

# Notice of the Annual General Meeting of Shareholders for the Year 2023

Wednesday 22<sup>nd</sup> November 2023 at 14.00 hours

Electronic Meeting (E-AGM) by broadcasting live at the Meeting Room A,  
4<sup>th</sup> Floor, Thainakarin Hospital Building

In order to facilitate shareholders' attendance at the meeting,  
the Company will hold the annual general meeting of shareholders via Electronic Means,  
where by 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

# Content

- 3 Notice of the Annual General Meeting of Shareholders for the year 2023.**
- 8 A copy of the Minutes of The Annual General Meeting of Shareholders 2022 of Thainakarin Hospital Public Company Limited.**
- 22 56-1 One Report (in QR Code format).**
- 23 Profiles of Directors who have retired by rotation and nominated to re-elect as directors for another term**
- 27 Articles of Association of Thainakarin Hospital Public Company Limited Regarding the Meeting of Shareholders.**
- 29 Documents and Evidence are to be Presented Prior to Attending the Meeting and Vote Casting.**
- 33 Profiles of the Audit Committee members that Shareholders may appoint as the proxy.**
- 35 Proxy Form A, B, C (Custodian) according to the notification of the Department of Business Development.**
- 46 Details and procedures for the Annual General Meeting of Shareholders via Electronic Means.**

24<sup>th</sup> October 2023

- Subject: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2023
- To: Shareholders of Thainakarin Hospital Public Company Limited
- Attachments: 1. A copy of the Minutes of the Annual General Meeting of Shareholders 2022 held on 17<sup>th</sup> November 2022
2. 56-1 One Report 2023 (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 Evidences 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 2023 on Wednesday 22<sup>nd</sup> November 2023 at 14.00 hours in Electronic Meeting (E-AGM) only by broadcasting live at the Meeting Room A, 4<sup>th</sup> 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 2023**

**Objective and Rationale** : To report operating performance and major information of the Company as appeared in the 56-1 One Report 2023, 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 One Report (56-1) 2023 should be proposed to the Meeting for acknowledgement.

**Agenda 3 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 4 To consider and approve the Auditor's Report and the Consolidated Financial Statements for the year ended 31<sup>st</sup> July 2023 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 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 31<sup>st</sup> July 2023, 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 2023, as per Attachment 2.

(Unit: Million Baht)

Statement	Consolidated Financial Statements		Separate Financial Statements		
	2023	2022	2023	2022	2021
Total assets	3,181.14	2,969.68	3,180.20	2,967.95	2,550.64
Total liabilities	446.51	485.69	446.36	484.47	401.99
Total shareholders' equity	2,734.63	2,483.99	2,733.84	2,483.48	2,148.65
Paid-up capital	180.0	180.00	180.0	180.00	180.00
Total revenues	2,429.20	2,609.14	2,428.43	2,605.34	2,063.08
Net profit	350.57	425.35	350.29	424.82	293.41
Earnings per share (baht/share)	1.95	2.36	1.95	2.36	1.63

**Agenda 5 To consider and approve the allocation of profit for the year from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023 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 2023 operations, the Company has a separate net profit for the year 2023 of 350,293,631 baht (Baht Three Hundred Fifty Million Two Hundred Ninety-Three Thousand Six Hundred and Thirty One Only).

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

Operating Results and Dividend Payment	2022	2021	2020
Net profit (baht)	424,829,940.00	293,415,820.00	256,334,756.00
Number of shares (share)	180,000,000	180,000,000	180,000,000
Annual dividend (baht/share)	0.60	0.50	0.45
Dividend payout ratio (%)	25.42	30.67	31.60

**The Board's Opinion :** The Board of Directors considered that the Company had a separate net profit for the year ended 31<sup>st</sup> July 2023 of 350,293,631 baht (Baht Three Hundred Fifty Million Two Hundred Ninety-Three Thousand Six Hundred and Thirty One Only), and proposed that the Meeting consider and approve the dividend payment for the operating results from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023 at the rate of Baht 0.60 (Sixty Satang) per share, equal to 108,000,000 baht (Baht One Hundred and Eight Million Only) or the dividend payout ratio of 30.83%. Such dividends will be payable to the shareholders whose names are listed on the record date of 4<sup>th</sup> December 2023 and dividend payment will be made on 20<sup>th</sup> December 2023. However, the entitlement to dividend is subject to the approval of the Meeting.

**Agenda 6 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 12 directors who are due to retire by rotation, namely:

- |   |  |
|---|--|
| 1. Arkom Cheirsilpa, M.D.                       | Director   |
| 2. Mr. Thiti Sihanatkathakul                    | Director   |
| 3. Assoc. Prof. Chertsak Dhiraputra, M.D.       | Director, Independent Director and Member of the Audit Committee |
| 4. Assoc. Prof. Panya Issarawornrawanich, Ph.D. | Director, Independent Director and Member 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 deem 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. Arkom Cheirsilpa, M.D.                       | Director   |
| 2. Mr. Thiti Sihanatkathakul                    | Director   |
| 3. Assoc. Prof. Chertsak Dhiraputra, M.D.       | Director, Independent Director and Member of the Audit Committee |
| 4. Assoc. Prof. Panya Issarawornrawanich, Ph.D. | Director, Independent Director and Member of the Audit Committee |

The directors in 3<sup>rd</sup> and 4<sup>th</sup> order shall be Independent Director and the Member of the Audit Committee members as well. In this regard, they possess qualifications pursuant to the definitions and requirements under the notifications of the Market Supervisory Board and the Stock Exchange of Thailand. (Profiles of the directors retiring by rotation and proposed to appoint as new directors as per Attachment 3).

**Agenda 7 To consider and determine the remunerations of the Company’s directors and Audit Committee members in 2024**

**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 2024 at the same rate as that of the year 2023. Details are as follow:

Board of Directors	Attendance fees (Baht/Meeting)	
	2024	2023
Chairman of the Board	30,000	30,000
Directors	20,000	20,000

Audit Committee	Attendance fees (Baht/Meeting)	
	2024	2023
Chairman of the Audit Committee	30,000	30,000
Audit Committee Member	20,000	20,000

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 2023).

**Agenda 8 To consider and approve the appointment of auditors, and to determine auditors' fees for the accounting period from 1<sup>st</sup> August 2023 to 31<sup>st</sup> July 2024**

**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 2024 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	2024	2023
Quarterly review separate financial statements fees, 3 quarters (Separate Financial Statements)	420,000	390,000
Annual Audit fees (Separate Financial Statements)	850,000	830,000
Quarterly review fees, 3 quarters (Consolidated Financial Statements)	75,000	75,000
Annual Audit fees (Consolidated Financial Statements)	50,000	50,000
<b>Total</b>	<b>1,395,000</b>	<b>1,345,000</b>

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 Hironprasurtwutti	4799	Never signed the Company's financial statements
Ms. Patcharawan Koonarangsri	6650	Never signed the Company's financial statements
Mr. Samran Taengcham	8021	3 fiscal year (2021 - 2023)

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 Hironprasurtwutti, 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 2024 for the accounting period from 1<sup>st</sup> August 2023 to 31<sup>st</sup> July 2024. The audit fees for consolidated financial statement (quarterly review and annual audit) amount to the total auditors' remuneration of 1,395,000. Other expenses incurred in the course of auditing shall be based on actual cost, but not exceeding 30,000 baht (the same rate as 2023). 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 2023 and would like to invite all shareholders to attend the Annual General Meeting of Shareholders 2023 via Electronic Means on 22<sup>nd</sup> November 2023, 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 wish to appoint another person as his/her proxies to attend the Annual General Meeting of Shareholders 2023 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](http://www.thainakarin.co.th). In the case of Custodian use proxy Form C., Custodain 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 2023 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 2023 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 2023 by scanning the QR Code in Attachment 2.

