

Notice of the Annual General Meeting of Shareholders for the Year 2022

Thursday 17th November 2022 at 14.00 hours
Electronic Meeting (E-AGM) by broadcasting live
at the Meeting Room A, 4th Floor, Thainakarin Hospital Building

In order to prevent the risk of the spread of the Coronavirus Disease 2019 (COVID-19), the Company will hold the annual general meeting of shareholders via Electronic Means, whereby shareholders can attend the meeting via Electronic Means in person or by appointing a proxy to another person or appointing the Audit Committee Member to attend the meeting instead



 **โรงพยาบาล
ไทรนครินทร์**
THAINAKARIN HOSPITAL

บริษัท โรงพยาบาลไทรนครินทร์ จำกัด (มหาชน)
THAINAKARIN HOSPITAL PUBLIC COMPANY LIMITED

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TNH. 060 / 2022

18th October 2022

- Subject: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2022
- To: Shareholders of Thainakarin Hospital Public Company Limited
- Attachments:
1. A copy of the Minutes of the Annual General Meeting of Shareholders 2021 held on 18th November 2021
 2. 56-1 One Report 2022 (in QR Code format)
 3. Profiles of Directors who have retired by rotation and nominated to re-elect as directors for another term
 4. Articles of Association of Thainakarin Hospital Public Company Limited regarding the meeting of Shareholders
 5. Documents and Evidence are to be Presented Prior to Attending the Meeting and Vote Casting
 6. Profiles of the Audit Committee Members that Shareholders may appoint as the proxy
 7. Proxy Form A, B and C according to the notification of the Department of Business Development
 8. Details and procedures for the Annual General Meeting of Shareholders via Electronic Means

The Board of Directors of Thainakarin Hospital Public Company Limited has resolved to convene the Annual General Meeting of Shareholders for the year 2022 on Thursday 17th November 2022 at 14.00 hours in Electronic Meeting (E-AGM) only by broadcasting live at the Meeting Room A, 4th Floor, Thainakarin Hospital Building, to consider the following agenda items:

Agenda 1 General update by the Chairman

Agenda 2 To consider the Company's performance in 2022

2.1 To consider and acknowledge the 56-1 One Report 2022 of the Company

Objective and Rationale: To report operating performance and major information of the Company as appeared in the 56-1 One Report 2022, which has been submitted to the shareholders (in QR Code format) together with the invitation notice, as per Attachment 2.

The Board's Opinion: The Board of Directors considered that the 56-1 One Report 2022 should be proposed to the Meeting for acknowledgement.

2.2 Report on the Thainakarin Hospital 2 Project

Objective and Rationale: To report on the progress of Thainakarin Hospital 2 Project to the Meeting for acknowledgement.

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

Agenda 3 To consider and approve the Auditor’s Report and the Consolidated Financial Statements for the year ended 31st July 2022 which have been audited by EY Office Limited

Objective and Rationale: To comply with the governing laws, the Company must prepare the financial statements as of the end of the accounting period, and arrange for auditing by a 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 31st July 2022, 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 56-1 One Report 2022, as per Attachment 2.

(Unit: Million Baht)

	Consolidated Financial Statements	Separate Financial Statements		
	2022	2022	2021	2020
Total assets	2,969.68	2,967.95	2,550.64	2,244.84
Total liabilities	485.68	484.47	401.99	314.13
Total shareholders’ equity	2,484.00	2,483.48	2,148.65	1,930.71
Paid-up capital	180.00	180.00	180.00	180.00
Total revenues	2,609.14	2,605.34	2,063.08	2,037.46
Net profit	425.35	424.82	293.41	256.33
Earnings per share (baht/share)	2.36	2.36	1.63	1.42

Agenda 4 To consider and approve the allocation of profit for the year from 1st August 2021 to 31st July 2022 and dividend payment

Objective and Rationale: The Company has a policy to pay dividends 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 2022 operations, the Company has a separate net profit for the year 2022 of 424,829,940 baht (Baht Four Hundred Twenty - Four Million Eight Hundred Twenty - Nine Thousand Nine Hundred and Forty Only).

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

Operating Results and Dividend Payment	2021	2020	2019
Net profit (baht)	293,415,820.00	256,334,756.00	317,525,378.00
Number of shares (share)	180,000,000	180,000,000	180,000,000
Annual dividend (baht/share)	0.50	0.45	0.55
Dividend payout ratio (%)	30.67	31.60	31.18

The Board’s Opinion: The Board of Directors considered that the Company had a separate net profit for the year ended 31st July 2022 of 424,829,940 baht (Baht Four Hundred Twenty - Four Million Eight Hundred Twenty - Nine Thousand Nine Hundred and Forty Only), and proposed that the Meeting consider and approve the dividend payment for the operating results from 1st August 2021 to 31st July 2022 at the rate of 0.60 baht per share, equal to 108,000,000 baht (Baht One Hundred and Eight Million Only) or the dividend payout ratio of 25.42%. Such dividends will be payable to the shareholders whose names are listed on the record date of 29th November 2022 and dividend payment will be made on 14th December 2022. However, the entitlement to dividend is subject to the approval of the Meeting.

Agenda 5 To consider and approve 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 4 directors from a total of 14 directors who are due to retire by rotation, namely:

- | | | |
|----------------|-----------------|---|
| 1. Charoen | Meensook, M.D. | Chairman of the Board |
| 2. Mr. Sumeth | Jenjesda | Director |
| 3. Mr. Pitipat | Sihanatkathakul | Director |
| 4. Mr. Kraisak | Kadkum | Director, Independent Director and
Chairman of the Audit Committee |

The Board's Opinion: The Board of Directors, excluding directors having an interest therein, considered that all the retiring directors are qualified persons with proven work records 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. Charoen | Meensook, M.D. | Chairman of the Board |
| 2. Mr. Sumeth | Jenjesda | Director |
| 3. Mr. Pitipat | Sihanatkathakul | Director |
| 4. Mr. Kraisak | Kadkum | Director, Independent Director and
Chairman of the Audit Committee |

The director in 4th order shall be Independent Director and Chairman of the Audit Committee as well. In this regard, he 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 and proposed to appoint as new directors as per Attachment 3).

Agenda 6 To consider and determine the remunerations of the Company's directors and Audit Committee members in 2023

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 2023 at the rate as shown in the following details:

Board of Directors	Attendance fees (Baht/Meeting)	
	2023	2022
Chairman of the Board	30,000	18,000
Directors	20,000	14,000

Audit Committee	Attendance fees (Baht/Meeting)	
	2023	2022
Chairman of the Audit Committee	30,000	18,000
Audit Committee Member	20,000	14,000

Medical care allowance for the Company's Directors, Audit Committee Members and their families shall amount to not more than 800,000 baht per person (the same rate as that of 2022).

