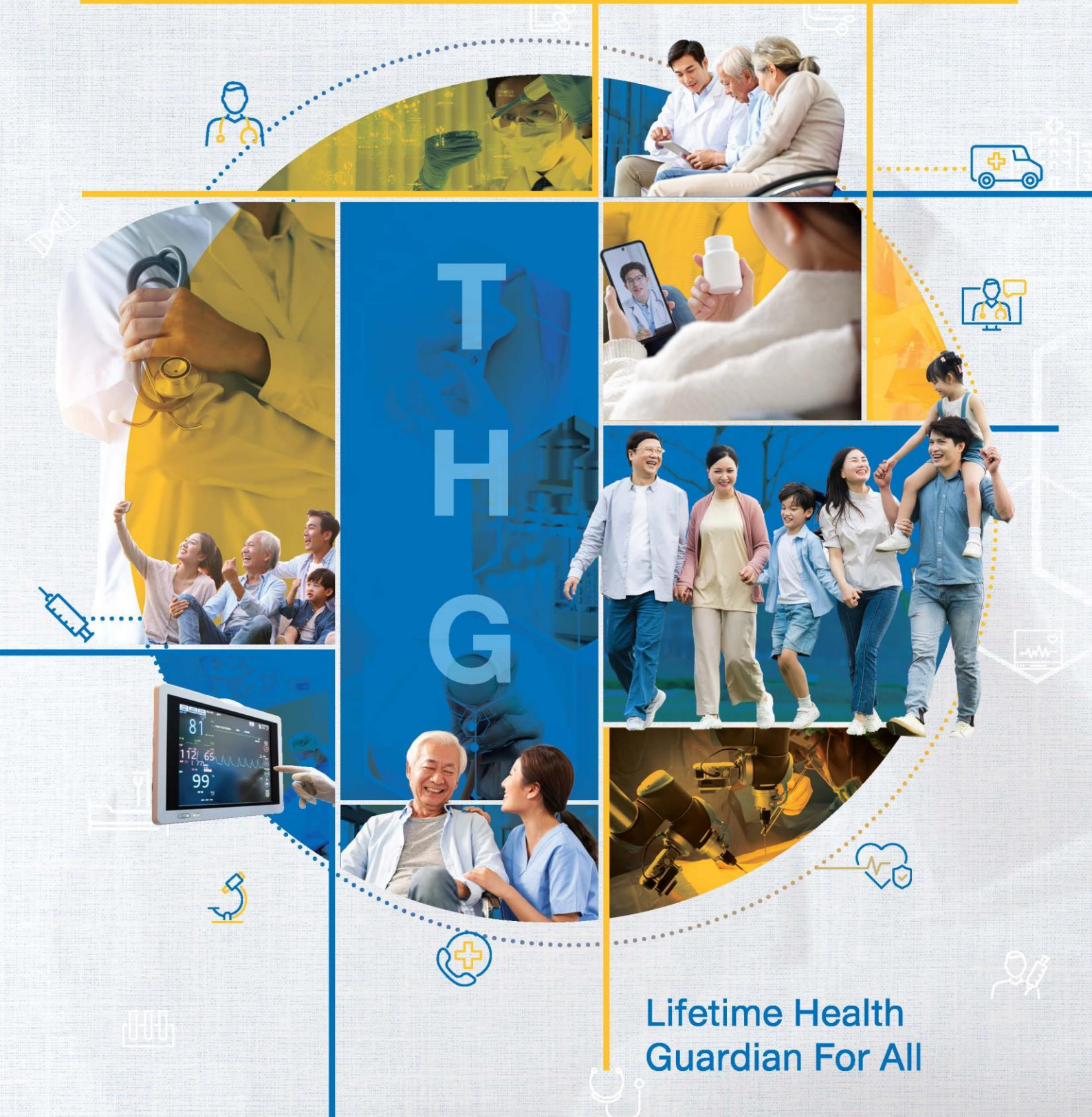


Invitation to the 2024 Annual General Meeting of Shareholders

24 April 2024 | 10.00 AM

at Nantha Park Club Building (Opposite Thonburi Hospital)



Lifetime Health
Guardian For All

Privacy Notice for the 2024 Annual General Meeting of Shareholders

THG realizes the importance of personal data of shareholders and/or proxy holders. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of personal data to verify the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the practices and rights for a clearer understanding. Thus, in case that any shareholders appoint a proxy to attend the meeting on his/her behalf, the proxy holder shall also be informed of these practices.

1. Personal Data to be Collected

THG will receive and collect personal data directly from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited, THG's share registrar. Personal data consists of the following:

1.1. General Personal Data such as name, surname, identification number, date of birth, gender, shareholder identification number, image, video recording as well as health information and travel history for public health objectives in preventing the dangerous communicable diseases

1.2. Contact Information such as address, telephone, and mail

2. Purpose of Collection, Use and Disclosure of Personal Data

THG collects, uses, and discloses personal data for the following purposes:

2.1. To call, arrange and conduct the Annual General Meeting of Shareholders of THG pursuant to the THG Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement and preparation of minutes

2.2. To probably disclose personal data to persons or agencies related to items 2.1 including but not limited to the meeting consultants

3. Right of Data Owners

The data owners have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), to withdraw consent, to request access to and obtain a copy of their personal data, to request for correction and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclose of their personal data

4. Personal Data Retention Period

THG will retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purpose under item 2

5. Contact Information

Thonburi Healthcare Group Public Company Limited

Thonburi Bamrungmuang Hospital, Corporate Secretary Office, 5th Floor,

611 Bamrung Mueang Rd, Khlong Maha Nak, Pom Prap Sattru Phai, Bangkok 10100

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The annual report for 2023 (56-1 One Report) has not been provided in form of printed paper.
Please download from QR Code on the invitation letter

No. THG 27/2024

21 March 2024

Subject : Invitation to the 2024 Annual General Meeting of Shareholders

To : Shareholders

- Enclosures :
1. Invitation letter with QR Code (Please present on the meeting date for registration)
 2. Details of the auditors (Document for Agenda 5)
 3. Details of persons nominated for appointment as director (Document for Agenda 6)
 4. Details of persons nominated for election as additional director (Document for Agenda 7)
 5. Details of increase shares under General Mandate (Document for Agenda 9)
 6. Profile of independent directors proposed as proxy of shareholders
 7. Conditions and methods of registration for attendees of the meeting, granting proxy and votes counting
 8. Provisions of the Articles of Association relating to shareholders' meeting
 9. Map of the annual general meeting's venue
 10. Use of QR Code
 11. Three types of Proxy Forms (Form A, B, and C) (Recommend using the Proxy Form B)

Notice is hereby given that the 2024 Annual General Meeting of Shareholders of Thonburi Healthcare Group Public Company Limited ("THG") which will be held on 24 April 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Issaraparp 44, Baanchanglor Sub-district, Bangkok Noi District, Bangkok 10700 to consider the agendas as follows:

Agenda 1 Matters for acknowledgement

Agenda 2 To consider and acknowledge the operating results for 2023

Purpose and Reason Report of THG's performance in 2023 appears in 56-1 one Report (can be downloaded by scanning QR Code but no hard copy)

The Board's Opinion The board of director approved that it should be proposed this matter to the shareholders' meeting to acknowledge performance, management discussion and analysis including various factors affecting THG both positively and negatively significant changes in 2023 and the progress of anti-corruption policy.

Voting This agenda is for acknowledgement only. Therefore, voting is not required.



Agenda 3 To approve the financial statements for fiscal year 2023, ending on 31 December 2023

Purpose and Reason The 2023 financial statements for the year ending 31 December 2023 as set out under “Financial Statements” part of the annual report have been reviewed by the Audit Committee and audited by the auditor. The details are as follows:

Statement of financial position and income statement

THG	Consolidated financial statement (Million Baht)		Separate financial statement (Million Baht)	
	2022	2023	2022	2023
Assets	25,057.04	23,549.63	21,731.55	20,910.24
Liabilities	13,898.06	12,773.41	10,411.00	9,657.33
Revenue from hospital business	10,210.61	8,742.17	6,832.82	5,592.87
Total revenue	11,581.90	9,844.55	7,033.00	5,804.61
Profit per year	1,676.54	392.14	1,037.38	723.78
Profit per year for parent company	1,601.69	295.41	1,037.38	723.78
Earnings per share (Baht/Shares)	1.89	0.35	1.22	0.85

The Board's Opinion: The Board of Directors is of the view that such financial statements have been reviewed by the Audit Committee and audited by the qualified auditor. The auditor's opinion on THG's financial statements is that the financial statements are correct in material respect and in accordance with the accounting standards. The Board of Directors, therefore, proposes such financial statements to the shareholders' meeting for approval.

Voting: To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxy holders who attend the meeting and have the right to vote.

Agenda 4 To approve appropriation of net profit as legal reserve and dividend payment for 2023.

Purpose and Reason

1) Appropriation of legal reserve

According to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) (the “Public Company Act”), the company must allocate part of the annual net profit as reserve fund in an amount not less than 5 % of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 % of the registered capital. Such reserve funds cannot be allocated to shareholders.

THG has allocated 112.5 million baht or 13% of its registered capital as legal reserve according to the laws and THG's Articles of Association. Therefore, it is not required to allocate profit as legal reserve in this year.

2) Appropriation of dividend payment

For the dividend payment, THG's dividend policy is 40% of net profit from separate financial statements after deduction of income taxes (excluding impact from unrealized exchange rate and after deduction of legal reserves and other reserves).

THG's net profit from the separate financial statements was approximately of 723.78 million Baht, therefore, The Board of Director to propose the meeting deemed appropriate to pay dividends for the operating results of the year 2023 to shareholders at the rate of Baht 0.45 per share, equivalent to 52.94% of the total net profit from separate financial statements, totaling Baht 381.36 million. **The dividend payment rate is in accordance with THG's dividend policy.** The date for the right of shareholders to receive dividends will be 19 March 2024, with the payment of dividends by 24 May 2024. This dividend will be paid from the corporate income tax rate of 20%. The right to receive a dividend is uncertain as it has not yet been approved by shareholders.