Yours sincerely,

Thainakarin Hospital Public Company Limited



**(Charoen Meensook, M.D.)**

Chairman of the Board

## Minutes of the Annual General Meeting of Shareholders 2022 of Thainakarin Hospital Public Company Limited

### Time and place

The Annual General Meeting 2022 was held on Thursday, 17<sup>th</sup> November 2022; at 14.00 hours via Electronic Means (E-AGM) live broadcast from 4<sup>th</sup> Floor Meeting Room A, Thainakarin Hospital Building 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 and Chief Executive Officer
3. Mr. Prapat	Suthawate	Director and Company Secretary
4. Arkom	Cheirsilpa, M.D.	Director
5. Mr. Pitipat	Sihanatkathakul	Director
6. Mr. Norathep	Sihanartkatakul	Director
7. Mr. Tosaporn	Sihanatkathakul	Director
8. Col. Dan	Tanphaichitra, M.D.	Director
9. Mr. Kraisak	Kadkum	Director, Independent Director and Chairman of the Audit Committee
10. Assoc. Prof. Chertsak	Dhiraputra, 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. Mr. Sumeth	Jenjesda	Director
---------------	----------	----------

### Name of executives who attended the meeting

1. Prof. Pittayapoom	Pattaranutaporn, M.D.	Deputy Chief Executive Officer
2. Clinical Prof. Thipachart	Punyaratabandhu, M.D.	Hospital Director and Medical Director
3. Miss Pawadee	Wannasanit	Acting as Deputy Medical Director - Nursing
4. Miss Perapa	Teerajareonsup	Acting as the person taking the highest responsibility in finance and accounting and Accounting Manager
5. Miss Tidarat	Chotirat	Administrative Manager

### Name of the auditors who attended the meeting

1. Mr. Samran	Taengcham	Auditor, EY Office Limited
---------------	-----------	----------------------------



## The Meeting commenced at 14.00 hours.

Miss Thanarat Charoenrath, designated as the moderator, introduced the Company's director, Executive and Invitees attending the meeting. However, There was 1 member of the Board of directors unable to attend the meeting due to illness, namely Mr. Sumeth Jenjesda. 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 participate in organizing this meeting. The Company will strictly comply with various government measures to prevent and reduce the risk of spreading the coronavirus disease 2019. For this reason, the Company has 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 ballot paper. A secret ballot could be done upon a request of not less than 5 shareholders and an approval of the Meeting by the majority vote of the shareholders and proxies present at the meeting, where one share was counted as one vote. The Chairman of the meeting shall specify the method for secret voting, which, at this meeting, was to be done by anonymous ballot paper.

### 6 Meeting resolution

Resolution was passed by the majority vote of the shareholders and proxies present at the meeting and entitled to vote. The number of votes was equal to the number of shares held, and one share was counted as one vote. In case of a tie vote, the Chairman of the meeting shall exercise a casting vote.

## **7 Meeting resolution regarding director election**

In voting on director election agenda, the shareholders and proxies present at the meeting might exercise all their votes to elect one or several persons as director(s), but could not split their votes to any person in any number.

## **8 Meeting resolution regarding payment of director remunerations**

Resolution was passed by the votes of not less than two-thirds of the total votes of the shareholders and proxies present at the meeting and entitled to vote.

## **9 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 2022, the Company used the registration and vote casting system through 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 and 2 (2.1 and 2.2) | For acknowledgement only.   |
| 2. Agendas 3, 4, 5, 7 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 6                      | 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 16 shareholders holding a total of 11,337,001 shares present in person, and 19 shareholders holding a total of 113,368,500 shares present by proxy. In total, there were 35 shareholders, representing 124,705,501 shares or equivalent to 69.28% 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 Chairman**

The Chairman informed that because Mr. Sumeth Jenjesda, a director whose term had expired and had been nominated to return to the position, had informed the Company that he did not wish to return to the position any longer. Therefore, in Agenda 5, the matter of considering appointing new directors to replace those whose terms have expired and amending the directors' powers (if any), in this meeting, a list of directors will remain to be proposed to the meeting to consider appointing three directors whose terms have expired to return to office for another term. The details will be presented when to be considered in Agenda 5.

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

## **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**

Miss Thanarat proposed that the Meeting consider 56-1 One Report 2022 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.

Mr. Sathaporn Pungnirun, a shareholder, attend in person, inquiring about the operating results of the subsidiary company, Jatu Charoen Development Co., Ltd.

Miss Perapa explained that The Company's operating results, Jatu Charoen Development Co., Ltd., a subsidiary established in February 2022, has income for the year ending July 31, 2022, from selling medical supplies to contract companies of the hospital equal to 3.8 million baht, with a net profit of 0.6. million baht, which is 15 percent of total income.

After that there was no further question and goes to the next agenda.

### **2.2 Report on the Thainakarin Hospital 2 Project**

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

Mr. Prapat Suthawate, reported that from the shareholders' meeting last year. 2018, which approved the investment budget for the Thainakarin 2 Hospital Project for 4,318 million baht, the Company has continued to develop this project carefully and appropriately. In the past shareholders' meeting, it was reported that two buildings were being constructed in the project: 1. a parking building and 2. a radiotherapy center building. As for the Thainakarin Hospital 2 building, the preliminary construction drawings are being prepared. For this meeting, we would like to report on the following progress. Both buildings have been completed for the parking and radiotherapy buildings. The parking building has been open since April this year. The radiotherapy building is currently in the process of preparing to open for service soon officially.

As for the Thainakarin Hospital 2 building, a preliminary construction drawing has been prepared. However, the draft needs to be developed appropriately. Therefore, we would like to invite Mr. Tosaporn to provide more information on the project.

Mr. Tosaporn provided additional information about what the Company has moved forward regarding various projects. Since 2020, it is well known that the Company has encountered problems with the spread of the coronavirus disease 2019. It is a problem that requires a change in the way of life and impacts both investment and project design that will be implemented in the future. Therefore, various ideas have been adopted from the experience gained from the outbreak of coronavirus disease 2019 in the past three years. The important thing is that the Company has continued developing. It is believed that the Company has developed various parts appropriately in the past three years. Therefore, we would like to present the following information.

1. As Mr. Prapat mentioned above, the Company has constructed a new parking building to reduce the number of cars parked in the rear parking lot. That will be the location of Thainakarin Hospital 2. With such a parking building, it will be easier for the Company to construct Thainakarin Hospital 2. Currently, the parking building is open for use. (Presenting pictures on the screen). The parking building can accommodate 259 cars and has a usable area of 9,990 sq m.
2. The main project of the Thainakarin Hospital 2 plan is the radiotherapy building, which has been completed and is currently applying for permission to open officially, which should be formally opened soon. The radiotherapy building is a 4-story building with a usable area of approximately 1,900 square meters. The Company has invested a total of 186 million baht, consisting of the building and the irradiation equipment of the Variant brand (Pictures presented on the screen).
3. The Company has also developed the hospital building by continuously improving the area and investing. It has enhanced and replaced two sets of escalators in the building, four passenger elevators in front, and another three passenger elevators at the back. So that customers can go up and down the building more conveniently, including the development of various centers such as the Wellness Center.
4. The Company plans to renovate the hospital building in the future, and construction work has already started. It is also essential that the hospital building be renovated to have a modern image and increase the quality of service to be more comfortable. In the current environment, the competition in the hospital business is rising. Many business groups are building more hospitals in Bangkok, both in the eastern region and other regions. Therefore, hospitals must develop continuously. In addition to the external appearance of the hospital building, the Company plans to improve the hospital's reception hall with a new look. It is believed that it will become a leading hospital in the eastern Bangkok area.
5. The Company has considered the convenience of those who come to receive services or treatment. Therefore, there is a plan to increase the waiting area on the 3rd floor to create a convenient experience for those who receive treatment and raise the quality of the hospital, .etc. (Presenting pictures on the screen)
6. As mentioned, completed projects and under construction projects have a total value of 413 million baht. It is one part that we want to bring up to show that investment is essential in making the Company successful and able to compete with competitors. The investment must proceed cautiously in uncertain economic conditions because it is impossible to predict whether the Company will reencounter problems next year. Everyone knows that the world is facing severe problems with this problem, including interest rates that may continue to increase. In this situation, it is believed that if the Company can invest without increasing its debt burden, it will be a good thing and allow the Company to continue growing steadily and strongly.