Agenda 7 To certify additional compensation for consolidated financial statements of the EY Office Limited for the accounting period from 1st August 2021 to 31st July 2022

Objective and Rationale: According to the Company subsidiary, Jatu Charoen Development Company Limited was established in February 2022 which is in accordance with the Financial Reporting Standards for Public Accountable Entities (TFRS for PAEs). The company has to present the consolidated financial statements when the company invests in subsidiaries. Therefore, EY Office Limited proposes to adjust compensation in the part of the review fees and audit fees of the consolidated financial statements for the remaining quarters with an increase of 25,000 baht in 3rd quarter and 4th quarter.

(Unit: Baht)

Auditors' Remuneration 2022	New	Former
1 st Quarter and 2 nd Quarter	250,000	250,000
3 rd Quarter	150,000	125,000
4 th Quarter	820,000	795,000
Total	1,220,000	1,170,000

The Board's Opinion: The Board of Directors considered that the additional compensation for consolidated financial statements of the EY Company Office is 25,000 baht/quarter for the 3rd quarter and 4th quarter which is reasonable compared to the amount of work. Therefore, it is appropriate to propose to the general meeting of shareholders for approval.

Agenda 8 To consider and approve the appointment of auditors, and to determine auditors' fees for the accounting period from 1st August 2022 to 31st July 2023

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 2023 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	2023	2022
Separate Financial Statements review fees, 3 quarters	390,000	375,000
Annual Audit fees and Separate Financial Statements	830,000	795,000
Consolidated Financial Statements review fees, 3 quarters	75,000	*50,000
Annual Audit fees and Consolidated Financial Statements	50,000	-
Total	1,345,000	1,170,000

* Noted: In 2022, The Company has additional compensation of consolidated financial statements of 50,000 baht in 3rd quarter and 4th quarter.

The auditors and details are as follows:

Name of Auditor(s)	CPA Registration Number	Number of Year(s) Signing as the Company's Auditor
Mrs. Sarinda Hirunprasurtwutti	4799	Never signed the Company's financial statements
Ms. Patcharawan Koonarangsri	6650	Never signed the Company's financial statements
Mr. Samran Taengcham	8021	2 fiscal year (2021 - 2022)

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 Mrs. Sarinda Hirunprasurtwutti, CPA No. 4799, or Ms. Patcharawan Koonarangsri, CPA No. 6650, or Mr. Samran Taengcham, CPA No. 8021 of EY Office Limited as the Company's auditors for the year 2023 for the accounting period from 1st August 2022 to 31st July 2023. The audit fees for consolidated financial statements (quarterly review and annual audit) amount to the total auditors' remuneration of 1,345,000 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 2022). Such fees and expenses have been appropriately scrutinized by the Audit Committee.

Agenda 9 To consider other matters (if any)

The Company has determined the names of shareholders who are entitled to attend the Annual General Meeting of Shareholders 2022 and would like to invite all shareholders to attend the Annual General Meeting of Shareholders 2022 via Electronic Means on 17th November 2022, 14.00 hours. The Company will use the method of registration to attend the meeting, voting and vote counting via Electronic Means only one channel.

In case a shareholder wishes to appoint another person as his/her proxy to attend the Annual General Meeting of Shareholders 2022 via Electronic Means and vote on his/her behalf, please fill in and sign the Proxy Form A, Form B or Form C (exclusively for a shareholder being a foreign investor and appointing a custodian in Thailand as the shares depository and safekeeping agent) as per Attachment 7, which can be downloaded from the Company's website www.thainakarin.co.th. In the case of Custodian use of proxy Form C., Custodian can record the voting data according to Proxy Form in the e-Proxy Voting of Thailand Securities Depository Co., Ltd., which must be recorded in advance until 17.00 hours, 1 day before the meeting. Furthermore, the shareholder can appoint the Company's Audit Committee Member, i.e. Mr. Kraisak Kadkum or Assoc. Prof. Panya Issarawornrawanich, Ph.D., details as per Attachment 6, as his/her proxy.

In order for the 2022 Annual General Meeting of Shareholders to organize smoothly and conveniently through Electronic Means, the Company would like to request shareholders and proxies to strictly follow the registration procedures and methods of attending the Annual General Meeting of Shareholders via Electronic Means details as appear on Attachment 8. The Company requests your cooperation to register a request to use the system at least 7 days prior to the meeting date, for the Company to proceed accordingly.

The Company has prepared the 56-1 One Report 2022 in a QR Code format (Electronic files) only and delivered to shareholders according to Attachment 2. The shareholders can download the 56-1 One Report 2022 by scanning the QR Code in Attachment 2.

Yours sincerely,
Thainakarin Hospital Public Company Limited



(Charoen Meensook, M.D.)
Chairman of the Board

A copy of the Minutes of The Annual General Meeting of Shareholders 2021 of Thainakarin Hospital Public Company Limited.

Time and place

The Annual General Meeting 2021 was held on Thursday, 18th November 2021; at 14.00 hours 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. Charoen	Meensook, M.D.	Chairman of the Board
2. Mr. Thiti	Sihanatkathakul	Director
3. Mr. Prapat	Suthawate	Director
4. Mr. Sumeth	Jeniesda	Director
5. Arkom	Cheirsilpa, M.D.	Director
6. Mr. Pitipat	Sihanatkathakul	Director
7. Mr. Norathep	Sihanatkathakul	Director
8. Mr. Tosaporn	Sihanatkathakul	Director
9. Mr. Kraisak	Kadkum	Director, Independent Director and Chairman of the Audit Committee
10. Pridi	Hetrakul, M.D.	Director, Independent Director and Member of the Audit Committee
11. Assoc. Prof. Panya	Issarawornrawanich, Ph.D.	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. Emeritus Deja	Tanphaichitra, M.D.	Director
2. Assoc. Prof. Chertsak	Dhiraputra, M.D.	Director, Independent Director and Member of the Audit Committee

Name of executives who attended the meeting

1. Prof. Pittayapoom	Pattaranutaporn, M.D.	Deputy Chief Executive Officer
2. Rear Admiral Surachet	Suphanich, M.D.	Hospital Director and Acting Administrative Director
3. Mrs. Nampetch	Saraggananda	Deputy Medical Director - Nursing
4. Mr. Issaret	Khuandamrongtham	Deputy Administrative Director - Finance and Accounting and Company Secretary

Name of the auditor who attended the meeting

1. Mr. Samran	Taengcham	Auditor, EY Office Limited
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Name of the person who was invited to attend the meeting

1. Col. Dan	Tanphaichitra, M.D.	
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The Meeting commenced at 14.00 hours.