Dividend Payment Details	2021	2022	2023
Separate net profit (Million Baht)	930.83	1,037.38	723.78
Number of shares (Million shares)	847.47	847.47	847.47
Earnings per share calculated from Separate financial statement (Baht)	1.10	1.22	0.85
Dividend Payment (Baht per Share)			
- Interim dividends -1st	0.40	0.30	-
- Remaining dividends (Proposed)	0.50	0.60	0.45
Total dividends payment (Baht per Share)	0.90	0.90	0.45
Total dividend paid (Million Baht)	762.72	762.72	381.36
Dividend payout ratio from net profit calculated from Separate financial statement (%)	81.80	73.52	52.94

The Board's Opinion The Board of Directors has considered and agreed to propose to the following matters to the shareholders' meeting for consideration as follows;

1. THG's registered capital was 847.47 million baht, and it has allocated profit in the amount of 112.5 million Baht or 13% of the registered capital as legal reserve in accordance with THG's Articles of Association. Therefore, THG does not have to allocate profit as an additional legal reserve.
2. To approve of the payment of dividends from the operating results of 2023 at the rate of 0.45 Baht per share to the shareholders, equivalent to 52.94% of separate's net profit and the total dividend payment is 381.36 million Baht. The date for the right of shareholders to receive dividends will be 19 March 2024, with the payment of dividends by 24 May 2024.

Voting To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxy holders who attend the meeting and have the right to vote.

Agenda 5 To approve the appointment of auditors and audit fee for the fiscal year ending 31 December 2024

Purpose and Reason To consider and approve the appointment of the auditor and determination of audit fee for 2024 according to Section 120 of the Public Limited Company Act B.E. 2535 (as amended) (the “Public Company Act”). Article 56 and Article 57 of THG’s Articles of Association states that the appointed auditor may be reappointed as THG’s auditor and determine the audit fee by the annual general meeting of shareholders.

The Audit Committee has considered the selection of auditors according to the specified criteria and proposed to appoint PricewaterhouseCoopers ABAS Limited ("PWC") as the auditor of the Company for the fiscal year ending December 31, 2024. The PWC has been the auditor of THG from the fiscal year ending 31 December 2014 to the fiscal year ending 31 December 2023 for a period of 10 years. In addition, the auditor who had signed a full term has been changed in order to ensure continuity of operations. PWC has experience, knowledge, expertise, and understanding of the business appropriately, including the results of previous years that are reliable standards. In the past, PWC could prepare financial statements of THG on schedule. In addition, the satisfaction survey of PWC’s performance for 2023 was at a good level.

The Audit Committee gave opinions to the Board of Directors that the auditor fee for 2024 of PWC is appropriate. Therefore, the Audit Committee proposed to the Board of Directors to consider the audit fee for the fiscal year ending December 31, 2024

The Board of Directors with the consent from the Audit Committee considered and deemed it appropriate to propose to the Shareholder’s meeting for consideration as follows;

1) Any one of the following auditors whose names are as follows are authorized to review, audit, express opinions on the financial statements and sign the audit report and any other related matters of THG and its subsidiaries for 2024, details of the auditor’s profile appear in enclosure 2.

Name	C.P.A. (Thailand) No.	Year of signing as THG’s auditor	No. of years
Mr. Krit Chatchavalwong	5016	2020 - 2023	4
Mrs. Anutai Poomsurakul	3873	-	-
Mr. Vichien Khingmontri	3977	-	-

The auditors listed above do not have any relationships and / or interests between the auditors and the companies / subsidiaries / executives / major shareholders or a person who is related to those persons, including no transactions which may have conflict of interest with THG.

2) In case that the appointed auditor is unable to perform his/her duties, PWC shall find its other qualified auditor as replacement. In such an event, the Board of Directors shall be authorized to approve the replacement auditor proposed by PWC.

3) To propose the auditor fee of the PWC for the consolidated financial statements and the separate financial statements of THG for the fiscal year, ended 31 December 2024, totaling 3,680,000 Baht.

To acknowledge the auditor fee of the PWC for THG's subsidiaries totaling 6,795,000 Baht, and the audit fees of other auditors' offices totaling 395,000 Baht, which the board of directors will oversee to prepare financial statements of THG on schedule. The audit fee of the Company in 2021-2024 could be summarized as follows:

Audit Fee	2022	2023		2024 (Proposed)
		Approval	Actual Rate	
A. Audit Fee (Baht)				
1. THG	3,750,000	3,750,000	3,750,000	3,680,000
2. Subsidiaries	4,795,000	5,800,000	6,810,000	6,795,000
B. Non-Audit Fee	None	None	None	None
Total Audit Fee (Baht)	8,545,000	9,550,000	10,560,000	10,475,000

The audit fee for 2024 may be changed according to the number of subsidiary companies and / or the actual workload during the year.

4) To grant the Board of Directors the authority to review further financial statements of THG as necessary and appropriate.

5) To acknowledge the other auditor fee of subsidiaries in 2023 that will increase as audit scope has been adjusted for preparation to be list in the Stock Exchange of Thailand. And the remuneration of the auditor that newly established subsidiary in 2023.

The Board's Opinion the Board of Directors has considered qualifications and fees of the auditor and find them reasonable and appropriate, and the selection process of the auditor has been considered by the Audit Committee. Therefore, the Board of Directors resolved to propose the following matters to the shareholders' meeting for consideration and approval:

1. To appoint PricewaterhouseCoopers ABAS Co., Ltd. as the auditor of THG and its subsidiaries for the financial year ending 31 December 2024. Any one of the following auditors shall be authorized to review, audit, and express his/her opinion on the financial statements and sign the audit report, including perform any act relating to the matter.

- 1) Mr. Krit Chatchawalwong, Certified Public Accountant (Thailand) No. 5016; or
- 2) Mrs. Anuthai Poomsurakul, Certified Public Accountant (Thailand) No. 3873; or
- 3) Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977.

And authorize the director to consider and approve if PricewaterhouseCoopers ABAS Co., Ltd. is required to procure other authorized auditors instead of the above certified auditors who are not able to work.

2. To approve the auditor fee for the consolidated financial statements and the separate financial statements of THG for the fiscal year, ended 31 December 2024, totaling 3,680,000 Baht.

3. To grant the Board of Directors the authority to review further financial statements of THG for 2024 as necessary and appropriate.
4. To acknowledge the auditor fee of the subsidiaries' financial statements in 2024 that not more than 6,795,000 Baht.
5. To acknowledge the other auditor fee of subsidiaries in 2023 that will increase as audit scope has been adjusted for preparation to be list in the Stock Exchange of Thailand. And the remuneration of the auditor that newly established subsidiary in 2023.

Voting To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxy holders who attend the meeting and have the right to vote.

Agenda 6 To consider and approve the appointment of directors in replacement of those who retire by rotation.

Purpose and Reason Section 71 Public Limited Companies Act Article 18 of THG's Articles of Association states that at each annual general meeting of shareholders, at least one-third of THG's directors shall retire by rotation. If the number of directors is not a multiple of three, the nearest number to one-third of the number of directors shall retire from office.

THG has 13 directors in total. For the 2024, There are 5 directors who must retire from office this year.

The names of such directors are set out below:

Director's Name	Position in the Board of directors and Sub-Committee
1. Dr. Tanatip Suppradit (M.D.)	Vice Chairman
2. Mr. Chalermkul Apibunyopas	Director, Chairman of the Corporate Governance Committee and Member of the Risk Management Committee
3. Dr. Aurchat Kanjanapitak (M.D.)	Director
4. Mrs. Kannika Ngamsopee	Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee
5. Mr. Virachai Srikajon	Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Audit Committee, and Member of the Risk Management Committee

In this regard, THG provided an opportunity for shareholders to nominate persons to be directors of THG between 29 September – 31 December 2023, with no shareholder proposing any agenda and list of persons to be considered for election to be a director.

The Board's Opinion The Board of Directors with the consent from Nomination and Remuneration Committee, excluding the directors who are not interested in this agenda, had carefully considered to ensure that the persons nominated at this time have suitable qualifications for the company's business with consideration of the best benefits of THG and qualifications, experiences and expertise of such retired directors. The person who is nominated to be an independent director will be able to give an independent opinion and in accordance with relevant guidelines, agreed the nomination of the 5 retiring directors to be directors and members of their respective subcommittees for another term. The brief profiles of the directors are as set out in Enclosure 3 namely:

Director's Name	Position in the Board of directors and Sub-Committee
1. Dr. Tanatip Suppradit (M.D.)	Vice Chairman
2. Mr. Chalermkul Apibunyopas	Director, Chairman of the Corporate Governance Committee and Member of the Risk Management Committee
3. Dr. Aurchat Kanjanapitak (M.D.)	Director
4. Mrs. Kannika Ngamsopee	Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee
5. Mr. Virachai Srikajon	Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Audit Committee, and Member of the Risk Management Committee

Voting This agenda must be approved on an individual basis. To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxy holders who attend the meeting and have the right to vote and in accordance with the following rules and methods specified under THG's Articles 15, which is in encloser 8.

Agenda 7 To increase the number of directors and appoint 1 director.

Purpose and Reason As the expansion of business, therefore it was deemed appropriate to increase the number of directors from 14 to 15 people. After considering the qualifications of directors that are suitable for the business of the Company, it was deemed appropriate to nominate Dr. Pitchaya Somburanasin (M.D.) for consideration and appointment as the new director of the Company.

The Board's Opinion The Board of Directors had carefully considered to ensure that the persons nominated at this time have suitable qualifications for the company's business with consideration of the best benefits of THG and qualifications, experiences, and expertise. The person who is nominated has passed the selection and appointment of director process from the Nomination and Remuneration Committee according to the policy and criteria on selection of director. Therefore, the board agreed to increase the number of directors for 1 people, from the current number of 14 directors to 15 directors and to propose the appointment of

Dr. Pitchaya Somburanasin (M.D.) as the new director. Details of persons nominated for election as additional director as set out in enclosure 4.

Voting To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxy holders who attend the meeting and have the right to vote.

Agenda 8 To consider and approve the determination of remunerations of the Board of Directors and the subcommittees.

Purpose and Reason: The Board of Directors has considered the remuneration for directors and subcommittees as appropriate according to the criteria and procedures as per the opinion of the Nomination and Remuneration Committee according to the size of the business, performance of business and performance of director for remuneration to THG's Board of Directors and subcommittees for their works. The Board of Directors proposed to the shareholders' meeting to consider and approve the determination of the Board of Directors and the subcommittee for 2024 with the details as follows:

1) Monetary remuneration

1.1 Annual Remuneration pay to the Board of Directors (Propose to increase the Annual Remuneration for the Chairman from 200,000 Baht per year to 300,000 Baht per year) and the subcommittees (using the same rate as last year) namely, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee for a yearly basis at the specified rate.