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 2 was for acknowledgement and thus required no vote casting.

### **Agenda 3 To consider and approve the auditor's report and the financial statements for the year ended 31<sup>st</sup> July 2022 audited by the auditors of EY Office Limited**

Miss Perapa Teerajareonsup, acting as the person taking the highest responsibility in finance and accounting and Accounting Manager, reported on significant changes to the consolidated financial statements for the year ending July 31, 2022, with the following details:

**1. Total assets will increase in 2022 in the amount of 419 million baht, consisting of:**

- According to the cash flow statement details, cash and bank deposits increased by 85 million baht. It can be seen that the increase in cash flow in 2022 is less than the increase in 2021 due to the cash flow being used to invest in building construction and purchasing medical equipment. It will explain details regarding land, buildings, and equipment that will be changed in the following order.
- Trade receivables before credit losses increased by 107 million baht, part of the medical expenses of patients infected with Coronavirus 2019 awaiting disbursement from the National Health Security Office (NHSO). It increased by 85 million baht at the end of the 2022 consolidated financial period; the outstanding balance was 177 million baht, while in 2021, there was an outstanding balance of 82 million baht. Due to the outbreak of coronavirus disease 2019, the crisis has just begun from April 2021 - July 2021, so there will be only three months of outstanding balance. Of the outstanding balance at the end of 2022, 4 percent is the outstanding balance for more than one year, and 86 percent is the outstanding balance in 6-12 months. Therefore, the credit loss reserve for 2022 must be increased by 9 million baht. As usual, the rest is receivables from contracting companies and insurance, as in 2021.
- Other current assets decreased from the previous year by 13 million baht because, in 2021, 14.5 million baht was paid to reserve 13,140 doses of the Moderna vaccine allocated from the Government Pharmaceutical Organization. As of July 31, 2022, only 1,640 doses remain outstanding to pay.
- Investments in subsidiaries increased by 1 million baht, representing a 99.97% shareholding in Jatu Charoen Development Co., Ltd., which was established in February 2022 to prepare to provide accommodation and health services, selling medicines, dietary supplements, medical supplies, and medical equipment. It is to make it clear that trade items in the VAT system must be separated from exempt hospital businesses. In 2022, there was income from selling medical supplies to contract companies for 3.8 million baht and a net profit of 0.6 million baht, accounting for a net profit margin of 15 percent of total income, which has been included in the Company's consolidated financial statements.
- Land, buildings, and equipment have increased in 2022 by 257 million baht, consisting of:
  - 9-story parking building, completed and starting use in mid-June 2022, construction value 115 million baht and passenger elevator value 3.2 million baht;
  - 3 passenger elevators of Thainakarin Parking Building 1, amounting to 8 million baht;
  - Medical equipment, essential items in 2022 as illustrated in One Report, pages 6 - 8, such as
    - i) Breast Disease Center: 3D Mammogram machine and bed set for taking X-rays and breast biopsies, totaling 26 million baht;
    - ii) Orthopedic Center: Herniated disc surgery kit with laparoscopic surgery, amounting to 9 million baht;
    - iii) Ear, Nose, and Throat Department: Brainstem and brain hearing diagnostic equipment, middle ear function measuring machine, nasopharyngoscopy, and video laryngoscope, totaling 2.6 million baht;
    - iv) Improve the area of the disease analysis department to increase service potential for 3.9 million baht.
  - Assets under construction as of July 31, 2022, valued at 177.5 million baht, is the construction cost of the radiation therapy building of 72 million baht and essential medical equipment. It is a High-energy X-ray linear accelerator (LINAC) and Computed Tomography Simulator (CT Sim) totaling 99.6 million baht. It is waiting for the final delivery and Pre-Opening Inspection. The service is expected to begin in the 2<sup>nd</sup> quarter of 2023.
  - Annual depreciation remains at the same level, approximately 63 - 64 million baht annually.
- In 2022, the right-of-use assets have decreased by 15 million baht due to the amortization of 30-year land leasehold benefits from the Thai Red Cross Society.

## 2. Total liabilities increased by 84 million baht.

- Trade payables increased by 49 million baht due to accelerating the reserve of medicines and medical supplies that have a high use rate during the outbreak of coronavirus disease 2019, and construction payables;
- Accrued medical fees increased by 27 million baht due to increased income and medical fees for debtors who have not yet received payment from the government;
- Other current liabilities increased by 6.9 million baht as security deposits for the contractor's construction projects.

## 3. Shareholders' equity increased by 339 million baht.

- Derived from operating profits of 425 million baht, deducted by dividends paid during December 2021 in the amount of 90 million baht.

## 4. Profit and loss statement

- Medical expenses income increased by 543 million baht, accounting for 26.6 percent compared to 2021. It was due to the treatment of patients infected with Covid-19. Usually, the hospital's outpatient and inpatient income ratio is at the rate of 60/40, but since 2022, it has adjusted to increase to inpatients at 55/45. The income per inpatient treatment is many times higher than that of outpatients. In addition, income is generated from using facilities outside the hospital, such as Alternative State Quarantine (ASQ), AQ, Community Isolation (CI), and Test & Go, which makes it possible to save more on fixed costs in generating income for the hospital. It was found that gross profit from medical care services improved by 4 percent, while sales and administrative expenses increased by only 0.08 percent. It was due to efforts in managing the use of existing resources and existing assets to maximum benefit. As a result, the ratio of comprehensive income for the year to total income increased from 14.2 percent in 2021 to 16.3 percent in 2022.

## Financial ratio

- Overall financial ratios maintained liquidity and operating efficiency at the same level. Except for the debt collection period, which arises from NHSO group debtors who must wait for budget consideration from the government as described above. In 2022, the debt collection period is 44 days; from the original 2021, the debt collection period was 34 days. Meanwhile, in terms of profitability, growth has improved for 2022 at 16.33 percent from the original 2021 at 14.22 percent. As a result, the book value of shareholders per share from 2021 was 11.94 percent; in 2022, it increased to 13.80 percent. It can be seen that overall, the Company is still able to maintain liquidity and improve efficiency in operations.

Subsequently, 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 3 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 2022 which had been audited by the auditors of EY Office Limited by the votes as follows

	Vote		%
Approved	125,173,003	Votes	99.58
Disapproved	532,500	Votes	0.42
Abstained	0	Votes	0.0000

#### Agenda 4 To consider and approve profit allocation and dividend payment for the year 2022

Miss Thanarat informed the Meeting that the Board of Directors had viewed that the Company's net profit for 2022 as of 31<sup>st</sup> July 2022 amounted to Baht 424,829,940 (Baht Four Hundred Twenty-Four Million Eight Hundred and Twenty- Nine Thousand Nine Hundred and Forty Only) and proposed the Meeting to consider and approve dividend payment for the operating results from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2022 at the rate of Baht 0.60 (Sixty satang) per share, totaling Baht 108,000,000 (Baht One Hundred and Eight Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 29<sup>th</sup> November 2022. The date of payment was 14<sup>th</sup> December 2022.