Miss Thanarat Charoenrath, designated as the moderator, introduced the Company's directors, Executives and Invitees attending the meeting. However, There were 2 members of the Board of directors unable to attend the meeting due to illness, namely Prof. Emeritus Deja Tanphaichitra, M.D. and Assoc. Prof. Chertsak Dhiraputra, M.D. Due to the epidemic situation of the Coronavirus Disease 2019, the Company was highly aware and concerned for the health of all shareholders attending the meeting, including those who participated in organizing this meeting. The Company would strictly comply with various government measures to prevent and reduce the risk of spreading the coronavirus disease 2019. For this reason, the Company changed the format of the Annual General Meeting of Shareholders to be a shareholders' meeting via electronic media, following the rules stipulated in the law relating to arrangements via electronic media. After that Miss Thanarat explained the regulations 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 a ballot paper. A secret ballot could be done upon a request of not less than 5 shareholders and 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 the 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	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 2021, the Company used the registration and votecasting system through an electronic meeting by INVENTECH SYSTEMS (THAILAND) CO., LTD., in conducting this meeting. Miss Thanarat explained the voting procedures and questions asked at the meeting. (Presentation on screen) In the case of vote counting, only the shareholders and proxies who voted against, abstained, and invalid ballots would be counted. The said votes will be deducted from the total number of votes, and the votes of the rest of the meeting attendees will be regarded as the votes in favor of that agenda.

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

1. Agendas 1, 3 and 9 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.

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.

Miss Thanarat, designated as the moderator, informed the Meeting that there were 20 shareholders holding a total of 36,653,701 shares present in person, and 20 shareholders holding a total of 83,114,300 shares present by proxy. In total, there were 40 shareholders, representing 119,768,001 shares or equivalent to 66.54% 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.

After the explanation, Miss Thanarat started proceeding with the agenda items according to the sequence.

Agenda 1 General update by the President

- No matter to inform the meeting -

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

Agenda 2 To consider and approve the minutes of the Annual General Meeting of Shareholders 2020 held on 19th November 2020

The Chairman requested the Meeting to approve the minutes of the Annual General Meeting of Shareholders 2020 was held on 19th November 2020 as per a copy of the minutes submitted to the shareholders together with the invitation notice.

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

Miss Thanarat 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 2020 held on 19th November 2020, as follows:

	Vote		%
Approved	119,768,505	Votes	100.0000
Disapproved	0	Votes	0.0000
Abstained	0	Votes	0.0000
Invalid ballot	5	Votes	0.0000

Agenda 3 To consider and acknowledge the Annual Report 2021 of the Company

The Chairman proposed that the Meeting consider the Company's Annual Report 2021 in a QR code Format as per Attachment 2 which had been submitted to the shareholders together with the invitation notice. In addition, the Board of Directors had considered report as accurate. The consideration of the Meeting was then requested.

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

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

Agenda 4 To consider and approve the auditor's report and the financial statements for the year ended 31st July 2021 audited by the auditors of EY Office Limited

The Chairman assigned Mr. Issaret Khuandamrongtham, Deputy Administrative Director - Finance and Accounting and Company Secretary, 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 31st July 2021, which had been audited by the auditors of EY Office Limited.

Mr. Issaret reported the essential financial information for the year ending July 31, 2021.

1. Total assets increased by 305 million baht; the composition is as follows:

- 129.56 million baht in cash, bank deposits, and fixed deposits;
- Trade accounts receivable, especially for COVID-19 medical expenses pending disbursement from the National Health Security Office (NHSO) 102 million baht and 22 million baht from emergency and critical illness cases, Supra Contract and Endoscopic Retrograde Cholangiopancreatography (ERCP). The rests are counterparties and insurance companies, as usual.
- Other current assets of 14.5 million baht from the subscription money for the Moderna brand of alternative vaccines paid to the Pharmaceutical Organization for which the Company was allocated a total of 13,140 doses.
- Land, buildings, and equipment increased from related factors, namely
 - Replacement of elevators and escalators totaling 23.41 million baht.
 - Critical medical devices include a CT 128-Slice, worth 15.70 million baht; replacing the original 64-Slice device, and ophthalmic medical devices, totaling 10.37 million baht, such as glaucoma analyzer and retinal imaging, vitreous surgery, and treatment of eye diseases with laser light, intraocular lens measuring machine without contacting the eye, including 4D Ultrasound of the obstetrics; and gynecology department, totaling 6.4 million baht.
- Assets under construction include a car park building and a radiation therapy center building, totaling 45.25 million baht.
- Land leasehold rights decreased by 22 million baht, and amortization of 30-year long-term land leasehold benefits from the Thai Red Cross Society.

2. Total liabilities increased by 88 million baht with the following components:

- Accounts payable increased by 35 million baht due to the acceleration of reserves of medicines and medical supplies with high usage rates during the COVID-19 epidemic, and there may be a shortage.
- Income tax payable increased by 15 million baht due to increased profit, and in 2021, no tax incentive measure can deduct additional expenses if invested in machinery as in 2020.
- Other current liabilities increased in the amount of 33.4 million baht, which was the advance received from the service users for the subscription for alternative vaccines (Moderna).

3. Shareholders' equity increased by 218 million baht.

- Operating profit of 293.40 million baht and other comprehensive income due to changes in provisions, employee benefits, and related deferred tax of 9.4 million baht deducted with dividends paid during December 2020 amounting to 80 million baht, the impact of financial reporting standards, and a group of financial instruments that make it necessary to consider the expected credit losses of new trade accounts receivable.

4. Profit and loss

- Medical expenses increased by 35 million baht. The Company managed costs effectively, causing the gross profit margin in 2021 to be 25.90%, an improvement from the previous year at 23.97%. Sales and management are at a constant level. Part of the positive factor is the policy for people infected with COVID-19 to be quarantined in hospitals for 14 days, resulting in an increase in inpatient bed occupancy rates from 49.17% to 71.74%.

5. Financial ratio

- Overall the Company can maintain liquidity, operational efficiency, and the ability to make profits except for the debt collection period, which arises from the NHSO debtors and has to wait for the government budget review, as explained earlier.

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

Miss Thanarat 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 31st July 2021 which had been audited by the auditors of EY Office Limited by the votes as follows:

	Vote		%
Approved	119,264,305	Votes	99.58
Disapproved	504,200	Votes	0.42
Abstained	0	Votes	0.0000
Invalid ballot	0	Votes	0.0000

Agenda 5 To consider and approve profit allocation and dividend payment for the year 2021

Miss Thanarat informed the Meeting that the Board of Directors had viewed that the Company's net profit for 2021 as of 31st July 2022 amounted to Baht 293,415,820 (Baht Two Hundred Ninety-Three Million Four hundred and Fifteen Thousand Eight Hundred and Twenty Only) and proposed the Meeting to consider and approve dividend payment for the operating results from 1st August 2020 to 31st July 2021 at the rate of Baht 0.50 (Fifty satang) per share, totaling Baht 90,000,000 (Baht Ninety Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 29th November 2021. The date of payment was 15th December 2021.

Information on dividend payments from 2016-2021 was presented on screen at the Meeting.