1.2 Meeting Allowance pay to the Board of directors and the subcommittee who attends the meeting at the specified rate. (using the same rate as last year)

Therefore, it was deemed appropriate to propose for approval of the Annual Remuneration and Meeting Allowance for the year 2024 as follows as the followings:

Committee / Position	2023		2024 (Proposed)	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht/year)	(Baht / time)	(Baht/ year)	(Baht / time)
The Board of Directors				
Chairman of the Board	200,000	15,000	300,000	15,000
Director	150,000	15,000	150,000	15,000
Subcommittee;				
The Audit Committee				
Chairman	300,000	15,000	300,000	15,000
Member	150,000	15,000	150,000	15,000

Committee / Position	2023		2024 (Proposed)	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht/year)	(Baht / time)	(Baht/ year)	(Baht / time)
The Risk Management Committee				
Chairman	250,000	15,000	250,000	15,000
Member (non-Executive)	150,000	15,000	150,000	15,000
Member (Executive)	150,000	15,000	150,000	15,000
The Nomination and Remuneration Committee				
Chairman	200,000	15,000	200,000	15,000
Member (non-Executive)	150,000	15,000	150,000	15,000
Member (Executive)	150,000	15,000	150,000	15,000
The Corporate Governance Committee.				
Chairman	150,000	15,000	150,000	15,000
Member (non-Executive)	150,000	15,000	150,000	15,000
Member (Executive)	150,000	15,000	150,000	15,000

Remark: 1) The Executive Committee is not a subcommittee; therefore, they will not receive meeting allowance

1.3 Special Remuneration Propose to pay special remuneration in 2024 in the amount of 5,000,000 Baht by assigning the chairman to determine criteria of allocation. (using the same amount and criteria as last year)

2) Other Remunerations

2.1 Medical expenses in Thonburi Hospital in 2024 are the same amount as last year as follows:

Position	Medical service for 2023	Medical service for 2024 (Proposed)
Chairman and the board of directors	150,000 Baht per year with 50% discount in excess amount	150,000 Baht per year with 50% discount in excess amount
Parents	50% discount with unlimited amount	50% discount with unlimited amount
Spouse and underage children	50% discount with a limit of 150,000 Baht	50% discount with a limit of 150,000 Baht

2.2 Directors' and officers' liability insurance

Details of the remuneration of Board of Directors and Subcommittee's remuneration for the year 2023 by individual are shown on annual information report/ the annual report year 2023 (form 56-1 one report)

The board's opinion The Board of Directors has agreed the determination of remunerations of the Board of Directors and the subcommittees for 2024 consist of (1) Annual Remuneration (pay to the Board of Directors and the subcommittees for a yearly basis at the specified rate), (2) Meeting Allowance (pay to the Board of directors and the subcommittee who attends the meeting at the specified rate) (3) Special Remuneration (pay in 2024 in the amount of 5,000,000 Baht by assigning the chairman to determine criteria of allocation) and (4) Other Remunerations (Medical expenses in Thonburi Hospital and directors' and officers' liability insurance) according to the details above.

Voting This agenda, a resolution must be passed by 2/3 (two-thirds) votes of the shareholders and proxy holders who attend the meeting and have the right to vote.

Agenda 9 To consider the increase of registered capital of the Company under a General Mandate

Purpose and Reason The board of directors propose the shareholders consider and approve the capital increase shares under General Mandate, total amount not exceeding 84,746,740 shares at par value of Baht 1 per share total value not exceeding 84,746,740 Baht. The offer base on the exiting shareholding, right offering and/or public offering and/or Private Placement. The details of allotment are as follow:

- 1) Allocation of the New Shares in the amount of not exceeding 84,746,740 shares, representing 10% of paid-up capital for existing shareholders according to their shareholding: (RO).
- 2) Allocation of the New Shares in the amount of not exceeding 84,746,740 shares, representing 10% of paid-up capital for Public Offering: (PO).
- 3) Allocation of the New Shares in the amount of not exceeding 84,746,740 shares, representing 10% of paid-up capital for Private Placement: (PP).

The purpose of increasing registered capital

- 1) Used in investing or in other businesses and/or companies, including but not limited to investing in common stocks or assets, etc.
- 2) Used to expand the company's future business.
- 3) To use as working capital of the company.

The Board of Directors also approved to propose to the shareholders' meeting to authorize the Board of Directors to be empowered to consider and determine the objective of capital increase, any condition, and other details necessary for the pertinent to the issue of newly issued ordinary shares as well as sign any

related agreement or documents including to perform any other acts necessary and related to the newly issued ordinary shares and listing newly issued ordinary shares on the Stock Exchange of Thailand, and;

Also authorized the Board of Directors and/or delegates of the Board of Directors to consider and determine whether share allocation shall be made once or several times later, offering price, subscription period. Additionally, the Board of Directors and/or delegates of the Board of Directors are authorized to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares. The company shall completely allocate the newly issued shares either by the date of the next annual general or by the date required by law to fix the date of the next annual general meeting, whichever comes first.

However, for the allotment of newly issued shares under (1) (2) and (3), the total increase in paid-up capital must not be more than 10% of paid-up capital as of the date that the company's Board of directors approved the capital increase or not exceeding 84,746,740 shares. Nevertheless, allocating the newly issued shares to public (2) or specific persons (3), the total increase in paid-up capital must not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the capital increase or not exceeding 84,746,740 shares.

The board's opinion The board of directors approved to increase registered capital not exceeding 84,746,740 shares at a par value of Baht 1 per share but not exceeding Baht 84,746,740 under a General Mandate as the details and conditions that presented above. The capital increase report is in encloser 5.

Voting This agenda must be approved by the votes not less than three-fourths of the number of shareholders who attend the meeting and are entitled to vote excluding stakeholders.

Agenda 10 To consider the increase of registered capital of the Company under a General Mandate and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Purpose and Reason As the board of directors propose the shareholders consider and approve the capital increase shares under General Mandate, total amount not exceeding 84,746,740 shares at par value of Baht 1 per share total value not exceeding Baht 84,746,740 as considered in agenda 9. The Company needs to increase capital shares from Baht 847,467,400 to Baht 84,746,740 the new capital shares in total Baht 932,214,140. Also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital by using the new message as follows.

Clause 4. Registered capitals 932,214,140 Baht (Nine hundred thirty-two million two hundred fourteen thousand one hundred forty Baht)

Divided into 932,214,140 shares (Nine hundred thirty-two million two hundred fourteen thousand

	one hundred forty shares)
Par value	1 Baht (One Baht)
And classified into	
Ordinary shares	932,214,140 shares (Nine hundred thirty-two million two hundred fourteen thousand one hundred forty shares)
Preferred shares	0 shares (Zero shares)

The board's opinion Approve the increase of the Company's registered capital from Baht 847,467,400 to Baht 932,214,140 by issuing new ordinary share in total 84,746,740 shares at a par value of Baht 1 per share in order to support the increase of registered capital under a General Mandate and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as mentioned above.

Voting This agenda must be approved by the votes not less than three-fourths of the number of shareholders who attend the meeting and are entitled to vote excluding stakeholders.

Agenda 11 Others matters (If any)

To comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose an agenda for the 2024 Annual General Meeting of Shareholders from 29 September 2023 to 31 December 2023. However, there was no shareholder to propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2024 Annual General Meeting of Shareholders as appears in this Invitation Letter.

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2024 Annual General Meeting of Shareholders and to entitle rightful shareholders who may receive the dividend shall be recorded on 19 March 2024 (Record Date). The company would like to invite the Shareholders to attend the meeting on 24 April 2024 at 10.00 hrs. at Nantha Park Club Building, located opposite to the Thonburi Hospital at no. 64 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok 10700. **THG will start meeting registration from 8.30 hrs. onwards.**

Sincerely yours,

Thonburi Healthcare Group Public Company

-Mrs. Charuvarn Vanasin-

(Mrs. Charuvarn Vanasin)

Chairman

Details of the auditor

PricewaterhouseCoopers ABAS Ltd.

1. Mr. Krit Chatchavalwong	
CPA number	Certified Public Accountant (Thailand) No. 5016
Qualifications	<ul style="list-style-type: none"> - B.B.A in Accounting, Assumption University - M.S. (Computer and Engineering Management) – Assumption University
Job History	<ul style="list-style-type: none"> - Audit Partner, PricewaterhouseCoopers ABAS Ltd. - Audit Director, PricewaterhouseCoopers ABAS Ltd. - Audit Manager, PricewaterhouseCoopers ABAS Ltd.

2. Mrs. Anutai Poomsurakul	
CPA number	Certified Public Accountant (Thailand) No. 3873
Qualifications	<ul style="list-style-type: none"> - B.B.A in Accounting (Hons.), Assumption University - Dip. in Aud., Thammasart University - M.Acc., Chulalongkorn University
Job History	<ul style="list-style-type: none"> - Audit Partner, PricewaterhouseCoopers ABAS Ltd. - Director, PricewaterhouseCoopers ABAS Ltd. - Learning and development leader, PricewaterhouseCoopers ABAS Ltd. - Audit Director, PricewaterhouseCoopers ABAS Ltd. - Audit Manager, PricewaterhouseCoopers ABAS Ltd.

3. Mr. Vichien Khingmontri	
CPA number	Certified Public Accountant (Thailand) No. 3977
Qualifications	<ul style="list-style-type: none"> - B.Acc., Chulalongkorn University
Job History	<ul style="list-style-type: none"> - Audit Partner, PricewaterhouseCoopers ABAS Ltd. - Audit Director, PricewaterhouseCoopers ABAS Ltd. - Audit Manager, PricewaterhouseCoopers ABAS Ltd.

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

- First Name – Last Name ▪ Dr. Tanatip Suppradit (M.D.)
- Age ▪ 57 years old
- Date of Appointment as Director ▪ 15 June 2015
- Term of Directorship ▪ 8 years 10 months (up to the date of shareholders’ meeting)
- Type of Director Nominated ▪ Vice Chairman



Educational Qualifications

- Bachelor’s Degree: MBA, Thammasat University
- Bachelor’s Degree: Surgery, The medical council of Thailand
- Bachelor’s Degree: Doctor of medicine, Chulalongkorn University

Trainings

Trainings by the Thai Institute of Directors (IOD):

- Course Director Accreditation Program (DAP) Class 125 Year 2016
- Course How to Develop a Risk Management Plan (HRP) Class 11 Year 2016

Trainings by other Institutes:

- Course Capital Market Academy, Class 27
- Course THON TOP’s Executives Acceleration Program, Sasin School of Management

Present positions at the Company

- Feb 2021 - present Chief Executive Officer
- Nov 2020 – present Chief Hospital Group 1
- 2015 - present Vice Chairman (Executive Director) and Chairman of Executive Committee

Professional Experience (during the past 5 years)

- *Position as a director/executive in other listed companies: 1 as follows:*

Period	Position	Company/Business
Apr 2019 - present	Director	Rajthanee Hospital PCL.