Information on dividend payments from 2020 - 2022 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
2022	2,605.34	424.82	0.60	108	14 <sup>th</sup> Dec 2022
2021	2,063.08	293.41	0.50	90	15 <sup>th</sup> Dec 2021
2020	2,037.47	256.33	0.45	81	16 <sup>th</sup> Dec. 2020

Mr. Noppakhun Mulsin, a shareholder who came in person, asked whether in the future 3 - 5 years the Company would have a policy to pay an increased dividend rate or not.

Mr. Thiti explained that dividends are a matter of top importance to the Company. The Company has tried to change its strategy to create income growth. In the past year, we must admit that it has been challenging to get good results. But what is more difficult is that in the next year, there is further analysis that there may be economic problems worldwide. Throughout the past period, the Company has tried to carry out the policy carefully. The Company wants to focus on maintaining dividend payments to shareholders and, at the same time, do everything to not burden shareholders. Therefore, from the above question, from now on, in the next 2-3 years, challenges will arise regarding business competition and the competition situation that will become more intense. However, the Company and the management team are confident in what is going forward; the Company will be able to overcome obstacles, generate income, and have better consistent operating results so that the shareholders will be confident that the Company will be able to pay the best dividends to shareholders from now on.

Mr. Kraierk Phophiyawisut, the proxy, inquired about the reason for not paying dividends according to the policy of at least 60 percent.

Mr. Thiti explained that the Company must look at the future. It will not burden shareholders, which is essential in running a business. The Company intends to pay the most significant dividends to shareholders. It shows that the Company has tried to be self-reliant. As for the dividend rate we are trying to achieve, we must look at more than just the 60 percent rate. If the Company has the opportunity, it will pay as much as possible. But as you know, the Company has many projects to complete, and these things the Company must try to manage and maintain balance.

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 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 dividend payment for the operating results from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2022 at the rate of Baht 0.60 (Sixty satang), totaling Baht 108,000,000 (Baht One Hundred and Eight Million Only). The dividend payment shall be made to the shareholders whose names were listed on the record date of 29<sup>th</sup> November 2022. The date of payment was 14<sup>th</sup> December 2022.

	Vote		%
Approved	125,705,503	Votes	100.0000
Disapproved	0	Votes	0.0000
Abstained	0	Votes	0.0000

**Agenda 5 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, 4 directors from the total 13 directors were due to retire by rotation, but Mr. Sumeth Jenjesda, director who is due to retire by rotation does not wish to return to the position anymore. Therefore, the Board of director propose to the meeting to consider appointing 3 directors as follows:

1. Charoen Meensook, M.D. Chairman of the Board
2. Mr. Pitipat Sihanartkatakul Director
3. Mr. Kraisaak Kadkum Director, Independent Director and Chairman of the Audit Committee

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 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 elect directors, as follows

<b>1. Charoen Meensook, M.D. Chairman of the Board</b>			<b>Vote</b>	<b>%</b>
Approved			125,163,903	Votes 99.57
Disapproved			541,600	Votes 0.43
Abstained			0	Votes 0.00
<b>2. Mr. Pitipat Sihanartkatakul Director</b>			<b>Vote</b>	<b>%</b>
Approved			124,163,903	Votes 98.77
Disapproved			541,600	Votes 0.43
Abstained			1,000,000	Votes 0.80
<b>3. Mr. Kraisaak Kadkum Director, Independent Director and Chairman of the Audit Committee</b>			<b>Vote</b>	<b>%</b>
Approved			125,163,903	Votes 99.57
Disapproved			541,600	Votes 0.43
Abstained			0	Votes 0.00



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

Miss Thanarat presented remunerations of the Company's directors and Audit Committee members in the previous year on screen, and explained that the Board of Directors had scrutinized the remunerations based on various suitability issues. The Board deemed it appropriate to propose that the Meeting consider and determine remunerations of the Company's directors and Audit Committee members for the year 2023 at the rates as follows:

### Attendance fees for Board of Directors' Meeting

- Chairman of the Board Baht 30,000 per meeting
- Directors Baht 20,000 per meeting

### Attendance fees for Audit Committee's Meeting

- Chairman of the Audit Committee Baht 30,000 per meeting
- Audit Committee Members Baht 20,000 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 2021).

Mr. Noppakhun Mulsin, a shareholder who came in person, inquiring about the reason for the increased remuneration in 2023:

The Company would like to clarify to Mr. Noppakhun that because the Company has considered the performance of the duties of the Board of Directors and the Audit Committee, all of whom are qualified experts. Everyone has a transparent work history, knowledge, ability, expertise, and experience working in various professions. In particular, everyone has dedicated their time to performing their duties and developing the Company to grow and progress. In addition, the current remuneration rate for the Board of Directors and the Audit Committee is the same rate that has yet to be increased since 2015. Therefore, there should be an increase in the remuneration rate for the Board of Directors and the Audit Committee.

Mr. Kraierk Phophiyawisut, the proxy, asked about the criteria for determining the increased remuneration rate.

The Company would like to clarify to Mr. Kraierk that the Board of Directors has considered and screened the remuneration based on suitability. It is compared with other industry companies with similar business characteristics and sizes. Also, it considers the economic situation, growth, and increasing complexity of the Company's business operations as the criteria for determining the increased compensation this time.

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 6 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 2023 as proposed by the Board of Directors, by the votes as follows:

	Vote		%
Approved	93,126,303	Votes	99.99
Disapproved	10,000	Votes	0.01
Abstained	0	Votes	0.00

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

Mr. Kraisak explained that following consideration in Agenda 3 regarding approval of the Company's consolidated financial statements, the Company has established Jatu Charoen Development Co., Ltd., after the general meeting of shareholders has been held. This subsidiary was established during the fiscal year, which, according to accounting standards, must bring Jatu Charoen Development Co., Ltd., a subsidiary of the Company, into the Company's consolidated financial statements. As a result, the Company had to set up an additional audit fee for Jatu Charoen Development Co., Ltd. According to the law, it is considered that a resolution from the shareholder meeting must approve the approval of the audit fee. It is the reason for the presentation to the shareholder meeting today to consider and approve according to the details that were initially explained.

Mr. Sathaporn Pungnirun, a shareholder who came in person, inquiring whether an additional audit fee has been paid to the auditor before this approval is presented.

Mr. Kraisak from checking with the Company's accounting department, the additional audit fees from the shareholders' meeting were approved last time. The audit fee has yet to be paid because the Company will need approval from today's shareholder meeting before the Company will proceed with payment.

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 additional compensation for consolidated financial statements of the EY Company Office is 25,000 baht/quarter for the 3rd quarter and 4<sup>th</sup> quarter for the accounting period from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2022, by the votes as follows:

	<b>Vote</b>		<b>%</b>
Approved	125,705,503	Votes	100.00
Disapproved	0	Votes	0.00
Abstained	0	Votes	0.00

**Agenda 8 To consider and approve appointment of auditors, and to determine auditors' fee for the accounting period from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023**

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

The Company's auditors for the year 2023 for the accounting period from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023, Comparative data on audit fees are as follows:

Auditors' Remuneration	2023
Separate Financial Statements review fees, 3 quarters	390,000
Annual Audit fees and Separate Financial Statements	830,000
Consolidated Financial Statements review fees, 3 quarters	75,000
Annual Audit fees and Consolidated Financial Statements	50,000
<b>Total</b>	<b>1,345,000</b>

The auditing-related expenses based on the actual cost but not exceeding Baht 30,000 which is the same rate as that of 2022.

Mr. Sathaporn Pungnirun, a shareholder who came in person, asked why there is a need to increase the remuneration for the audit fee and consolidated financial statements by another 50,000 baht even though the annual remuneration of the auditor has already been increased.