Year	Revenue (M. Baht)	Net Profit (M. Baht)	Dividend/Share (Baht)	Total Dividend Amount (M. Baht)	Dividend Payment Date
2021	2,063.08	239.41	0.50	90	15 th Dec 2021
2020	2,037.47	256.33	0.45	81	16 th Dec. 2020
2019	2,185.07	317.53	0.55	99	19 th Dec. 2019
2018	2,164.27	356.06	0.60	108	13 th Dec. 2018

Mr. Piyapong Prasartthong, a shareholder, came in person and asked if the Company's net profit was from providing alternative vaccines or not.

Prof. Pittayapoom said the Company's profits are in line with the Company's activities. The modern vaccine is likely to be for the private sector; other vaccines are government-sourced vaccines that the Company provides to the people according to the guidelines of the Ministry of Health, which the Company does not get any profit from it.

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

Miss Thanarat 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 1st August 2020 to 31st July 2021 at the rate of Baht 0.50 (Fifty satang), totaling Baht 90,000,000 (Baht Ninety Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 29th November 2021. The date of payment was 15th December 2021.

	Vote		%
Approved	119,768,505	Votes	100.0000
Disapproved	0	Votes	0.0000
Abstained	0	Votes	0.0000
Invalid ballot	5	Votes	0.0000

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

Miss Thanarat 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 14 directors were due to retire by rotation, but Prof. Emeritus Deja Tanphaichitra, M.D., a director who is due to retire by rotation does not wish to return to the position. Therefore, the Board of director proposes to the meeting to consider appointing 4 directors who are retired by rotation in another term and propose to the meeting to consider appointing 1 new director as follows:

1. Mr. Prapat Suthawate Director
2. Mr. Norathep Sihanartkatakul Director
3. Mr. Tosaporn Sihanatkathakul Director
4. Mr. Chailerg Viriyarattanaporn Director, Independent Director and Member of the Audit Committee
5. Col. Dan Tanphaichitra, M.D. The person proposed for appointment as a new director

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

Miss Thanarat 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. Prapat Suthawate	Director		
			Vote	%
Approved			119,255,205	99.57
Disapproved			513,300	0.43
Abstained			0	0.00
Valid ballot			0	0.00

2	Mr. Norathep Sihanartkatakul	Director		
			Vote	%
Approved			119,255,205	99.57
Disapproved			513,300	0.43
Abstained			0	0.00
Valid ballot			0	0.00

3 Mr. Tosaporn Sihanatkathakul Director			
	Vote		%
Approved	119,255,205	Votes	99.57
Disapproved	513,300	Votes	0.43
Abstained	0	Votes	0.00
Valid ballot	0	Votes	0.00

4 Mr. Chailerg Viriyarattanaporn Director, Independent Director and Member of the Audit Committee			
	Vote		%
Approved	119,255,205	Votes	99.57
Disapproved	513,300	Votes	0.43
Abstained	0	Votes	0.00
Valid ballot	0	Votes	0.00

5 Col. Dan Tanphaichitra, M.D. Director			
	Vote		%
Approved	119,255,205	Votes	99.57
Disapproved	513,300	Votes	0.43
Abstained	0	Votes	0.00
Valid ballot	0	Votes	0.00

Agenda 7 To consider and determine remunerations of the Company’s directors and Audit Committee members

Miss Thanarat presented the 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 2022 at the rates (the same as 2021) as follows:

Attendance fees for the Board of Directors’ Meeting

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

Attendance fees for Audit Committee’s Meeting

- Chairman of the Audit Committee Baht 18,000 per meeting
- Audit Committee Members 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 (the same as 2020).

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

Miss Thanarat 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 2021 as proposed by the Board of Directors, by the votes as follows:

	Vote		%
Approved	81,959,505	Votes	100.00
Disapproved	0	Votes	0.00
Abstained	0	Votes	0.00
Invalid ballot	0	Votes	0.00

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 and approve appointment of auditors, and to determine auditors' fee for the accounting period from 1st August 2021 to 31st July 2022

Miss Thanarat 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:

- Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, or
- Ms. Patcharawan Koonarangsri CPA No. 6650, or
- Mr. Samran Taengcham CPA No. 8021

to be the Company's auditors for the year 2022 for the accounting period from 1st August 2021 to 31st July 2022, with the remunerations of Baht 1,170,000. Said remunerations comprised the financial statement review fee for 1st-3rd quarters of Baht 125,000 per quarter, the annual financial statement audit fee of Baht 795,000, which same as 2021, and the auditing-related expenses based on the actual cost but not exceeding Baht 30,000.

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

Miss Thanarat 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:

- Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, or
- Ms. Patcharawan Koonarangsri CPA No. 6650, or
- Mr. Samran Taengcham CPA No. 8021

to be the Company's auditors for the year 2022 for the accounting period from 1st August 2021 to 31st July 2022, with the remunerations of Baht 1,170,000 and the auditing-related expenses based on actual cost but not exceeding Baht 30,000, by the votes as follows:

	Vote		%
Approved	119,768,505	Votes	100.00
Disapproved	0	Votes	0.00
Abstained	0	Votes	0.00
Invalid ballot	0	Votes	0.00

Agenda 9 Report on the Construction Project of Thainakarin Hospital 2

The Chairman assigned Mr. Prapat Suthawate to report on the progress of the Thainakarin Hospital 2 Project.

Mr. Prapat Suthawate, the Chairman of the working group, informed about the construction of Thainakarin Hospital 2 from the approval of the investment budget for the Thainakarin Hospital 2 project 4,318 million baht from the shareholders' meeting. He reported the progress of the construction project of Thainakarin 2 Hospital, which consists of the following buildings:

- **Parking building**
 - 9-story building with one basement floor, one elevator, parking for 264 cars, total construction area of 9,958 sq.m.
 - Project value 90,404,410 baht
 - Construction began on May 1, 2021
 - Scheduled for completion on February 28, 2022
- Linac Center
 - 3-story building with two elevators, construction area 1,740 sq m.
 - Project value 63,471,250 baht
 - Construction began on June 12, 2021
 - Scheduled for completion on April 11, 2022
- **Thainakarin Hospital 2 Building**
 - In the process of preparing information to support the preliminary construction drawing.

In this regard, Mr. Tosaporn provided additional information about the construction of the said project.

Mr. Tosaporn reported the progress of the parking building and the Linac Center. The details are as follows:

1. Parking Building

Construction Contractor: Jomtakol Co., Ltd

Current work progress: 21.71%, 3.46% behind schedule.

The progress of the main category:

• Construction preparation work	100%	
• Piling work	100%	
• Foundation concrete work	100%	
• Basement concrete work	100%	
• Retaining wall work	100%	
• Infrastructure work, 1 st Floor	80%	20%
• Infrastructure work, 2 nd Floor	75%	25%
• Infrastructure work, 3 rd Floor	75%	25%
• Infrastructure work, 4 th Floor	40%	60%

The next step will be to build up to the 9th Floor and to be completed by the end of February (with pictures of the progress on the screen).