- *Other non-listed companies: 18 as follows:*

Period	Position	Company/Business
Dec 2023 - present	Director	DS All Co., Ltd.
Dec 2023 - present	Director	Thonburi Partners Pte. Limited, Singapore
Jan 2023 - present	Director	TeleHealth Care Co., Ltd.

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Period	Position	Company/Business
Nov 2022 - present	Director	Lanta Vejkij Co., Ltd.
Nov 2022 - present	Director	Trang Vejkij Co., Ltd.
Apr 2022 - present	Director	Mediverse Co., Ltd.
2022 - present	Director	Thonburi Rangsit Hospital
Sep 2019 - present	Director	Thonburi Management Property Co., Ltd.
Apr 2018 - present	Director	Ubonrak Co., Ltd.
2018 - present	Director	Thanarad Thung Song Co., Ltd.
2018 - present	Director	ARYU International Health Care Co., Ltd.
2018 - present	Director	Rajthanee Realty Co., Ltd.
Jul 2017 - present	Director	Sirivej Chantaburi PCL.
Jul 2017 - present	Director	Rajyindee Hospital PCL.
Jan 2016 - Present	Director	Thonburi Realty Development Co., Ltd.
2016 - present	Director	Thonburi Sermrath Co.,Ltd.
2016 - present	Director	Healthiva Co., Ltd.
2014 - present	Director	Thonburi Wellbeing Co., Ltd.
Apr 2021 - 2022	Director	TH Health Co., Ltd.
Nov 2017 - 2022	Director	Thonburi Bumrungruang Hospital Co., Ltd.

- Competing business/business related to the Company's business which may create conflict of interest with the Company:** Dr. Tanatip Suppradit (M.D.) is a director and shareholder of Mediverse Co., Ltd., which is doing medical information business. However, the appointment of Dr. Tanatip Suppradit (M.D.) as director does not in contravention of the Public Companies Act B.E. 2535 (as amended) and the relevant laws which prohibit a director from conducting similar and competing business or serving as director of private company or other company that conducts similar and competing business.

Shareholding in the Company : Yes (< 0.01%)

Family relationship with executives : None

Legal dispute : None

Selection criteria and methods : Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Attendance in the year 2023

- Board of Directors' meeting attendance : 13/13 times

- Strategy's meeting attendance : 1/1 time

- 2023 Annual General Meeting of Shareholders attendance : 1/1 time

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

First Name – Last Name	▪ Mr. Chalermkul Apibunyopas
Age	▪ 68 years old
Date of Appointment as Director	▪ May 1993
Term of Directorship	▪ 30 years 11 months (up to the date of shareholders' meeting)
Type of Director Nominated	▪ Director
Type of Member of The Subcommittee Nominated	<ul style="list-style-type: none"> ▪ Chairman of Corporate Governance Committee ▪ Member of Risk Management Committee



Educational Qualifications

- Master's Degree: Master of Business Administration, Kasetsart University
- Bachelor's Degree: Bachelor of Business Administration, Dhurakij Pundit University
- Bachelor's Degree: Bachelor of Science, Computer, University of Baltimore
- Bachelor's Degree: Mini MBA in Health, Chulalongkorn University

Trainings

Trainings by the Thai Institute of Directors (IOD):

- | | | | | | |
|----------|---|-------|-----|------|------|
| - Course | Director Accreditation Program (DAP) | Class | 125 | Year | 2016 |
| - Course | Risk Management Program for Corporate Leaders (RCL) | Class | 7 | Year | 2017 |
| - Course | Corporate Governance for Executive (CGE) | Class | 11 | Year | 2018 |

Trainings by other Institutes:

- Course THON TOP's Executives Acceleration Program, Sasin School of Management
- Course Good Governance for Medical Executives (Class 1), King Prajadhipok's Institute and the Medical Council of Thailand

Present positions at the Company

- 2020 – present Chief Hospital Group 2
- 2018 - present Chairman of Corporate Governance Committee
- 2015 - present Member of Executive Committee and Member of Risk Management Committee
- 1993 - present Director (Executive Director)
- 1993 – present Director of Thonburi Thawiwatthana Hospital

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Professional Experience (during the past 5 years)

- *Other Position as a director/executive in other listed companies: None*
- *Other non-listed companies: 11 as follows:*

Period	Position	Company/Business
Jan 2023 - present	Director	TeleHealth Care Co., Ltd.
Nov 2022 - present	Director	Trang Vejkij Co., Ltd.
2022 - present	Director	Thonburi Rangsit Hospital Co., Ltd.
Apr 2021 - present	Director	TH Health Co., Ltd.
Jul 2020 - present	Director	Sirivej Chanthaburi PCL.
2018 - present	Director	Thanarad Thung Song Co., Ltd.
Jul 2017 - present	Director	Ubonrak Co., Ltd.
2017 - present	Director	Rajyindee Hospital PCL.
2002 - present	Director	Thanakan Hospital Co., Ltd.
1993 - present	Director	Modula Software Expertise Co., Ltd.
1993 - present	Hospital Director	Thonburi Thawiwatthana Hospital Co., Ltd.
Jan 2019 - Feb 2023	Director	Thonburi Bumrungruang Hospital Co., Ltd.
Dec 2016 - 2020	Director	Phatara Hospital Co., Ltd.
2001 - 2017	Executive Director	Thonburi Hospital Co., Ltd.

- *Competing business/business related to the Company's business which may create conflict of interest with the Company: -None-*

Shareholding in the Company : Yes (< 0.07%)

Family relationship with executives : None

Legal dispute : None

Selection criteria and methods : Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Attendance in the year 2023

- Board of Directors' meeting attendance	:	13/13	times
- Strategy's meeting	:	1/1	time
- 2023 Annual General Meeting of Shareholders attendance	:	1/1	time
- Corporate Governance Committee's meeting attendance	:	3/3	times
- Risk Management Committee's meeting attendance	:	11/11	times

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

- First Name – Last Name ▪ Dr. Aurchart Kanjanapitak (M.D.)
- Age ▪ 79 years old
- Date of Appointment as Director ▪ October 2019
- Term of Directorship ▪ 4 years 6 months (up to the date of shareholders’ meeting)
- Type of Director Nominated ▪ Director (non-executive)



Educational Qualifications

- Doctor of Philosophy: Doctor of Medicine, University of Essen German, Germany
- Certificate of Otolaryngology, University of Essen German, Germany
- Certificate of Otolaryngology, Ramathibhodee Hospital
- Doctor of Medicine, Chiangmai University Class 4

Trainings: -None-

Present positions at the Company

- Oct 2019 - present Director (Non-Executive Director)

Professional Experience (during the past 5 years)

- *Position as a director / executive in other listed companies: 2 as follows:*

Period	Position	Company/Business
2007 - present	Executive Director	Chiang Mai Medical Services Public Co., Ltd. (Lanna Hospital)
2004 - present	Executive Director	Vibhavadi Hospital PCL.
2021 - present	Chairman	Ramkhamhaeng Hospital PCL.
1988 - present	Director and Chairman of Executive Committee	Ramkhamhaeng Hospital PCL.
2004 - 2015	Director	Vibhavadi Hospital PCL.

- *Other non-listed companies: 11 as follows:*

Period	Position	Company/Business
2022 - present	Director	Synphaet Phatthanakan Co., Ltd. ^(N)
2022 - present	Chairman	Thonburi Rangsit Hospital Co., Ltd. ^(N)
2018 - present	President	Buriram Ruam Phaet Co., Ltd. ^(N)

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Period	Position	Company/Business
2007 - present	Director and Manager	Bhumirajanagarindra Kidney Institute Foundation
2006 - present	Executive Director	Synphaet Seriruk Co., Ltd. ^(N)
2005 - present	Director and Managing Director	Piyasiri Co., Ltd. ^(N) (Sukhumvit Hospital)
2005 - present	Director and Managing Director	Chaophya Hospital Co., Ltd. ^(N)
2001 - present	Honorary Advisor	Senate Committee on Public Health
2003 - present	Director and Managing Director	Vibharam Hospital Co., Ltd. ^(N)
2000 - present	First Vice President	Vajiravej-Vitayalai Chalermprakiet Foundation
1981 - present	Director and Managing Director	F & S 79 Co., Ltd. ^(N) (EENT Hospital)

- *Competing business/business related to the Company's business which may create conflict of interest with the Company: -None-*

Shareholding in the Company : Yes (1.68%)

Family relationship with executives : Father of Dr. Rukkagee Kanjanapitak (Director and Member of Executive Committee)

Legal dispute : None

Selection criteria and methods : Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Attendance in the year 2023

- Board of Directors' meeting attendance : 11/13 times
- Strategy's meeting attendance : 1/1 time
- 2023 Annual General Meeting of Shareholders attendance : 1/1 time

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

First Name – Last Name	▪ Mrs. Kannika Ngamsopee
Age	▪ 67 years old
Date of Appointment as Director	▪ April 2016
Term of Directorship	<ul style="list-style-type: none"> ▪ 8 years (up to the date of shareholders' meeting) ▪ 11 years * (including the current period until the end of this term)
Type of Director Nominated	▪ Independent Director
Type of Member of The Subcommittee Nominated	<ul style="list-style-type: none"> ▪ Chairman of the Audit Committee ▪ Member of the Risk Management Committee ▪ Member of Nomination and Remuneration Committee



Educational Qualifications

- Master's Degree: Master of Accounting, Thammasart University
- Master's Degree: Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor's Degree: Accounting (2nd Honors), Thammasart University
- Bachelor's Degree: Laws, Thammasart University

Trainings

Trainings by the Thai Institute of Directors (IOD):

- | | | | | | |
|----------|---|-------|----|------|------|
| - Course | Director Certification Program (DCP) | Class | 21 | Year | 2002 |
| - Course | Risk Management Program for Corporate Leaders (RCL) | Class | 13 | Year | 2018 |

Trainings by other Institutes:

- CMA Batch 3, Capital Market Academy
- Class of 2009, Thailand National Defense College
- Certified Public Accountant No.3156
- MPPM, (Police Education Bureau Class of 1/2007)
- Advanced Strategic Management, IMD. Switzerland (2012)
- International Trade Laws Certificate (Batch 1), The Thai Bar under the Royal Patronage

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

- Good Governance for Medical Executives (Class 8), King Prajadhipok's Institute and the Medical Council of Thailand

Present positions at the Company

- 2022 - present Member of Nomination and Remuneration Committee
- 2018 - present Chairman of Audit Committee and Member of Risk Management Committee
- 2016 - present Independent Director

Professional Experience (during the past 5 years)

- *Other Position as a director/executive in other listed companies: 4 as follows:*

Period	Position	Company/Business
2021 - present	Independent Director and Member of Audit Committee	Bangkok Aviation Fuel Services PCL.
2019 - present	Independent Director and Member of Audit Committee	Siam Makro PCL.
2016 - present	Independent Director, Chairman of Audit Committee, and Member of Risk Management Committee	Scan Inter PCL.
2015 - present	Director, Chairman of Risk Management Committee, and Member of Audit Committee	Global Green Chemical PCL.