Miss Tidarat clarified that the audit fee offered by EY Company Limited for 2023 is the same as for 2020. However, due to the economic downturn and the outbreak of coronavirus disease 2019, the Company had asked EY to acknowledge the uncertainty regarding the business operating situation. EY Company Limited has, therefore, reduced the fee by 50,000 baht for 2021 and 2022. For 2023, EY Company Limited has requested to return to the same rate as 2020. The actual increase is only the consolidated financial statements, which the auditor will separate into quarterly reviews and annual financial statements. The fee for reviewing the quarterly consolidated financial statements is 25,000 baht per quarter, the same rate as previously proposed for 2021. The annual financial statement is an audit with a more detailed scope of work for 12 months in the entire year 2023, while for 2022, there were only six months of trading transactions, which is why the audit fee is 50,000 baht.

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 2023 for the accounting period from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023, with the remunerations of Baht 1,345,000 and the auditing-related expenses based on actual cost but not exceeding Baht 30,000, by the votes as follows:

	Vote		%
Approved	125,705,503	Votes	100.00
Disapproved	0	Votes	0.00
Abstained	0	Votes	0.00

## Agenda 9 To consider other matters (if any)

Mr. Sathaporn Pungnirun, a shareholder who came in person, it is proposed that the meeting be held in a hybrid format at the next general meeting of shareholders, which can be held at the meeting location and through electronic media.

Mr. Kraisak said the Company's Board of Directors is aware of this and wants the meeting to be held at the meeting location to allow the shareholder meeting with the Board of Directors and executives to meet and exchange opinions and make various suggestions beneficial to the Company's business. It has been learned that the outbreak situation of Coronavirus Disease 2019 has resulted in a significant increase in the number of infected persons again. The Company is, therefore, aware of the safety of shareholders and related persons. This year, therefore, the meeting was held via electronic media; it has yet to be a hybrid type, as Mr. Sathaporn asked. Suppose next year's situation regarding the spread of coronavirus disease 2019 improves, and there are more precise measures. In that case, the Board of Directors will consider Mr. Sathaporn's proposal again to see if it is appropriate to hold a hybrid format meeting.

Mr. Sathaporn Pungnirun, a shareholder who came in person, information in One Report Summary financial information on page 82 has been praised. It shows appreciation for operating results and dividends, including average sales period, Gross Margin, Net Profit Margin, and Return on Assets (ROA. ) and return on equity ratio (ROE).

It has recommended things that should be improved based on the information shown in One Report, page 48, liquidity ratio of financial ratios to help increase the potential to make additional profits. As for the average debt collection period, it was found that the number of days in the average debt collection period has increased for three consecutive years.

Mr. Kraisak clarified its debt collection period, whether the audit committee or the executives and has given importance to collecting debts to be more efficient. But in the past period, as is known, every business of many entrepreneurs encountered problems with the spread of the coronavirus disease 2019, causing an impact on the liquidity of various businesses, including those of business partners and various insurance companies. Therefore, it affects the efficiency of the Company's debt collection period. In this regard, the Company has hastened to follow up on debt management to be more efficient.

Mr. Warut Charotet, a shareholder who came in person, asked if the hospital had any strengths that could be further developed compared to competitors.

Prof. Pittayapoom clarified that the hospital's strengths are that it has been in service for more than 29 years and is entering its 30th year, which shows stability in the eastern areas of Bangkok and Thailand. It is also a reliable hospital with members who have been users for a long time, which is an extremely important part. The hospital has received awards from various institutions, whether it be academic institutions or insurance companies. Those who have given trust are the points that make us believe that the hospital has accumulated a stable reputation, which we will continue to have.

Another important strength is that the hospital has a large number of doctors. Some of them are resident doctors who have been with the hospital for a long time, which shows the potential in terms of service. It does not include the location, as shareholders know the hospital still has a piece of land at the back that can be developed further. The hospital has prepared and begun operations in the radiotherapy building. What is being implemented next is Thainakarin Hospital 2. The most essential thing will be the strength of the management that creates growth but stability, with caution in managing investments. The hospital will manage investment management step by step to ensure the safety of financial investments.

In addition, the hospital also increases the treatment potential of the medical team from the medical university in developing the hospital's services to the Super Tertiary Level, also known as the treatment of

complex diseases. Especially cancer, which technology has been developed by the hospital has invested more than 200 million baht in a radiotherapy building to provide complete equipment for cancer treatment. Also, to demonstrate the hospital's potential, the hospital has developed Academic Treatment at the medical university level, namely kidney transplantation, an advanced technology. What has been said are the strengths that the hospital has continuously developed.

Mr. Bowonrat Vanadurongwan, a shareholder who came in person, thanked all the directors for causing the development and concrete growth of the Company and asked about the plan for increasing the liquidity in trading in the Company's shares, such as splitting par or moving to trade on the Stock Exchange of Thailand (SET) currently trading on the MAI.

Mr. Piyaphong Prasatthong, a shareholder who came in person, asked whether the Company plans to move its securities from the Market for Alternative Investment to the Stock Exchange of Thailand.

Mr. Thiti said that in terms of liquidity, the Company is cautious in spending on investments, so liquidity is not a problem for the Company at this time. However, the future may be uncertain. Therefore, although liquidity may be satisfactory for the Company, the Company is not negligent in carrying out various matters as the shareholders have advised, including raising funds or borrowing from institutions that may be possible. The Company must use each tool appropriately and look at the effects that may occur, especially the effects on the Company's shareholders. The Company, therefore, tries to rely on itself as much as possible. At the same time, the economic situation is uncertain. Consequently, we must be careful in moving forward. As for Mr. Bowonrat's question, we would like to inform you that the Company uses financial tools most appropriately, including reducing burdens and emphasizing self-reliance as much as possible.

The Company would like to clarify further that to increase liquidity in stock trading, it must come from the cooperation of all shareholders to ensure the shares have increased liquidity. However, the Company has focused on managing the business with maximum efficiency and effectiveness so that the shares that everyone holds have increased in value and are in demand by investors on the stock exchange.

The splitting par or moving securities to be traded on the Stock Exchange of Thailand (SET) is still a matter of the future. If necessary and appropriate, the Company will study and present it to shareholders for consideration again.

Mr. Teeraphon Wiraphanchai, a shareholder who came in person, would like to inquire about next year's income target and where additional income will come from, such as the radiotherapy building, increasing drug treatment costs, or the number of patients.

The Company would like to inform Mr. Teeraphon that the Company's goal to increase revenue next year will not come from any specific part. But the Company has plans to increase income from many channels, whether it be opening a radiotherapy building, increasing service space in clinics that tend to have a higher number of people receiving services, and developing various service departments to provide more comprehensive healthcare services, including adding business partners to reduce costs and increase the number of service users.

Subsequently, there was no further question.

