office locate at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

As the custodian of _____

Who is the shareholder of Thainakarin Hospital Public Company Limited ("Company")

Holding a total of _____ shares and having the vote equal to _____ votes as follows:

Ordinary share _____ shares having the vote equal to _____ votes

Preference share _____ shares having the vote equal to _____ votes

(2) Hereby appoint (Please choose one option)

Please make a ✓ or ✗ mark in the box in front of item 1 and indicate details of the proxy, or

in the box in front of item 2 to appoint an Audit Committee member as the proxy.

1. Name _____ Age _____ Years, Residing at _____

Road _____ Sub-district _____ District _____

Province _____ Postal Code _____ Or

Name _____ Age _____ Years, Residing at _____

Road _____ Sub-district _____ District _____

Province _____ Postal Code _____

2. Chairman of the Audit Committee

Mr. Kraisa Kadkum Age 56 Years

Detail of the Chairman of Audit Committee is set out in Enclosure 6 of Annual General Meeting of Shareholders for the Year 2019

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Thursday, 21 November 2019, at 14.00 p.m., at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok, or such other date, time and place as the meeting may be adjourned.

(3) I/We hereby grant my/our proxy to attend and vote at the meeting as follows:

Grant my/our proxy in accordance with the total number of shares held and having the right to vote

Grant certain of my/our proxy as follows:

Ordinary share _____ shares and having the right to vote equal to _____ Votes

Preference share _____ shares and having the right to vote equal to _____ Votes

Totalling _____ Votes

(4) I/We hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

Agenda 1 General update by the President

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Agenda 2** To approve of the Minutes of the Annual General Meeting 2018 which was held since 15 November 2018
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve_____votes Disapprove_____votes Abstain_____votes
- Agenda 3** To acknowledge the 2019 Annual Report
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve_____votes Disapprove_____votes Abstain_____votes
- Agenda 4** To consider and approve the Auditor’s Report and the Financial Statements for the year ended 31 July 2019 which has been audited by EY Office Limited
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve_____votes Disapprove_____votes Abstain_____votes
- Agenda 5** To consider and approve the allocation profit for the year from 1 August 2018 to 31 July 2019 and dividend payment
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve_____votes Disapprove_____votes Abstain_____votes
- Agenda 6** To consider the re-election of Directors replacing Directors who retired by rotation as follow:
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Elect the entire group of nominated directors
- Approve_____votes Disapprove_____votes Abstain_____votes
- Elect each nominated director individually
- Director’s name Dr. Charoen Meensook (Director)
- Approve Disapprove Abstain
- Director’s name Mr. Sumeth Jenjesda (Director)
- Approve Disapprove Abstain
- Director’s name Mr. Pitipat Sihanatkathakul (Director)
- Approve Disapprove Abstain
- Director’s name Mr. Kraisaak Kadkum (Director, Independent Director and Chairman of the Audit Committee)
- Approve Disapprove Abstain
- Director’s name Dr. Pridi Hetrakul (Director, Independent Director and Member of the Audit Committee)
- Approve Disapprove Abstain

Agenda 7 To consider and approve the remuneration of the Directors and the Audit Committee of the year 2020

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 8 To consider the appointment of the Company's auditors for the year from 1 August 2019 to 31 July 2020

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 9 Report of the Construction Project of Thainakarin Hospital 2

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 10 To consider other matter (if any)

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve_____votes Disapprove_____votes Abstain_____votes

(5) If the proxy does not vote in accordance with my/our voting intention specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

(6) In the event that I/we have not specified or have not clearly specified my/our voting intention in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my /our behalf as he/she deems appropriate in all respects.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intention specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed_____ Grantor

(_____)

Signed_____ Proxy

(_____)

Signed_____ Proxy

(_____)

Signed_____ Proxy

(_____)

Remarks

1. This proxy Form C is only for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be the share depository.
2. Documents required to be submitted with this proxy form are:
 - (1) A power of attorney from the shareholder empowering the custodian to sign this proxy form on his/her behalf
 - (2) A document confirming that the person who signs the proxy form is licensed to operate the custodian business
3. Shareholder who appoints a proxy must authorise only one proxy to attend and vote at the meeting, and may not split the number of shares to several proxies to vote separately.
4. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this proxy Form C.

Attachment to Proxy Form C

The appointment of proxy by a shareholder of Thainakarin Hospital Public Company Limited (“Company”) for the 2019 Annual General Meeting of Shareholders on Thursday, 21 November 2019, at 14.00 p.m., at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) km 3.5, Bangna Nuea, Bangna, Bangkok, or such other date, time and place as the meeting may be adjourned.

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda _____ Re: _____

Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Director's name _____

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Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Director's name _____

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Enclosure 9

Example of Voting (Excluding Agenda on Director Election)

Criteria for Vote Casting by Ballot

1. Make a cross (✕) mark or a check (✓) mark in the box to vote.
2. Place a signature.

Example of valid ballot

Agenda: 3

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

or

Make either a cross or a check mark

Place signature

Signed.....Miss B.....

Example of Voting (Excluding Agenda on Director Election)

Example of invalid ballot

Agenda 3

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

Signed.....Miss B.....

No cross mark or check mark is made

Place signature or no signature

Agenda 3

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

 or
 or
 or

Signed.....Miss B.....

Make cross marks or check marks in more than 1 box

Place signature or no signature

Agenda 3

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

Signed.....Miss B.....

Make any marks other than those specified, for example

Place signature or no signature

Example of Voting for Director Election (Valid Ballot)

Agenda 6 To consider the re-election of Directors replacing Directors who retired by rotation. It is proposed that 5 candidates be elected as directors, namely:

- | | | |
|---|-------------|-----------------|
| 1 | Dr. Charoen | Meensook |
| 2 | Mr. Sumeth | Jenjesda |
| 3 | Mr. Pitipat | Sihanatkathakul |
| 4 | Mr. Kraisak | Kadkum |
| 5 | Dr. Pridi | Hetrakul |

(Agenda and Director Name)

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

or

Signed.....Miss B.....

Make either a cross or a check mark

Place signature

(Agenda and Director Name)

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

or

Signed.....Miss B.....

Make either a cross or a check mark

Place signature

Example of Voting for Director Election (Invalid Ballot)

Agenda 6. To consider the re-election of Directors replacing Directors who retired by rotation. It is proposed that 5 candidates be elected as directors, namely:

- | | | |
|---|--------------|-----------------|
| 1 | Dr. Charoen | Meensook |
| 2 | Mr. Sumeth | Jenjesda |
| 3 | Mr. Pitipat | Sihanatkathakul |
| 4 | Mr. Kraisaak | Kadkum |
| 5 | Dr. Pridi | Hetrakul |

(Agenda and Director Name)

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

or

or

or

Make cross marks or check marks in more than 1 box

Place signature or no signature

Signed.....Miss B.....

(Agenda and Director Name)

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

No cross mark or check mark is made

Place signature or no signature

Signed.....Miss B.....

(Agenda and Director Name)

Shareholder name: Mister A

Proxy holder: Miss B

Shares with voting rights:

Approve

Disapprove

Abstain

6,000 Shares

Make any marks other than those specified, for example

Place signature or no signature

Signed.....Miss B.....



THAINAKARIN HOSPITAL PUBLIC COMPANY LIMITED

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