- *Other non-listed companies: 7 as follows:*

Period	Position	Company/Business
Present	Director	Thonburi Bumrungmuang Hospital Co., Ltd.
2023 - present	Director	Green Earth Power (Thailand) Co., Ltd.
2023 - present	Director	Auto x co. ltd.
2019 - present	Director	Digital Government Development Agency
2018 - present	Director	ARYU International Health Care Co., Ltd.
2018 - present	Finance and Budget Subcommittee	Equitable Education Fund (EEF)
2017 - present	Asset Management Committee	Vajiravudh College

- *Competing business/business related to the Company's business which may create conflict of interest with the Company: -None-*

Shareholding in the Company : None

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Family relationship with executives	: None
Legal dispute	: None
Selection criteria and methods	: Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Attendance in the year 2023

- Board of Directors’ meeting attendance	:	13/13	times
- Audit Committee’s meeting attendance	:	10/10	times
- Nomination and Remuneration Committee’s meeting attendance	:	6/6	times
- Risk Management Committee’s meeting attendance	:	11/11	times
- Strategy’s meeting attendance	:	1/1	time
- Non – Executive Director’s meeting attendance	:	1/1	time
- 2023 Annual General Meeting of Shareholders attendance	:	1/1	time

Remark: (*) Mrs. Kannika Ngamsopee, an independent director, has reached her 8-year tenure years and if the shareholders meeting approves another term, she will hold the position more than 9 years. However, the necessity to this nomination even she is the independent director that has been in the position for more than 9 years are as follows:

- The independent director can act independently and be able to express their opinions independently yet in accordance with the relevant rules.
- Being an independent director, not involved in any management duties, not having any relationship with the management or the main shareholders including the auditors.
- Throughout her tenure, she has performed her duties by attending every meeting supported by her shareholder meeting attendance record.
- Being accountable to serve as the Chairman of the Audit Committee with abilities, qualifications, and maturity.
- She has qualifications and experience from serving as a director of several listed companies. Her abilities to give advice and opinions are very good beneficial with corporate governance for the Company.

For the necessary reasons and suitability mentioned above, the Board of Directors view as proper that she is suitable to be an independent director and should re-appoint her to perform the duties in accordance with the principles of good corporate governance. Despite her tenure of nine consecutive years for the non-executive, independent director, she is accountable to be nominated and proposed to the meeting of shareholders for approval.

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

- First Name – Last Name ▪ Mr. Virachai Srikajon
- Age ▪ 70 years old
- Date of Appointment as Director ▪ December 2015
- Term of Directorship ▪ 8 years 4 months (up to the date of shareholders' meeting)
- 11 years * (including the current period until the end of this term)
- Type of Director Nominated ▪ Independent Director
- Type of Member of The
Subcommittee Nominated ▪ Chairman of Nomination and Remuneration Committee
- Member of Audit Committee
- Member of Risk Management Committee



Educational Qualifications

- Master's Degree: Master of Business Administration, South Eastern University, Washington D.C.
- Bachelor's Degree: Engineering, Mechanical Engineer, Kasetsart University

Trainings

Trainings by the Thai Institute of Directors (IOD):

- | | | | | | |
|----------|--|-------|-----|------|------|
| - Course | Director Accreditation Program (DAP) | Class | 9 | Year | 2004 |
| - Course | Director Certification Program (DCP) | Class | 102 | Year | 2008 |
| - Course | Board Nomination and Compensation Program (BNCP) | Class | 4 | Year | 2018 |
| - Course | Advanced Audit Committee Program (AACP) | Class | 30 | Year | 2018 |

Trainings by other Institutes:

- Senior Executive Program, Class 4 Capital Market Academy

Present positions at the Company

- 2020 - present Member of Risk Management Committee
- 2015 - present Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Professional Experience (during the past 5 years)

- *Position as a director / executive in other listed companies: 1 as follows:*

Period	Position	Company/Business
2022 - present	Chairman of Nomination and Remuneration Committee	Patkol PCL.
1991 - present	Independent Director and Member of Audit Committee	Patkol PCL.

- *Other non-listed companies: 3 as follows:*

Period	Position	Company/Business
Present	Director	Thonburi Bumrungruang Hospital Co., Ltd.
2020 - present	Director	DS All Co., Ltd. (Former: Dental Siam Co., Ltd.)
2019 - present	Advisor attached to the committee	Committee on Local Administration, the Senate
July 2020 - 2022	Director	Thonburi Wellbeing Co., Ltd.

- *Competing business/business related to the Company's business which may create conflict of interest with the Company: -None-*

Shareholding in the Company : None

Family relationship with executives : None

Legal dispute : None

Selection criteria and methods : Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Attendance in the year 2023

- Board of Directors' meeting attendance : 13/13 times

- Audit's meeting attendance : 10/10 times

- Nomination and Remuneration Committee's meeting attendance : 6/6 times

- Risk Management Committee's meeting attendance : 11/11 times

- Strategy's meeting attendance : 1/1 time

- Non – Executive Director's meeting attendance : 1/1 time

- 2023 Annual General Meeting of Shareholders' attendance : 1/1 time

**Details of persons nominated for appointment as director
for the 2024 Annual General Meeting of Shareholders**

Remark: (*) Mr. Virachai Srikajon, an independent director, has reached his 8-year tenure years and if the shareholders meeting approves another term, he will hold the position more than 9 years. However, the necessity to this nomination even she is the independent director that has been in the position for more than 9 years are as follows:

- The independent director can act independently and be able to express their opinions independently yet in accordance with the relevant rules.
- Being an independent director, not involved in any management duties, not having any relationship with the management or the main shareholders including the auditors.
- Throughout his tenure, he has performed his duties by attending every meeting supported by his shareholder meeting attendance record.
- Being accountable to serve as member of Audit Committee with abilities, qualifications, and maturity.
- He has qualifications and experience from serving as a director of several listed companies. His abilities to give advice and opinions are very good beneficial with corporate governance for the Company.

For the necessary reasons and suitability mentioned above, the Board of Directors view as proper that he is suitable to be an independent director and should re-appoint him to perform the duties in accordance with the principles of good corporate governance. Despite his tenure of nine consecutive years for the non-executive, independent director, he is accountable to be nominated and proposed to the meeting of shareholders for approval.

**Details of persons nominated for election as additional director
for the 2024 Annual General Meeting of Shareholders**

- First Name – Last Name ▪ Dr. Pitchaya Somburanasin, M.D.
- Age ▪ 51 years old
- Type of Director Nominated ▪ Director (non-executive)



Educational Qualifications

- Bachelor's Degree: Bachelor of Medicine, Chiangmai University

Professional Experience (during the past 5 years)

- *Position as a director / executive in other listed companies: 2 as follows:*

Period	Position	Company/Business
Nov 2023 - Present	Group Chief Operating Officer and Group Executive Director	Ramkhamhaeng Hospital Public Company Limited
2021 - Present	Director and Member of Risk management and investment committee	Ramkhamhaeng Hospital Public Company Limited
2021 - Present	Director and Executive director	Vibharam Hospital Co., Ltd.

- *Other non-listed companies: 4 as follows:*

Period	Position	Company/Business
2021 - Present	Director and Executive director	Piyasiri Co., Ltd. (Sukhumvit Hospital)
2021 - Present	Director and Executive director	Synphaet Seriruk Co., Ltd.
2022 - Present	Director	Vibhavadi Medical Centre Public Company Limited
2016 - Present	Director and Executive director	Ramnakra Co., Ltd.

- *Competing business/business related to the Company's business which may create conflict of interest with the Company:* Dr. Pitchaya Somburanasin (M.D.) is the Group Chief Operating Officer and Group Executive Director, Group Executive Director, Director and shareholder of Ramkhamhaeng Hospital PCL. (RAM) in proportion of 1.847%, as well as being a director of Vibhavadi Hospital PCL. (VIBHA). However, the appointment of Dr. Pitchaya Somburanasin (M.D.) as director does not in contravention of the Public Companies Act B.E. 2535 (as amended) and the relevant laws which prohibit a director from conducting similar and competing business or serving as director of private company or other company that conducts similar and competing business. Although RAM and VIBHA conducts similar business, both are not THG's competitor. In respect of any agenda for which is conflict of interest (connected transactions), Dr. Pitchaya Somburanasin (M.D.) will be abstained from voting on such agenda. The holding of shares in THG by RAM has created strength as the

**Details of persons nominated for election as additional director
for the 2024 Annual General Meeting of Shareholders**

companies are able to exchange knowledge and expertise, for instance, being able to jointly order medical equipment, which increases the bargaining power, and consequently THG and RAM are able to effectively manage cost, and cooperate on patient referral in case of full occupancy etc.

RAM, VIBHA and THG have been good partners and supported business operations of each other. Although the companies conduct a similar business, we are not in competition as the hospitals are located in different locations.