The Chairman declared the meeting closed at 15.53 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 2023  
(in QR Code format)**



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

### Arkorn Cheirsilpa, M.D.



**Director**

**Age 76 Years**

**Appointment of Board of Directors 20 November 2008**

**The number of years being a director 15 years**

#### Education

- B.Sc. Mahidol University
- M.D., Cebu Institute of Medicine, Philippines
- Board of Internal Medicine, The Medical Council of Thailand
- Sub - Speciality Board Certified in Medical Oncology
- Fellowship in Oncology (RPMI, USA and RMH, UK)
- Mini MBA, Chulalongkorn University
- MBA in Health, Chulalongkorn University
- Cert. in Hospital Management, Harvard School of Public Health, USA

#### Training

- Director Accreditation Program (DAP) 2017, Thai Institute of Directors (IOD)

#### Work Experience

- 2008 - Present Director and Director of Holistic Oncology Center, Thainakarin Hospital Public Company Limited.
- 2007 - Present Honorary Advisor, Thai Society of Clinical Oncology
- 2007 - Present Medical Consultant, Chulabhorn Hospital, Chulabhorn Research Institute
- 1980 - Present Cancer Specialist, Food and Drug Administration Department, Ministry of Public Health
- 2007 Received the World Scientists Forum International Awards in Cancer Research and Clinical Oncology "Eminent Scientist of the Year 2007: Asia" International Research Promotion Council (IRPC), UK

- 2002 - 2007 Deputy Director, National Cancer Institute

#### Current position in other business

##### Listed Companies

- N/A

##### Non-Listed Companies

- 2007 - Present Honorary Advisor, Thai Society of Clinical Oncology
- 2007 - Present Medical Consultant, Chulabhorn Hospital, Chulabhorn Research Institute
- 1980 - Present Cancer Specialist, Food and Drug Administration Department, Ministry of Public Health

#### 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

4/4

#### Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Arkorn Cheirsilpa, 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. Thiti Sihanatkathakul

**Director and Chief Executive Officer**

**Age 48 Years**

**Appointment of Board of Directors 20 November 2008**

**The number of years being a director 15 years**



### Education

- BBA, Banking and Finance, Chulalongkorn Business School, Chulalongkorn University
- M.Sc. Analysis, Design and Management of Information Systems, The London School of Economics and Political Science, United Kingdom
- MBA, Huron University, United Kingdom

### Training

- N/A

### Work Experience

- 2008 - Present Director, Thainakarin Hospital Public Company Limited
- Feb. 2022 - Present Director, Jatu Charoen Development Company Limited
- 2020 - Present Chief Executive Officer, Thainakarin Hospital Public Company Limited
- 2010 - Present Director, Komars Management Company Limited
- 2003 - Present Assistant Managing Director and Director, The Landmark Group (Bangkok)
- 2001 - 2002 Acting Director of Human Resources Department, The Landmark Bangkok
- 1999 - 2000 Associate Judge, The Central Labour Court
- 1998 Marketing Department, Dhana Siam Finance Public Company Limited
- 1997 Management Trainee, Royal Lancaster London, United Kingdom

### Current position in other business

#### Listed Companies

- N/A

#### Non-Listed Companies

- 2022 - Present Director, Jatu Charoen Development Company Limited
- 2010 - Present Director, Komars Management Company Limited
- 2003 - Present Assistant Managing Director and Director, The Landmark Group (Bangkok)

### Shareholding in the Company

Shareholding in the Company: 2,485,000 Shares (Spouse: N/A)

Shareholding in the Company (%): 1.38 (Spouse: N/A)

### Family Relationship among Directors and Executives

- Elder brother of Mr. Pitipat Sihanatkathakul and Mr. Tosaporn Sihanatkathakul
- Cousin of Mr. Norathep Sihanartkatakul

### Attendance at the Board of Directors' Meeting

4/4

### Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Mr. Thiti 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.



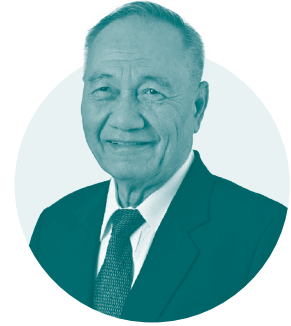
## Assoc. Prof. Chertsak Dhiraputra, M.D.

Director, Independent Director and Member of the Audit Committee

Age 80 Years

Appointment of Board of Directors 8 June 2006

The number of years being a director 17 years



### Education

- Doctor of Medicine, Faculty of Medicine Siriraj Hospital, Mahidol University
- M.S.C. Microbiology University of New South Wales, Australia

### Training

- N/A

### Work Experience

- 2006 - Present Director, Independent Director and Member of the Audit Committee, Thainakarin Hospital Public Company Limited
- 2014 - Present Advisor, Faculty of Medicine Siriraj Hospital, Mahidol University
- 2005 - Present Honorary Advisor, Siriraj Foundation
- 1968 - Present Lecturer, Faculty of Medicine Siriraj Hospital, Mahidol University
- 1998 - 2000 Advisor to Hospital Director, Siriraj Hospital
- 1997 - 2004 Executive Director, Faculty of Medicine Siriraj Hospital, Mahidol University

### Current position in other business

#### Listed Companies

- N/A

#### Non-Listed Companies

- 2014 - Present Advisor, Faculty of Medicine Siriraj Hospital, Mahidol University
- 2005 - Present Honorary Advisor, Siriraj Foundation
- 1968 - Present Lecturer, Faculty of Medicine Siriraj Hospital, Mahidol University

### 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

3/4

### Attendance at the Audit Committee Meeting

4/5

### Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Assoc. Prof. Chertsak Dhiraputra, 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.

## Assoc. Prof. Panya Issarawornrawanich, Ph.D.

Director, Independent Director and Member of the Audit Committee

Age 51 Years

Appointment of Board of Directors 27 September 2006

The number of years being a director 17 years



### Education

- 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)

### Work Experience

- 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

#### Listed Companies

- N/A

#### Non-Listed Companies

- 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

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

4/4

### Attendance at the Audit Committee Meeting

5/5

### Criteria and Procedures for Director Nomination

The Board of Directors has considered and concluded that Assoc. Prof. Panya Issarawornrawanich, Ph.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.

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

### Chapter 6 Meeting of Shareholders

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

Article 33. Other 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 presented 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 presented 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 presented 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 presented 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 presented 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 presented 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](http://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. Kraisak Kadkum



Director, Independent Director and Chairman of the Audit Committee

Age 60 Years

<b>Appointment of Board of Directors</b>	11 October 2004		
<b>The number of years being a Director</b>	17 Years		
<b>Attendance</b>	<ul style="list-style-type: none"> <li>Attendance at the Board of Directors' Meeting 4/4</li> <li>Attendance at the Audit Committee's Meeting 5/5</li> </ul>		
<b>Education</b>	<ul style="list-style-type: none"> <li>LL.B., Faculty of Law, Ramkhamhaeng University</li> <li>Barrister-at-law, Thai Bar Institute</li> <li>Diploma in Business Laws, Thammasat University</li> </ul>		
<b>Training</b>	Director Accreditation Program (DAP) 2004, Thai Institute of Directors (IOD)		
<b>Interests in the Agenda</b>	Having interest in Agenda 7 regarding determination of remunerations of the Company's directors and Audit Committee member because he will be entitled to receive said remunerations.		
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>2005 - Present</li> <li>2021 - Present</li> <li>1994 - Present</li> <li>2004 - 2005</li> </ul>	<ul style="list-style-type: none"> <li>Director, Independent Director and Chairman of the Audit Committee, Thainakarin Hospital Public Company Limited</li> <li>Director, Juthai Group Company Limited</li> <li>Lawyer and Executive Director, Sahakarn Law Office Company Limited</li> <li>Director, Independent Director and Member of the Audit Committee, Thainakarin Hospital Public Company Limited</li> </ul>	
<b>Current Position in other business</b>	<ul style="list-style-type: none"> <li>Listed Companies</li> <li>Non-Listed Companies</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> <li>2021 - Present</li> <li>1994 - Present</li> </ul>	<ul style="list-style-type: none"> <li>Director, Juthai Group Company Limited</li> <li>Lawyer and Executive Director, Sahakarn Law Office Company Limited</li> </ul>
<b>Shareholding in the Company</b>	<ul style="list-style-type: none"> <li>Shareholding in the Company:</li> <li>Shareholding in the Company (%):</li> </ul>	<ul style="list-style-type: none"> <li>N/A (Spouse: N/A)</li> <li>N/A (Spouse: N/A)</li> </ul>	
<b>Family Relationship among Directors and Executives</b>	<ul style="list-style-type: none"> <li>N/A</li> </ul>		