2. Linac Center

Construction Contractor: Jomtakol Co., Ltd.

Current work progress: at 52%

The progress of the main category:

• Construction preparation work	100%
• Piling work	100%
• Foundation concrete work	100%
• Infrastructure work, 1 st Floor	100%
• Radiology room wall work	100%
• Infrastructure work, 2 nd Floor	80%
• Infrastructure work, 3 rd Floor	75%

A radiology room is being prepared to prepare a Linear Accelerator (LINAC) machine to enter the area. The structure of this room has been handed over to the Company that sold the device. When all structural work is completed, the interior decoration process will start in January next year and finish in April, as informed.

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

Miss Thanarat informed the Meeting that Agenda 9 was for acknowledgement and thus required no vote casting.

Agenda 10 To consider other matters (if any)

Mr. Chaiwat Sriwongcharoen, the shareholder, came in person and inquired about the reasons for the change in position or resignation of the Chief Financial Officer (CFO) several times in the past year.

Mr. Thiti said the Company had made a prudent decision under the competition situation in which recruiting for key roles is challenging. The Company makes every effort to ensure that the Chief Accounting and Financial Officer (CFO) who will assume a position in the Company will be able to benefit the Company and all shareholders to the fullest extent.

Mr. Chaiwat Sriwongcharoen, a shareholder who came in person, inquired whether the hospital still operates a special ward (Hospitel) or not under the current situation.

Prof. Pittayapoom said COVID-19 is new in public health. The predictions are not only in Thailand but also at a global level which is still unpredictable. On the European side, the 5th wave of the epidemic has already occurred, so COVID -19 may not be gone from Thailand. The hospital can be well controlled during this time. However, there is still uncertainty about possible future situations, such as the emergence of new clusters, the opening of countries, or tourism. Therefore, the hospital's strategy is to take care of patients who are both regular patients, Thai and foreign patients, as well as being prepared at all times. As for the hospital, there are still patients in the hospital's hospitel, thus showing that the hospital is ready to help patients suffering from COVID -19. It is still unpredictable when COVID -19 will come back to spread another wave again. But if the epidemic is reduced and there is no epidemic, then Hospitel will have to disappear according to the trend of COVID - 19.

Mr. Niyom Jungsathitkul, a shareholder who came in person, asked about Thainakarin 2 Hospital's project and the preparation plans. Therefore, he would like to ask for clear progress because the hospital has informed us that it has been collecting and studying information since last year's shareholder meeting. The first construction drawings were presented at the shareholders' meeting three years ago. It can be seen from the start of more private hospitals opening for service nearby. If it continues to be delayed, there is a fear of losing the competitive edge.

Prof. Pittayapoom clarified that, first of all, business planning considers the global economy and Thailand's economic situation. In the face of the COVID -19 crisis, the economic recovery will be worse than the U-shape, which does not know what will happen. Economists have also said that the recovery will be a K-shape, meaning a partial recovery of the economy. Secondly, looking at the industry is that the medical industry will find more competition. It affects patients' purchasing power and those who use public health services.

Most importantly, COVID -19 has created a new normal and has changed, such as the Company's shareholders' meeting in Electronic format, building new corridors, and rebuilding elevators to make safety by separating those at risk and those who are sterile. The hospital has to change the service model and new waiting instead of waiting in outpatient departments. The key is bringing technology to use in Telemedicine, Smart Hospitals, and the upcoming Digital Hospital, which the hospital must plan carefully. The hospital promises to continue to operate these. Thainakarin Hospital 2 project is still there and will be implemented. What is being done at this time, whether it be a radiotherapy center or other short-term projects, are essential things planned to support the upcoming Thainakarin Hospital 2 project. Therefore, it requires the greatest prudence and flexible strategic planning. In this regard, the shareholders should be confident that the Company has been carefully considered.

Mr. Keeratika Panglad, as a proxy, suggested that Agenda 3: Acknowledgement of the annual report, the Company should also present a summary overview in the presentation of this agenda.

Mr. Kraisak accepted the shareholders' suggestions for consideration in the next general meeting of shareholders.

Subsequently, there was no further question.

The Chairman declared the meeting closed at 15.33 hours.



(Charoen Meensook, M.D.)
Chairman of the Meeting

Mr. Prapat Suthawate / Mr. Attapong Tipaksorn
Ms. Budsara Vikyanont

Company Secretary
Minutes Taker

56-1 One Report 2022
(in QR Code format)



Profiles of Directors who have retired by rotation and nominated to re-elect as directors for another term



Charoen Meensook, M.D.

Chairman of the Board

Age 80 Years

Appointment of Board of Directors 11 October 2004

The number of years being a Director 18 years

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

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

Work Experience

- 2020 - Present Chairman of the Board, Thainakarin Hospital Public Company Limited
- Feb. 2022 - Present Director, Jatu Charoen Development Company Limited
- 1993 - Present Specialist doctor and consultant specialized in internal medicine and gastroenterology, Thainakarin Hospital Public Company Limited
- 2011 - 2020 Chief Medical Officer, Thainakarin Hospital Public Company Limited
- 2004 - 2020 Director, Thainakarin Hospital Public Company Limited

- 1989 - 2010 Medical Director, Thainakarin Hospital Public Company Limited
- 1989 - 2004 Director, Thainakarin Hospital Company Limited

Current Position in other business

Listed Companies

- N/A

Non-Listed Companies

- Feb. 2022 - Present Director, Jatu Charoen Development Company Limited

Shareholding in the Company

Shareholding in the Company: 2,500,000 Shares (Spouse: 2,285,500 Shares)

Shareholding in the Company (%): 1.39 (Spouse: 1.27)

Family Relationship among Directors and Executives

- N/A

Attendance at the Board of Directors' Meeting

5/5

Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Charoen Meensook, M.D. 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.



Mr. Sumeth Jenjesda

Director

Age 88 Years

Appointment of Board of Directors 11 October 2004

The number of years being a Director 18 years

Education

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

Training

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

Work Experience

- 2004 - Present Director, Thainakarin Hospital Public Company Limited
- 1994 - Present Certified Public Accountant, Lert Nimit Accounting's Law Office Company Limited
- 1995 - 2021 Director and Chairman of Audit Committee, Siam Sport Syndicate Public Company Limited
- 2004 - 2005 Director, Independent Director and Chairman of Audit Committee, Thainakarin Hospital Company Limited

Current Position in other business

Listed Companies

- N/A

Non-Listed Companies

- 1994 - Present Certified Public Accountant, Lert Nimit Accounting's Law Office Company Limited

Shareholding in the Company

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

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

Family Relationship among Directors and Executives

- N/A

Attendance at the Board of Directors' Meeting

4/5

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.