Shareholding in the Company	: None
Family relationship with executives	: None
Legal dispute	: None
Selection criteria and methods	: Nominated by the Nomination and Remuneration Committee according to prescribed procedures and methods

Details of increase shares under General Mandate

(F 53-4)

Capital Increase Report Form

Thonburi Healthcare Group Public Company Limited

5 March 2024

Thonburi Healthcare Group Public Company Limited (the “Company”) hereby informs the resolutions of the Board of Directors’ Meeting No. 3/2024, held on 5 March 2024, from 02.00 p.m. to 06.30 p.m., relating to the capital increase and share allotment as follows:

1. Capital increase:

The Board of Directors’ Meeting passed a resolution approving the increase of the Company’s registered capital from the existing registered capital of Baht 847,467,400 to the new registered capital of Baht 932,214,140 by issuing 84,746,740 new ordinary shares with a par value of Baht 1 each, totaling Baht 84,746,740 The details of the type of capital increase are as follows: -

Type of capital increase	Type of share	Number of shares (Shares)	Par value (Baht per share)	Total (Baht)
<input type="checkbox"/> Specific Objectives	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	84,746,740	1	84,746,740

2. Allotment of newly issued shares:

The Board of Directors’ Meeting passed a resolution approving the allotment of the capital increase shares in the number of 84,746,740 shares with a par value of Baht 1 each, totaling Baht 84,746,740. The details of the allotment are as follows: -

2.1 Capital Increase with Specific Objective

- None -

2.2 General Mandate

2.2.1 Details of the allotment

Allocation to	Type of share	Number of shares (shares)	Percentage of paid-up capital	Note
for existing shareholders according to their shareholding	Ordinary share	Not exceeding 84,746,740	10	-

Details of increase shares under General Mandate

Allocation to	Type of share	Number of shares (shares)	Percentage of paid-up capital	Note
for Public Offering: PO.	Ordinary share	Not exceeding 84,746,740	10	
for Private Placement: PP.	Ordinary share	Not exceeding 84,746,740	10	

2.2.2 The Company's plan in case there are remaining shares from the subscription

In case there are remaining shares from the subscription of the capital increase shares by the existing shareholders, such remaining shares shall be offered to the existing shareholders proportionately to their shareholding at the discretion of the Board of Directors

3. Schedule for the AGM to approve the capital increase and the allocation of new shares:

The Annual General Meeting of Shareholders for 2024, which will be held on 24 April 2024 at 10.00 hrs. at Nuntha Utayarn Samosorn, located opposite to the Thonburi Hospital at no. 64 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok 10700. The record date for the rights of shareholders to attend the meeting is 19 March 2024.

4. Approval of the capital increase/allocation of new shares by relevant governmental agency and conditions thereto (If any)

- 4.1 The Company will submit the application for registration of the capital increase and paid-up capital with the Department of Business Development, Ministry of Commerce.
- 4.2 The Company will register the increase of registered capital and amend the Memorandum of Association to the Department of Business Development, Ministry of Commerce within 14 days from the date of the shareholders' meeting to approve the increase of registered capital and amendment of the Memorandum of Association of the Company.
- 4.3 The Company will submit the application with the Stock Exchange of Thailand for listing of the new ordinary shares from the increase of the registered capital on the SET.

Details of increase shares under General Mandate**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

To be provided readiness and enhance financial strength and financial flexibility to the Company which focuses on investing and expansion of the hospital business for sustainable growth. The Company may adjust the proceeds utilization plan stated above as appropriate in its interest.

6. Benefits which the company will receive from the capital increase/allocation of new shares.

Capital increase through General Mandate will increase the flexibility in fund raising and enable the Company to expand its future business in a timely manner. Furthermore, it will enhance liquidity and give rise to a stronger financial structure which will benefit the Company and general return to shareholders in the long term.

7. Benefits which the shareholders will receive from the capita increase/ allocation of new shares:

The Company has a policy to pay dividends at no less than 40% of its total net profit according to the Company's separate financial statements after income tax (but does not include unrealized foreign exchange gains or losses) and after legal reserves' deduction and other reserves. Such dividend payments may be changed as appropriate with consideration of operating results, investment plan, financial positioning, cash flow, liquidity, and other factors in the future. The Board of Directors may consider reviewing and amending the dividend payment policy from time to time in order to meet the company's business growth plan, investment and working capital including other factors as deemed appropriate. However, such dividend payment will not exceed the retained earnings shown in the Company's separate financial statements in accordance with the relevant laws.

8. Other detail necessary for shareholders to approve the capital increase/allocation of new share

-None-

9. Schedule of action in the case where the Board of Directors pass a resolution approving the capital increases or allotment of new share:

Details of increase shares under General Mandate

No	Procedures of the capital increase	Date / Month / Year
1	The Board of Directors' Meeting No. 3/2024	5 March 2024
2	The date on which the record shareholders have the right to attend the Annual General Meeting of Shareholders for the Year 2024 (Record Date)	19 March 2024
3	The Annual General Meeting of Shareholders for the Year 2024	24 April 2024
4	Registration of capital increase, including the amendment to the memorandum of association with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval

The Company hereby certifies that the information contained in this report form is true and complete in all respects.



(Dr. Tanatip Suppradit (M.D.))

Chief Executive Officer (CEO)

Authorized person

Profile of independent directors proposed as proxy of shareholders

- First Name – Last Name ▪ Dr. Vikrom Koopirochana (Ph.D.)
- Age ▪ 77 years old
- Address ▪ 611 Bamrung Mueang Rd, Khlong, Maha Nak,
Pom Prap Sattru Phai, Bangkok 10100
- Position ▪ Independent Director



Special interest which is different from other directors in any agenda: None

Educational Qualifications

- Doctor's Degree: History of International Relations, Michigan State University
- Master's Degree: History of International Relations, Michigan State University
- Bachelor's Degree: Arts, Faculty of Arts, Chulalongkorn University
- Others: Honorary Doctorate in Humanities, Schiller International University, UK

Professional Experience (during the past 5 years)

● *Other listed companies:*

Period	Position	Company/Business
2015 - present	Chairman of Risk Management Committee	MFC Asset Management PCL.
2014 - present	Director and Member of Audit Committee	MFC Asset Management PCL.
2010 - present	Chairman	Country Group Development PCL.

● *Other non-listed companies/organizations:*

Period	Position	Company/Business
2024 - present	Chairman	Falcon Insurance PCL.
2014 - present	Director and Member of Audit Committee	Falcon Insurance PCL.
2007 - present	Honorary Advisor	British Chamber of Commerce Thailand

Profile of independent directors proposed as proxy of shareholders

- First Name – Last Name ▪ Mr. Virachai Srikajon
- Age ▪ 70 years old
- Address ▪ 611 Bamrung Mueang Rd, Khlong, Maha Nak,
Pom Prap Sattru Phai, Bangkok 10100
- Position ▪ Independent Director, Chairman of Nomination
and Remuneration Committee, Member of Audit
Committee, and Member of Risk Management
Committee



Special interest which is different from other directors in any agenda: -None-

Educational Qualifications

- Master’s Degree: Business Administration, Southeastern University Washington D.C.
- Bachelor’s Degree: Engineering, Mechanical Engineer, Kasetsart University

Professional Experience (during the past 5 years)

● *Other listed companies:*

Period	Position	Company/Business
2022 - present	Chairman of Nomination and Remuneration Committee	Patkol PCL.
1991 - present	Independent Director and Member of Audit Committee	Patkol PCL.

● *Other non-listed companies/organizations:*

Period	Position	Company/Business
Present	Director	Thonburi Bumrungmuang Hospital Co., Ltd.
Jan 2020 - present	Director	DS All Co., Ltd. (Former: Dental Siam Co., Ltd.)
2019 - present	Advisor attached to the committee	Committee on Local Administration, the Senate
July 2020 - 2022	Director	Thonburi Wellbeing Co., Ltd.

Note: Mr. Virachai Srikajon is a director retired by rotation in the 2024 Annual General Meeting of Shareholders.

CONDITIONS AND PROCEDURES FOR REGISTRATION, PROXY, AND VOTING THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED

For the Company to have the shareholders meeting performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential materials showing the status of shareholders or their representatives who are entitled to participate in the meeting examined and as the standard procedures to be followed further. However, the Company hereby reserves the rights for making the exception in submitting such documents or evidential materials showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

(1) Documents or evidence required before attending the Meeting

"Evidence issued by governmental authorities refer to the national identification card, a government official card or a passport that has been valid"

A. For a Natural Person

1. **In case of self-attending** - valid evidence issued by governmental authorities (the original).
2. **In case of proxy:**
 - 2.1 Proxy in the form as attached to the Notice to Shareholders, filled up and signed by the shareholder and the proxy,
 - 2.2 Evidence issued by governmental authorities (a copy) of the shareholder and certified by the shareholder,
 - 2.3 Valid evidence issued by governmental authorities (the original) of the proxy.

B. For a Juristic Person

1. **In case of representative of shareholder (authorized director) attending the Meeting:**
 - 1.1 Valid evidence issued by governmental authorities (the original) of the authorized director (s),
 - 1.2 Copy of shareholder 's Letter of Certification (not over 6 months) certified by authorized director(s) showing that such authorized director(s) has the authority to act on behalf of the juristic Person.
2. **In case of proxy:**
 - 2.1 Proxy in the form as attached to the Notice to Shareholders, filled up and signed by the shareholder and the proxy,
 - 2.2 Valid evidence by governmental authorities (the original) of the proxy
 - 2.3 Copy of shareholder 's Letter of Certification (not over 6 month) certified by authorized director(s) showing that such authorized director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder.

C. For a Non – Thai Nationality or a Juristic Person established under the foreign laws

The documents and evidence will be as required above. In case the original documents or evidences are not in the English language, the English translation certified true and correct translation by its authorized director (s) is required.

(2) Proxy procedures

Three types of Proxy Forms (Enclosure 11), Shareholders (natural person, institution, or juristic person) who cannot attend this Meeting in person can appoint proxy holders by the following methods:

1. A proxy is given to any person or the Company's independent director as desired by such the shareholder by indicating the name and particulars of such person who is to act as a proxy or making a mark in front of the independent director's name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.
2. Baht 20 worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in using the duty stamps prepared the Company with free of charge.

Any shareholder can hold any amount of the Company's shares and must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

(3) Provisions in casting the vote

3.1 Vote casting and condition

A shareholder shall have votes equal to the number of shares held (or as states in the proxy). One share shall be equal to one vote.

- A. In voting each agenda item, the Company's staff will collect the voting cards only for those who cast **Disagree** or **Abstain**. Except for the voting in Agenda: To consider appointing the Company's directors to replace those who are due to retire by rotation, the Company's staff will collect the voting cards from every shareholders or proxies who attend the meeting and have the right to vote by collecting all the voting cards of "Agree", "Disagree" or "Abstain".
- B. In case of no shareholder casting **Disagree** or **Abstain** (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.