**Assoc. Prof. Panya Issarawornrawanich, Ph.D.**



**Director, Independent Director and Member of the Audit Committee**

**Age 51 Years**

<b>Appointment of Board of Directors</b>	27 September 2006	
<b>The number of years being a director</b>	17 Years	
<b>Attendance</b>	<ul style="list-style-type: none"> <li>Attendance at the Board of Directors' Meeting 4/4</li> <li>Attendance at the Audit Committee's Meeting 5/5</li> </ul>	
<b>Education</b>	<ul style="list-style-type: none"> <li>B.Acc. Chulalongkorn Business School, Chulalongkorn University</li> <li>Diploma (Auditing), Thammasat Business School, Thammasat University</li> <li>M.S Accounting, Thammasat Business School, Thammasat University</li> <li>Ph.D. in Accounting, Chulalongkorn Business School, Chulalongkorn University</li> </ul>	
<b>Training</b>	Director Accreditation Program (DAP) 2006, Thai Institute of Directors (IOD)	
<b>Interests in the Agenda</b>	<ul style="list-style-type: none"> <li>Having interest in Agenda 6 regarding election of new directors in replacement of those retiring by rotation because he is a director due to retire by rotation and has been nominated for re-election as a director for another term.</li> <li>Having interest in Agenda 7 regarding determination of remunerations of the Company's directors and Audit Committee member because he will be entitled to receive said remunerations.</li> </ul>	
<b>Work Experience</b>	<ul style="list-style-type: none"> <li><b>2006 - Present</b></li> <li><b>2020 - Present</b></li> <li><b>1997 - Present</b></li> <li><b>2004 - 2020</b></li> <li><b>2015 - 2016</b></li> <li><b>2013 - 2015</b></li> <li><b>2000 - 2004</b></li> <li><b>1995 - 2000</b></li> </ul>	<p>Director, Independent Director and Member of the Audit Committee, Thainakarin Hospital Public Company Limited</p> <p>Lecturer, Associate Professor of Accounting Department, Thammasat Business School, Thammasat University</p> <p>Certified Public Accountant, Federation of Accounting Professions</p> <p>Lecturer, Assistant Professor of Accounting Department, Thammasat Business School, Thammasat University</p> <p>Associate Dean for Student Affairs, Thammasat Business School, Thammasat University</p> <p>Assistant Dean for Finance and Planning, Thammasat Business School, Thammasat University</p> <p>Head of Accounting Department, Faculty of Business Administration, Mahanakorn University of Technology</p> <p>Senior Audit Assistant, Ernst and Young Office Limited</p>
<b>Current Position in other business</b>	<ul style="list-style-type: none"> <li>Listed Companies</li> <li>Non-Listed Companies</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> <li><b>2020 - Present</b> Lecturer, Associate Professor of Accounting Department, Thammasat Business School, Thammasat University</li> <li><b>1997 - Present</b> Certified Public Accountant, Federation of Accounting Professions</li> </ul>
<b>Shareholding in the Company</b>	<ul style="list-style-type: none"> <li>Shareholding in the Company:</li> <li>Shareholding in the Company (%):</li> </ul>	<ul style="list-style-type: none"> <li>N/A (Spouse: N/A)</li> <li>N/A (Spouse: N/A)</li> </ul>
<b>Family Relationship among Directors and Executives</b>	<ul style="list-style-type: none"> <li>N/A</li> </ul>	

## Proxy Form A

Ref : Notification of Department of Business Development regarding  
Proxy Form (No. 5) B.E. 2550Duty Stamp  
of Baht 20

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year 2023

- (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 x 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 60 Years **or**
3. Audit Committee Member  
Assoc. Prof. Panya Issarawornrawanich, Ph.D. Age 51 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 2023

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 2023 on Wednesday 22<sup>nd</sup> November 2023 by Electronic Meeting (E-AGM) at Meeting Room A, on 4<sup>th</sup> 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 2023

(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 x 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 60 Years or

3. Audit Committee Member  
Assoc. Prof. Panya Issarawornrawanich, Ph.D. Age 51 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 2023

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 2023, on Wednesday 22<sup>nd</sup> November 2023 by Electronic Meeting (E-AGM) at Meeting Room A, on 4<sup>th</sup> 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 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 3 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 4 To consider and approve the Auditor's Report and the Consolidated Financial Statements for the year ended 31<sup>st</sup> July 2023 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 5 To consider and approve the allocation of profit for the year from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023 and dividend payment**
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 6 To consider 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
- |                               |  |  |
|-------------------------------|--|--|
| <u>Director's name</u>        | Arkorn Cheirsilpa, M.D.                      | (Director)   |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Mr. Thiti Sihanatkathakul                    | (Director)   |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Assoc. Prof. Chertsak Dhiraputra, M.D.       | (Director, Independent Director and Member of the Audit Committee) |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Assoc. Prof. Panya Issarawornrawanich, Ph.D. | (Director, Independent Director and Member of the Audit Committee) |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
- Agenda 7 To consider and determine the remunerations of the Company's directors and Audit Committee members in 2024**
- (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 1<sup>st</sup> August 2023 to 31<sup>st</sup> July 2024**
- (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 2023, on Wednesday 22<sup>nd</sup> November 2023 by Eletronic Meeting (E-AGM) at Meeting Room A, on 4<sup>th</sup> 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

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

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

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 2023

(1) I/We \_\_\_\_\_  
Having office locate at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

As the custodian of \_\_\_\_\_

Who is the shareholder of Thainakarin Hospital Public Company Limited (“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 x 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. Kraiak Kadkum Age 60 Years **or**

3. Audit Committee Member  
Asst. Prof. Panya Issarawornrawanich, Ph.D. Age 51 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 2023

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 2023, on Wednesday 22<sup>nd</sup> November 2023 by Electronic Meeting (E-AGM) at Meeting Room A, on 4<sup>th</sup> 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 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 3** 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 4** To consider and approve the Auditor's Report and the Consolidated Financial Statements for the year ended 31<sup>st</sup> July 2023 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 5** To consider and approve the allocation of profit for the year from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2023 and dividend payment

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

**Agenda 6** To consider 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
- |                               |  |  |
|-------------------------------|--|--|
| <u>Director's name</u>        | Arkorn Cheirsilpa, M.D.                      | (Director)   |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Mr. Thiti Sihanatkathakul                    | (Director)   |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Assoc. Prof. Chertsak Dhiraputra, M.D.       | (Director, Independent Director and Member of the Audit Committee) |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |
| <u>Director's name</u>        | Assoc. Prof. Panya Issarawornrawanich, Ph.D. | (Director, Independent Director and Member of the Audit Committee) |
| <input type="radio"/> Approve | <input type="radio"/> Disapprove             | <input type="radio"/> Abstain                                      |

**Agenda 7** To consider and determine the remunerations of the Company's directors and Audit Committee members in 2024

- (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 1<sup>st</sup> August 2023 to 31<sup>st</sup> July 2024
  - (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 2023, on Wednesday 22<sup>nd</sup> November 2023 by Electronic Meeting (E-AGM) at Meeting Room A, on 4<sup>th</sup> 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
- Agenda** Re: \_\_\_\_\_
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
  - (b) The proxy shall vote in accordance with my/our intention as follows:
    - Approve \_\_\_\_\_ votes
    - Disapprove \_\_\_\_\_ votes
    - Abstain \_\_\_\_\_ votes
- Agenda** Re: \_\_\_\_\_
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
  - (b) The proxy shall vote in accordance with my/our intention as follows:
    - Approve \_\_\_\_\_ votes
    - Disapprove \_\_\_\_\_ votes
    - Abstain \_\_\_\_\_ votes
- Agenda** Re: \_\_\_\_\_
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
  - (b) The proxy shall vote in accordance with my/our intention as follows:
    - Approve \_\_\_\_\_ votes
    - Disapprove \_\_\_\_\_ votes
    - Abstain \_\_\_\_\_ votes
- Agenda** Re: \_\_\_\_\_
- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate
  - (b) The proxy shall vote in accordance with my/our intention as follows:
    - Approve \_\_\_\_\_ votes
    - Disapprove \_\_\_\_\_ votes
    - Abstain \_\_\_\_\_ votes