Mr. Pitipat Sihanatkathakul

Director

Age 46 Years

Appointment of Board of Directors 20 November 2013

The number of years being a Director 9 years

Education

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

Training

- Director Accreditation Program (DAP) 2019, Thai Institute of Directors (IOD)

Work 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
- 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 the Company

Shareholding in the Company: 1,000,000 Shares
(Spouse: N/A)

Shareholding in the Company (%): 0.56 Shares
(Spouse: N/A)

Family Relationship among Directors and Executives

- Younger brother of Mr. Thiti Sihanatkathakul
- Elder brother of Mr. Tosaporn Sihanatkathakul
- Cousin of Mr. Norathep Sihanartkatakul

Attendance at the Board of Directors' Meeting

5/5

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.



Mr. Kraisak Kadkum

Director, Independent Director and Chairman of the Audit Committee

Age 59 Years

Appointment of Board of Directors 11 October 2004

The number of years being a Director 18 years

Education

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

Training

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

Work Experience

- 2005 - Present Director, Independent Director and Chairman of the Audit Committee, Thainakarin Hospital Public Company Limited
- 2021 - Present Director, Juthai Group 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

- 2021 - Present Director, Juthai Group Company Limited
- 1994 - Present Lawyer and Executive Director, Sahakarn Law Office Company Limited

Shareholding in the Company

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

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

Family Relationship among Directors and Executives

- N/A

Attendance at the Board of Directors' Meeting

5/5

Attendance at the Audit Committee Meeting

5/5

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.

Articles of Association of Thainakarin Hospital Public Company Limited Regarding the 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 meetings 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 request, the meeting shall be cancelled.
- (b) If such meeting is convene not because the shareholders have request, 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 meeting and in order of the agenda as arranged in the notice of the 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 considered 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 matters in addition to those specified in the notice of meeting.

In the case where the meeting has not conclude the consideration of matter in order of the agenda under paragraph one or has not concluded the consideration other matters under paragraph two, as the case maybe, 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. Resolutions of the meeting of shareholders shall be supported by votes as following:

- (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 case of an equality vote, the Chairman of the meeting shall have a casting vote.
- (b) In the case 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 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 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 determine of an audit fees;
- (e) To consider other businesses.

Documents and Evidences to be Presented Prior to Attending the Meeting 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 (Register a Request to Use the System)

1. In case the shareholder is a natural person

1.1 In case the shareholder attends the meeting in person

Documents to be present are:

- 1.1.1 Identification card, or government/state enterprise identification card, or driving license, or passport, or alien certificate of identity for register (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 to determine the names of shareholders who are entitled to attend the Meeting (Record Date), a certified true and correct copy of name-surname change certificate must also be presented.

1.2 In case the shareholder appoints a proxy

Documents to be present 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 in case proxies change name - suremane differ from the proxy form, a certificate true and correct copy of name-surname change certificate must also be presented.

2. In case the shareholder is a juristic person

2.1 In case the authorized director attends the meeting in person

Documents to be present 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 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 the affidavit of the shareholder, a certificate true and correct copy of name-surname change certificate must also be presented.

2.2 In case the juristic person appoints a proxy

Documents to be present 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, 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**

Documents to be present 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

Documents to be present 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.

Documents to be present 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/executor 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.

Documents to be present 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.

Documents to be present 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).

For the registration process and how to attend the meeting. Please study registration process and procedures for the Annual General Meeting of Shareholders via Electronic Means. According to the Attachment

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 Company’s website www.thainakarin.co.th.
- Only one type of Proxy Form is allowed to be used for proxy appointment.

Criteria for vote casting and vote counting

- A shareholder shall have the number of votes equal to the number of shares held.
- 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.
- 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.

However, on the date of meeting will be notified criteria and procedures for voting and meeting

Profiles of the Audit Committee members that Shareholders may appoint as the proxy

Mr. Kraidak Kadkum

Director, Independent Director and Chairman of the Audit Committee

Age 59 Years



Appointment of Board of Directors	11 October 2004
The number of years being a Director	18 Years
Attendance	<ul style="list-style-type: none"> • Attendance at the Board of Directors' Meeting 5/5 • Attendance at the Audit Committee's Meeting 5/5
Education	<ul style="list-style-type: none"> • LL.B., Faculty of Law, Ramkhamhaeng University • Barrister-at-law, Thai Bar Institute • Diploma in Business Laws, Thammasat University
Training	Director Accreditation Program (DAP) 2004, Thai Institute of Directors (IOD)
Interests in the Agenda	<ul style="list-style-type: none"> • Having interest in Agenda 5 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 6 regarding determination of remunerations of the Company's directors and Audit Committee member because he will be entitled to receive said remunerations.
Work Experience	<ul style="list-style-type: none"> • 2005 - Present Director, Independent Director and Chairman of the Audit Committee, Thainakarin Hospital Public Company Limited • 2021 - Present Director, Juthai Group 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	<ul style="list-style-type: none"> • Listed Companies • N/A • Non - Listed Companies • 2021 - Present Director, Juthai Group Company Limited • 1994 - Present Lawyer and Executive Director, Sahakarn Law Office Company Limited
Shareholding in the Company	<ul style="list-style-type: none"> • Shareholding in the Company : N/A (Spouse: N/A) • Shareholding in the Company (%): N/A (Spouse: N/A)
Family Relationship among Directors and Executives	<ul style="list-style-type: none"> • N/A

Assoc. Prof. Panya Issarawornrawanich, Ph.D.
Director, Independent Director and Member of the Audit Committee
Age 50 Years



Appointment of Board of Directors	27 September 2006
The number of years being a Director	16 Years
Attendance	<ul style="list-style-type: none"> • Attendance at the Board of Directors' Meeting 5/5 • Attendance at the Audit Committee's Meeting 5/5
Education	<ul style="list-style-type: none"> • B.Acc. Chulalongkorn Business School, Chulalongkorn University • Diploma (Auditing), Thammasat Business School, Thammasat University • M.S Accounting, Thammasat Business School, Thammasat University • Ph.D. in Accounting, Chulalongkorn Business School, Chulalongkorn University
Training	Director Accreditation Program (DAP) 2006, Thai Institute of Directors (IOD)
Interests in the Agenda	<ul style="list-style-type: none"> • Having interest in Agenda 6 regarding determination of remunerations of the Company's directors and Audit Committee member because he will be entitled to receive said remunerations.
Work Experience	<ul style="list-style-type: none"> • 2006 - Present Director, Independent Director and Member of the Audit Committee, Thainakarin Hospital Public Company Limited • 2020 - Present Lecturer, Associate Professor of Accounting Department, Thammasat Business School, Thammasat University • 1997 - Present Certified Public Accountant, Federation of Accounting Professions • 2004 - 2020 Lecturer, Assistant Professor of Accounting Department, Thammasat Business School, Thammasat University • 2015 - 2016 Associate Dean for Student Affairs, Thammasat Business School, Thammasat University • 2013 - 2015 Assistant Dean for Finance and Planning, Thammasat Business School, Thammasat University • 2000 - 2004 Head of Accounting Department, Faculty of Business Administration, Mahanakorn University of Technology • 1995 - 2000 Senior Audit Assistant, Ernst and Young Office Limited
Current Position in other business	<ul style="list-style-type: none"> • Listed Companies : N/A • Non - Listed Companies <ul style="list-style-type: none"> • 2020 - Present Lecturer, Associate Professor of Accounting Department, Thammasat Business School, Thammasat University • 1997 - Present Certified Public Accountant, Federation of Accounting Professions
Shareholding in the Company	<ul style="list-style-type: none"> • Shareholding in the Company : N/A (Spouse: N/A) • Shareholding in the Company (%) : N/A (Spouse: N/A)
Family Relationship among Directors and Executives	<ul style="list-style-type: none"> • N/A