- C. Voting in case of the proxy and the shareholders indicate their votes in the proxy form, the Company will take those voting record as part of vote casting and will be counted in the voting process upon the proxy receipt.
- D. In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.
- E. The resolution of the shareholders meeting must consist of the following votes:

Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors.

- Voting for any resolution or approval, the shareholders' meeting shall be passed by the majority votes of the shareholders who attend the meeting and have the right to vote.
- In the following cases, resolutions shall be passed by votes of not less than 3/4 (three- fourths) of the total votes of the shareholders who attend the meeting and have the right to vote;
 - 1) the sale or transfer of the whole or substantial part of business of the Company to other persons; or
 - 2) the purchase or acceptance of transfer of the whole or substantial part of businesses of the Company to other persons; or
 - 3) Making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business and the designation of any other persons to manage the Company's business.
- In other cases, where required by laws or the Company's Articles of Association defined differently from the two cases above. The shareholders will be informed before casting votes on each agenda. However, provisions of resolution required for each agenda has been provided for shareholders' acknowledgement in notice of the 2024 Annual General Meeting of Shareholders

ARTICLES OF ASSOCIATION
IN RELEATION TO THE SHAREHOLDERS' MEETING

Chapter 2 Issuance and Transfer of Shares

Article 13 During 21 (twenty-one) days before the Annual General Meeting of shareholders, the Company may close its shares' register book and suspend transfer of its shares by giving the prior notice to the shareholders at the Company's headquarter and all branches not less than 14 (fourteen) days.

Chapter 3 Directors and Power of Directors

Article 15 A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has 1 (one) vote for each share;
- (2) Each shareholder may exercise the votes in electing 1 (one) or more persons to be the directors but the votes are indivisible; and
- (3) The person who obtains the highest votes will be elected as a director in respective order according to the required number of directors, but if 2 (two) or more persons obtain equal votes, the Chairman must exercise a casting vote.

Article 16 The directors' remuneration and other compensations shall be determined by the shareholders' meeting.

Article 18 At every annual general meeting, 1/3 (one-thirds) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to 1/3 (one-thirds) shall retire from the office. A retiring director is eligible for re-election. The directors to retire during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

Article 22 The shareholders meeting may pass a resolution to remove any director from office prior to the expiration of the director's term of office by a vote of no less than 3/4 (three-fourths) of the number of the shareholders attending the meeting and having the right to vote and the shares held by them shall not, in aggregate, be less than 1/2 (half) of the number of the shares held by the shareholders attending the meeting and having the right to vote.

Chapter 4 The Shareholders' Meeting

Article 33 The shareholders meeting may be held at the location where the Company's head office is situated or other locations as determined by the Board of Directors.

Article 34 The Board of Directors shall convene an annual general meeting of shareholders within 4 (four) months from the last day of the Company's fiscal year.

Shareholders' meetings, other than those specified above, shall be called the extraordinary meeting.

The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board of Directors deems appropriate. The shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary General Meeting of Shareholders. The said letter shall clearly specify subject and reasons for such request. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five days from the date of receipt of such request from the shareholders.

Article 35 In summoning the shareholders meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than 7 (seven) days prior to the date of the meeting.

The notice of the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting for 3 (three) consecutive days.

Article 36 In every shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than 25 (twenty-five) persons or not less than 1/2 (half) of the total number of shareholders, holding in aggregate of not less than 1/3 (one-thirds) of the total number of shares sold, in order to constitute a quorum.

At any shareholders meeting, if 1 (one) hour has passed beyond the fixed time for the meeting and the number of shareholder's present is inadequate to constitute a quorum as specified, and if such shareholders' meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than 7 (seven) days before the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 37 In the shareholders' meeting, a shareholder can proxy other person to attend the meeting and vote on behalf of a shareholder

The proxy shall be made in writing and signed by a shareholder and in accordance with the form as specified by the Public Company Registrar, the details shall include the followings:

- (a) Number of shares held by a shareholder;
- (b) Name of shareholder; and

(c) No. of meeting for proxy to attend the meeting and vote.

provided that the proxy form shall be presented to the Chairman of the Board of Directors or any other person designated by the Chairman of the Board of Directors before attending the meeting.

Article 38 If the meeting cannot complete the consideration of the agendas pursuant to the notice for convening the shareholders' meeting or the agendas proposed by the shareholders who have the shares not less than 1/3 (one-thirds) of the total number of shares sold and it is necessary to postpone the meeting, the shareholders' meeting shall determine the venue, date and time for the next meeting and the Board of Directors shall send the notice for convening the shareholders' meeting by specifying the venue, date, time and agendas to the shareholders not less than 7 (seven) days before the meeting. The notice of the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting for 3 (three) consecutive days.

Article 39 The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman is unable to perform his/her duty or the Chairman is not present at the meeting, the Vice-Chairman shall preside over the meeting. If the Vice-Chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect 1 (one) shareholder who attends the meeting to act as the Chairman of the meeting.

Article 40 In casting votes at the shareholders' meeting, 1 (one) share shall represent 1 (one) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors. The resolution of the shareholders' meeting shall comprise of the following votes:

Voting for any resolution or approval, the shareholder's meeting shall be passed by the majority votes of the shareholders who attend the meeting and have the right to vote. In the following cases, resolutions shall be passed by votes of not less than 3/4 (three- fourths) of the total votes of the shareholders who attend the meeting and have the right to vote;

- (a) the sale or transfer of the whole or substantial part of business of the Company to other persons; or
- (b) the purchase or acceptance of transfer of the whole or substantial part of businesses of the Company to other persons; or
- (c) Making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business and the designation of any other persons to manage the Company's business.

Chapter 6 Dividend and Legal Reserve

Article 47 Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preferred shares.

Article 48 The Company must appropriate to a reserve fund, from the annual net profit, not less than 5 (five) percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 (ten) percent of the registered capital of the Company. In addition to such reserve, the Board of Directors may propose to the shareholders meeting to approve the allocation of other reserves as deemed beneficial to the Company's operation.

Chapter 8 Accounting, Financing and Auditing

Article 53 The Board of Directors must propose the balance sheet and profit and loss statement as at the end of the accounting period of the Company to the annual general meeting of shareholders for approval. The balance sheet and profit and loss statement must be audited by the auditors before they are proposed to the meeting of shareholders.

Article 54 The Board of Directors must deliver the following documents to the shareholders together with the notice of the annual general meeting:

- (1) copies of the audited balance sheet and profit and loss statement together with the auditors' report; and
- (2) the directors' annual report including its supporting documents.

Article 55 The Board of Directors shall prepare the list of directors, minutes of Board of Directors' meeting and minutes of shareholders' meeting and all resolutions of the meeting as the due record and evidence and such evidences shall be kept at the headquarter of the Company or the Company shall assign a person to maintain it at any place within the area of headquarter or nearby province provided that in doing so, it shall provide prior notice to the Registrar.

Article 56 The auditor shall be appointed by the Annual General Meeting of shareholders and the Auditor whose term has been expired, can be reappointed.

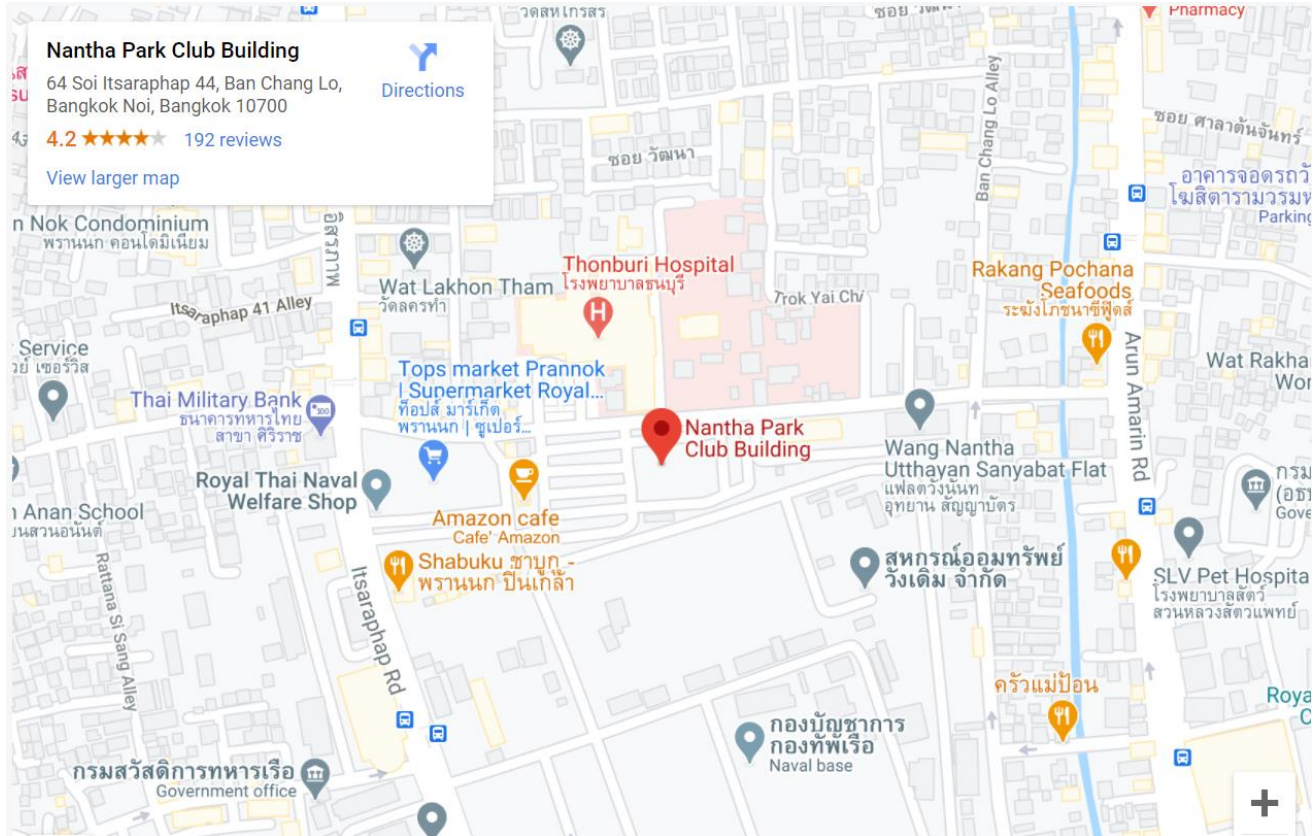
Article 57 The auditor's compensation shall be determined by the shareholders' meeting.