Agenda Re: \_\_\_\_\_

Director's name \_\_\_\_\_

Approve       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

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

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

Director's name \_\_\_\_\_

Approve       Disapprove       Abstain

Director's name \_\_\_\_\_

Approve       Disapprove       Abstain

## 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 from via e-Request system

- 1 The Shareholders and proxies must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/TNH170329R/#/homepage> or scan QR Code



and follow the steps as shown in the picture



*\*\* Merge user accounts, please using the same email and phone number \*\**

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

- 2 For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided Member of the Audit Committee, please note that the electronic registration will be available from 15<sup>th</sup> November 2023 at 8:30 a.m. and shall be closed on 22<sup>nd</sup> November 2023 until the end of the meeting.

- 3 The electronic conference system will be available on 22<sup>nd</sup> November 2023 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 Member of the Audit Committee


For Shareholders who authorize one of the Member of the Audit Committee of the Company to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 21<sup>st</sup> November 2023 at 5.00 p.m.

Thainakarin Hospital Public Company Limited  
 Company Secretary (Administrative Department)  
 No 345, Debaratna Road, Bangna-Nuea, Bangna, Bangkok 10260

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

 02-931-9137

 @inventechconnect

 The system available during 15 – 22 November 2023 at 08.30 a.m. – 05.30 p.m.  
(Specifically excludes holidays and public holidays)

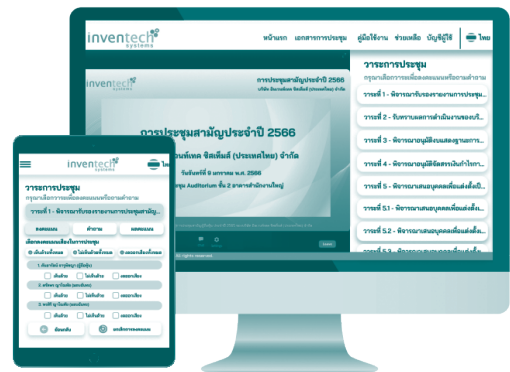


Report a problem  
@inventechconnect

## Step voting process (e-Voting)

### Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote” (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



- Select which agenda
- Click on “Question” button

### Ask a question

- Type the question then click “Send”

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

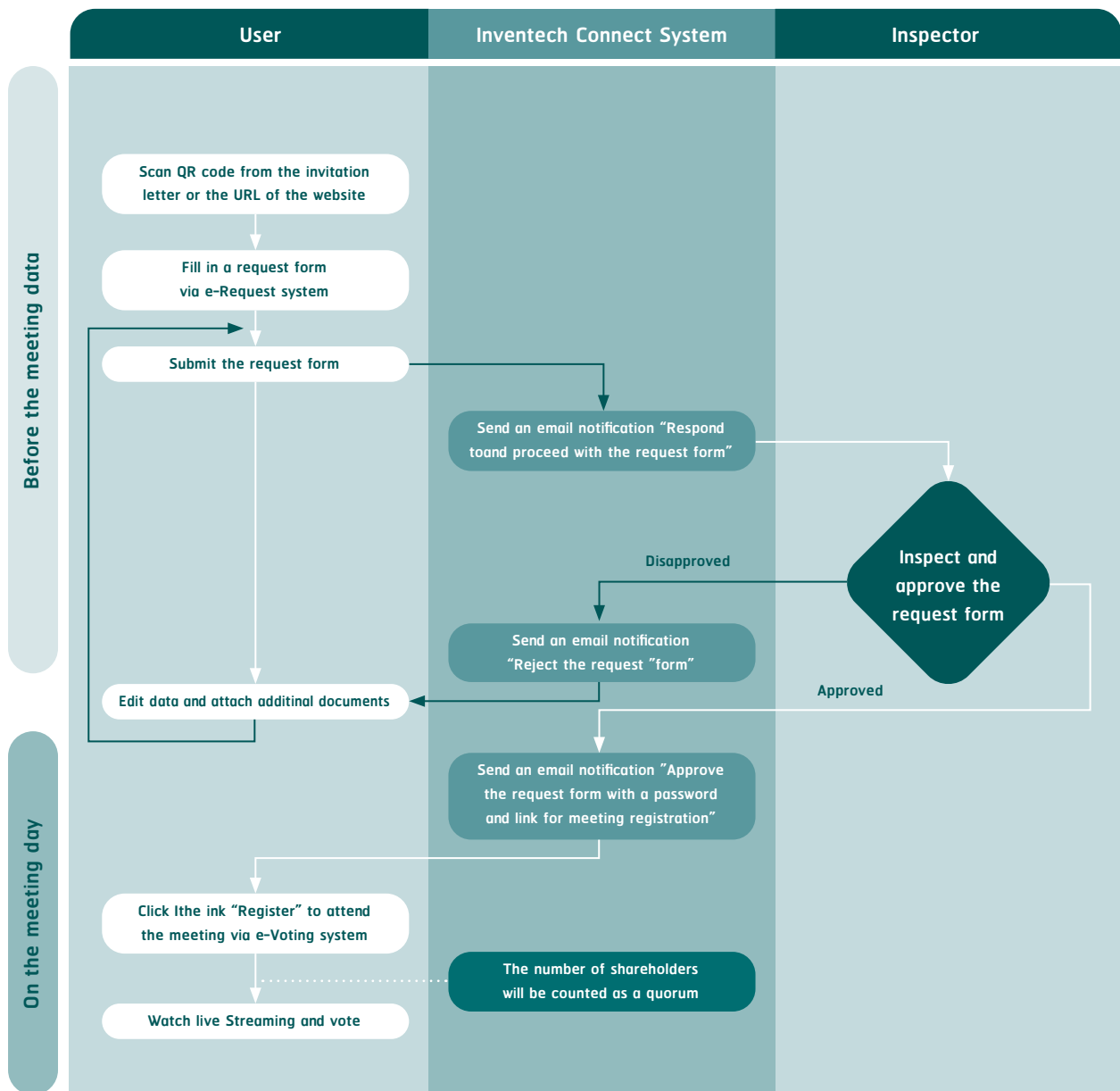
*\*Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.*

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

*\*\* The system does not supported internet explorer.*



## Guidelines for attending of Electronic Meeting



### System Usage Conditions

- **In case of merging / changing accounts :** In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting
- **In case of leaving the meeting :** Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.



## EXPERT HEALTHCARE

มุ่งมั่นรักษา ดูแลสุขภาพคุณและครอบครัว

บริษัท โรงพยาบาลไทยนครินทร์ จำกัด (มหาชน)  
THAINAKARIN HOSPITAL PUBLIC COMPANY LIMITED

345 Dabaratna Road (Bangna-Trad) km.3.5, Bangna Nuea, Bangna, Bangkok 10260

Telephone: 0 2340 7777, 0 2340 6488, 0 2340 6499, 0 2361 2727, 0 2361 2828 Facsimile: 0 2340 6431

Email: [info@thainakarin.co.th](mailto:info@thainakarin.co.th) [www.thainakarin.co.th](http://www.thainakarin.co.th)