Attachment 7

Proxy Form A

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

Duty Stamp
of Baht 20

Written at _____
Date _____ Month _____ Year 2022

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

(2) Being a shareholder of Thainakarin Hospital Public Company Limited (“the 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. or 3. 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 59 Years or

3. Audit Committee Member
Assoc. Prof. Panya Issarawornrawanich, Ph.D. Age 50 Years

Detail of the Chairman of the Audit Committee and Audit Committee Member is set out in Attachment 6 of Notice of Annual General Meeting of Shareholders for the year 2022

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2022 on Thursday 17th November 2022 by Electronic Meeting (E-AGM) at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road., (Bangna-Trad Road) k.m 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 authorize 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 2022

- (1) I/We _____ Nationality _____
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____
- (2) Being a shareholder of Thainakarin Hospital Public Company Limited (“the 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. or 3. 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 59 Years or
3. Audit Committee Member
Assoc. Prof. Panya Issarawornrawanich, Ph.D. Age 50 Years

Detail of the Chairman of the Audit Committee and Audit Committee Member is set out in Attachment 6 of Notice of Annual General Meeting of Shareholders for the year 2022

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2022, on Thursday 17th November 2022 by Electronic Meeting (E-AGM) at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road., (Bangna-Trad Road) k.m 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 Chairman**
- (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 consider the Company’s performance in 2022**
- Agenda 2.1 To consider and acknowledge 56-1 One Report 2022 of the Company**
- (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 2.2 Report on the Thainakarin Hospital 2 Project

- (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 consider and approve the Auditor's Report and the Consolidated Financial Statements for the year ended 31st July 2022 which have 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 4 To consider and approve the allocation of profit for the year from 1st August 2021 to 31st July 2022 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 5 To consider and approve the re-election of Directors replacing Directors who retired by rotation and amend the authority of the Directors (if any) as follows:-

- (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 Charoen Meensook, M.D (Chairman of the Board)
- 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. Kraisak Kadkum (Director, Independent Director and
Chairman of the Audit Committee)
- Approve Disapprove Abstain

Agenda 6 To consider and determine the remunerations of the Company's directors and Audit Committee members in 2023

- (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 7 To certify additional compensation for consolidated financial statements of the EY Office Limited for the accounting period from 1st August 2021 to 31st July 2022

- (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 and approve the appointment of auditors, and to determine auditors' fees for the accounting period from 1st August 2022 to 31st July 2023

- (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 To consider other matters (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 authorize 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 (“the Company”) for the Annual General Meeting of Shareholders for the year 2022, on Thursday 17th November 2022 by Eletronic Meeting (E-AGM) at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road, (Bangna-Trad Road) k.m 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 _____

Approve Disapprove Abstain

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Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Duty Stamp
of Baht 20

Proxy Form C.

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

Written at _____
Date _____ Month _____ Year 2022

((1) I/We _____ Nationality _____

Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

As the custodian of _____

Being a shareholder of Thainakarin Hospital Public Company Limited (“the 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. or 3. 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 59 Years or

3. Audit Committee Member
Assoc. Prof. Panya Issarawornrawanich, Ph.D. Age 50 Years

Detail of the Chairman of the Audit Committee and Audit Committee Member is set out in Attachment 6 of Notice of Annual General Meeting of Shareholders for the year 2022

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2022, on Thursday 17th November 2022 by Electronic Meeting (E-AGM) at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road (Bangna-Trad Road) k.m 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

Totaling _____ 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 Chairman

- (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 consider the Company's performance in 2022

Agenda 2.1 To consider and acknowledge 56-1 One Report 2022 of the Company

- (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 2.2 Report on the Thainakarin Hospital 2 Project

- (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 consider and approve the Auditor's Report and the Consolidated Financial Statements for the year ended 31st July 2022 which have 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 4 To consider and approve the allocation of profit for the year from 1st August 2021 to 31st July 2022 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 5 To consider and approve the re-election of Directors replacing Directors who retired by rotation and amend the authority of the Directors (if any) as follows:-

- (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 Charoen Meensook, M.D (Chairman of the Board)

- 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. Kraisak Kadkum (Director, Independent Director and Chairman of the Audit Committee)

- Approve Disapprove Abstain

Agenda 6 To consider and determine the remunerations of the Company's directors and Audit Committee members in 2023

- (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 7 To certify additional compensation for consolidated financial statements of the EY Office Limited for the accounting period from 1st August 2021 to 31st July 2022

- (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 and approve the appointment of auditors, and to determine auditors' fees for the accounting period from 1st August 2022 to 31st July 2023

- (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 To consider other matters (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 and safekeeping agent.
 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 authorize 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 (“the Company”) for the Annual General Meeting of Shareholders for the year 2022, on Thursday 17th November 2022 by Electronic Meeting (E-AGM) at Meeting Room A, on 4th Floor, Thainakarin Hospital Building, No. 345 Debaratna Road, (Bangna-Trad Road) k.m 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
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- 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 _____
 Approve ____ votes Disapprove ____ votes Abstain ____ votes

Director's name _____
 Approve ____ votes Disapprove ____ votes Abstain ____ votes

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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

Details and procedures for the Annual General Meeting of Shareholders via Electronic Means

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/TNH151250R> or scan QR Code  and follow the steps as shown in the picture



**** 1 email account per 1 shareholder ID****

1. Click link URL or scan QR Code in the letter notice Annual General Meeting.
2. Shareholders choose to file a request form.
3. Fill in the information shown on the registration page.
4. agree to the Requirements for Meeting Attendance via the Inventech Connect.
5. Click “Request” button.
6. Please wait for an email from the officer informing you of meeting details and Username & Password.

2. For Shareholders who would like to attend the Meeting either through Electronic Means by yourself or someone who is not the provided independent director, please note that the electronic registration will be available from 10th November 2022 at 8:30 a.m. and shall be closed on 17th November 2022 until the end of the meeting.
3. The electronic conference system will be available on 17th November 2022 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company’s Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by 16th November 2022 at 5.00 p.m.

To: Company Secretary (Proxy Form)
Thainakarin Hospital Public Company Limited
No 345, Debaratna Road, Bangna-Nuea, Bangna, Bangkok 10260

If you have any problems with the software, please contact Inventech Call Center

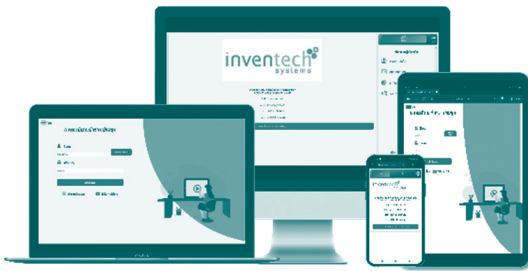


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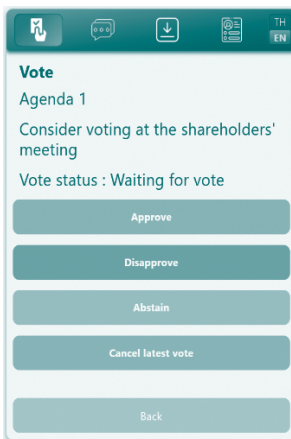
The system available during 10th - 17th November 2022 at 08.30 a.m. - 05.30 p.m.
(Specifically excludes holidays and public holidays)


Step for registration for attending the meeting (e-Register)




1. Click registration link URL from e-mail approved.
2. Get Username and Password that you received from your email or request OTP to login.
3. Click “Login” button
4. Click “REGISTER” button the system has already registered and counted as a quorum.

Step voting process (e-Voting)








1. Click on menu “Voting” or symbol 
2. Select which agenda that you want to vote.
3. Click the voting button as you choose.
4. The system will display the status of your latest vote.

To cancel the last vote, please press the button  (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- 1  **Ask a question via send the question.**
 - Click “Ask a question” on the menu or symbol
 - Select which agenda that you want to ask.
 - Type the question then click “Send” button 
- 2  **Ask a question by recording**
 - Select which agenda that you want to ask.
 - Click “Microphone” button or symbol 
 - Then say the question you want to ask.
 - When you want to stop record, press the sound recording symbol.
 - Click “Send” button or symbol 

How to use InvenTech Connect



1 User Manual
via e-Request

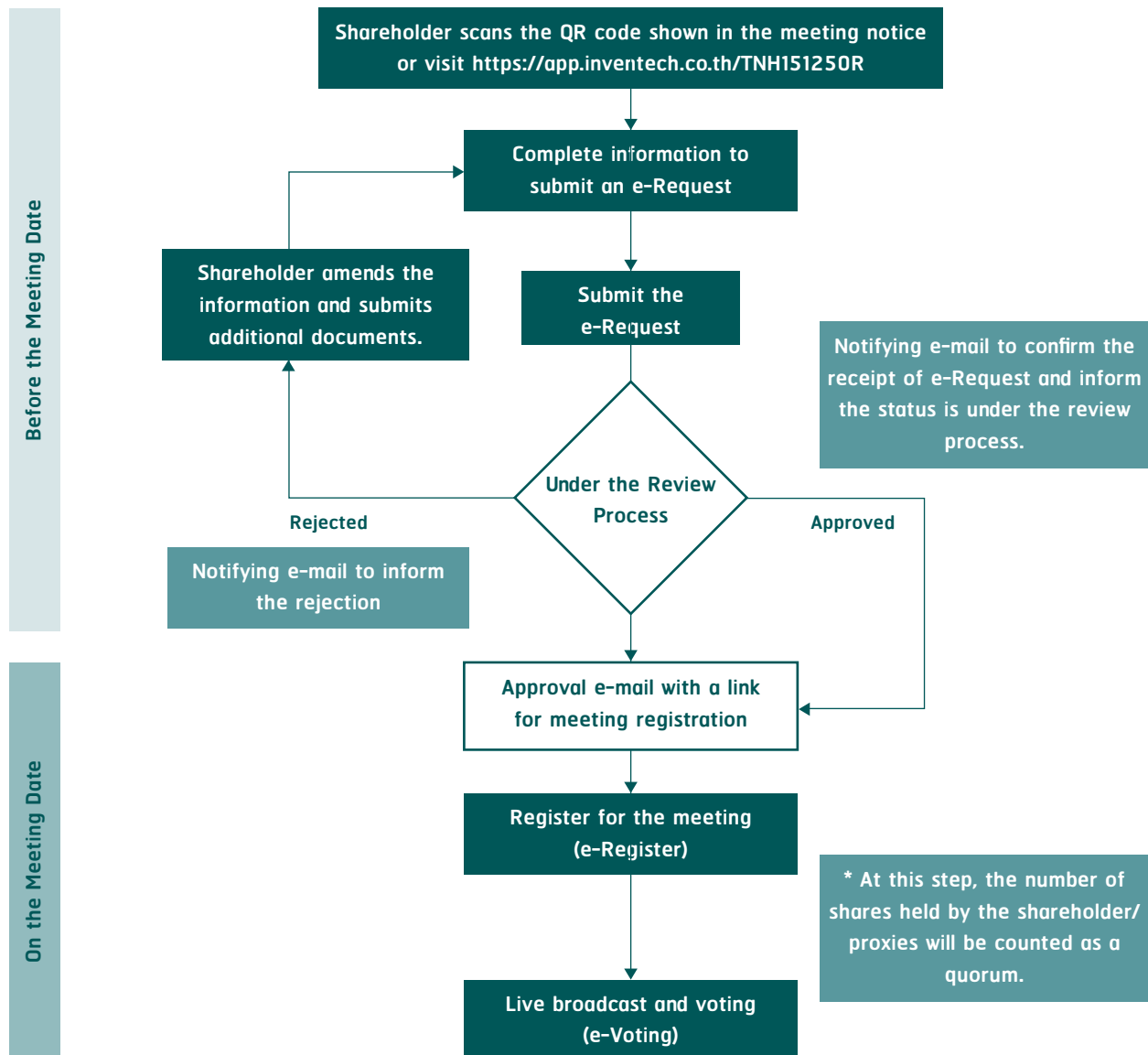


2 User Manual
InvenTech Connect

Note: Operation of the electronic conferencing system and Inventech Connect systems. Check the internet of shareholders or proxy including equipment and/or program that can use for best performance. Please use equipment and/or program as follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommends).
 - High-Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that uses IOS or android OS.
 - PC/Laptop that uses Windows or Mac OS.
3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not support internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note:

1. For a proxy appointed by multiple shareholders:
 - Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.
2. Leaving the meeting
 - Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.



บริษัท โรงพยาบาลไทยนครินทร์ จำกัด (มหาชน)

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