Chapter 9 Miscellaneous

Article 59 The auditor shall attend every shareholders' meeting of which it has agenda to consider the balance sheet, profit and loss statement and matters regarding the Company's accounting in order to clarify the audit of financial statement to the shareholders and the Company shall provide the financial statement report and other Company's documents to send to the shareholders to the auditor.

Map of meeting venue

at Nantha Park Club Building (Opposite Thonburi Hospital)



Use of QR Code for Downloading Annual Report and Invitation to the Shareholders' Meeting

The Stock Exchange of Thailand through Thailand Securities Depository Company Limited as the securities registrar has developed the system for listed companies to submit their annual report in electronic through QR Code for shareholders to access the information easily and conveniently and to reduce nature resources.

The shareholder can download the information through QR Code (Enclosure 1) according to the following steps:

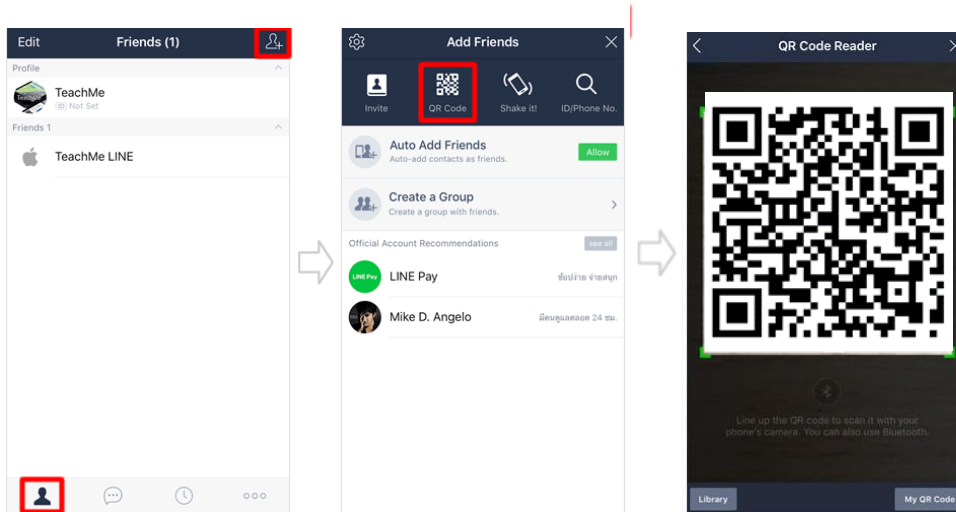
For IOS

Option 1

1. Turn on camera on mobile phone and scan QR Code on the document
2. The screen will appear "Notification" and then press the "Notification" to access the information of the meeting

Option 2

1. Open LINE application
2. Select "Add Friend" → Select "QR Code" → Scan QR Code on the document

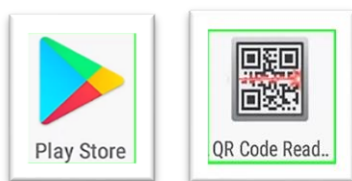


Remark: If it does not have the notification on mobile phone, the shareholder can scan QR Code from other applications such as QR CODE READER and Facebook etc.

3. It will have "Notification" appears on the screen. press the "Notification" to access the information of the meeting

For Android

1. Open application "QR CODE READER" or if the application has not been downloaded yet, it can download at Play Store. Open QR Code Reader which will be camera screen as usual and then scan QR Code on the document. The URL of the document will appear and then press OK or Open to access the information of the meeting



2. Access through LINE application Select "Add Friend" → Select "QR Code" → Scan "QR Code" same as IOS

**Proxy Form B
(Explicit Form)**

Duty Stamp 20 Baht

Made at

DateMonth.....Year.....

1. I/We..... Nationality.....
Residing at No..... Road..... Sub District.....
District..... Province..... Post Code.....

As a Shareholder of **Thonburi Healthcare Group PCL.**

Holding the Ordinary share in amount of..... shares, and eligible for votes

2. Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 6)

(1) Name..... AgeYear
Residing at No. Road Sub District
District Province..... Post Code..... or

(2) Name..... Age.....Year
Residing at No. Road Sub District
District Province..... Post Code..... or

(3) Assign a proxy to the Independent Director Dr. Vikrom Koombpaichan Age 77 Years
Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak
District Pom Prap Sattru Phai Province Bangkok Post Code 10100 or

(4) Assign a proxy to the Independent Director Mr. Virachai Srikajon Age 70 Years
Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak
District Pom Prap Sattru Phai Province Bangkok Post Code 10100

Just only one as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on 24 April 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or on such other date and at such other place as may be adjourned or changed.

3. I/We here authorize the Proxy to vote on my /our behalf in this meeting as follows:

Agenda 1 Matters for acknowledgement

- This agenda is for acknowledge and does not require the voting -

Agenda 2 To consider and acknowledge the operating results for the year 2023

- This agenda is for acknowledge and does not require the voting -

Agenda 3 To approve the financial statements for the year 2023, ending on December 31, 2023

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda 4 To approve appropriation of net profit as legal reserve and dividend payment for the year 2023

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda 5 To agree the appointment of auditors and audit fee for the fiscal year ending December 31, 2024

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda 6 To consider and approve the appointment of directors in replacement of those who retire by rotation

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

The election and appointment of individual director(s) as follows:

(1) Dr. Tanatip Suppradit (M.D.)

Approve Not approve Abstain

(2) Mr. Chalermkul Apibunyopas

Approve Not approve Abstain

(3) Dr. Aurchat Kanjanapitak (M.D.)

Approve Not approve Abstain

(4) Mrs. Kannika Ngamsopee

Approve Not approve Abstain

(5) Mr. Virachai Srikajon

Approve Not approve Abstain

Agenda 7 To increase the number of directors and appoint 1 director

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda 8 To consider and approve the determination of remuneration of the Board of Directors and the subcommittee.

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda 9 To consider the increase of registered capital of the Company under a General Mandate.

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda 10 To consider the increase of registered capital of the Company under a General Mandate and approve an amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital.

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda 11 Other mattes (If any)

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

4. Voting of proxy holder in any agenda that is not in accordance with this proxy shall be considered as invalid and not my/our voting as a shareholder.
5. In case I/We have not indicated my/our voting intention in any agenda or my intention is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or additional facts be given, the proxy holder shall have the right to consider and vote on my/our behalf as deem appropriate.

Any act (s) undertaken by the proxy at such meeting, unless the proxy holder does not vote as I/we specified herein, shall be deemed as my/our own act (s) in every respect.

Signed Grantor
()

Signed Proxy
()

Remarks

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the appointment of directors, the voting can be either for all the nominated candidates as a whole or voting for each nominated candidate.
3. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to the proxy from B as attached.

Annex to Proxy (Form B)

Granting of a proxy as a shareholder of **Thonburi Healthcare Group Public Company Limited**.

At the 2024 Annual General Meeting of Shareholders on 24 April 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or the any adjournment thereof to any other date, time and venue.

 Agenda..... Subject

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda..... Subject

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda..... Subject

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda..... Subject

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Agenda..... Subject

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

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

Approve Not approve Abstain

Duty
Stamp
20 Baht

Proxy Form C

(For foreign shareholders who have custodians in Thailand only)

Made at.....

Date Month Year.....

1. I/We..... Nationality.....

Residing at No. Road..... Sub District.....

District Province Post Code.....

As a custodian of (Please specify the fund name/shareholder name).....

As a Shareholder of **Thonburi Healthcare Group Public Company**

Holding the Ordinary share in amount of.....shares, and eligible for.....votes

2. Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 6)

(1) Name.....AgeYear

Residing at No. Road Sub District

District Province..... Post Code..... or

(2) Name.....Age.....Year

Residing at No. Road Sub District.....

District Province..... Post Code..... or

(3) Assign a proxy to the Independent Director Dr. Vikrom Koopairochan Age 77 Years

Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak

District Pom Prap Sattru Phai Province Bangkok Post Code 10100 or

(4) Assign a proxy to the Independent Director Mr. Virachai Srikajon Age 70 Years

Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak

District Pom Prap Sattru Phai Province Bangkok Post Code 10100

Just only one as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on 24 April, 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or on such other date and at such other place as may be adjourned or changed.

3. I/We here authorize the Proxy holder to attend the meeting and vote on my /our behalf in this meeting as follows:

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary share.....shares, and is entitled to cast.....votes

4. I/We here authorize the Proxy to vote on my /our behalf in this meeting as follows:

- Agenda 1 Matters for acknowledgement**
 - This agenda is for acknowledge and does not require the voting -
- Agenda 2 To consider and acknowledge the operating results for the year 2023**
 - This agenda is for acknowledge and does not require the voting -
- Agenda 3 To approve the financial statements for the year 2023, ending on December 31, 2023**
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 4 To approve appropriation of net profit as legal reserve and dividend payment for the year 2023**
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 5 To agree the appointment of auditors and audit fee for the fiscal year ending 31 December 2024**
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 6 To consider and approve the appointment of directors in replacement of those who retire by rotation**
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- The election and appointment of individual director(s) as follows:
- (1) Dr. Tanatip Suppradit (M.D.)
- Approve Not approve Abstain
- (2) Mr. Chalermkul Apibunyopas
- Approve Not approve Abstain
- (3) Dr. Aurchat Kanjanapitak (M.D.)
- Approve Not approve Abstain
- (4) Mrs. Kannika Ngamsopee
- Approve Not approve Abstain
- (5) Mr. Virachai Srikajon
- Approve Not approve Abstain

- Agenda 7 To increase the number of directors and appoint 1 director**
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 8 To consider and approve the determination of remuneration of the Board of Directors and the subcommittee**
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 9 To consider the increase of registered capital of the Company under a General Mandate.**
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 10 To consider the increase of registered capital of the Company under a General Mandate and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.**
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 11 Other mattes (If any)**
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

5. Voting of proxy holder in any agenda that is not in accordance with this proxy shall be considered as invalid and not my/our voting as a shareholder.
6. In case I/We have not indicated my/our voting intention in any agenda or my intention is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or additional facts be given, the proxy holder shall have the right to consider and vote on my/our behalf as deem appropriate.

Any act (s) undertaken by the proxy at such meeting, unless the proxy holder does not vote as I/we specified herein, shall be deemed as my/our own act (s) in every respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
 - (1) Letter of attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
4. In agenda regarding the appointment of directors, the voting can be either for all the nominated candidates as a whole or voting for each nominated candidate.
5. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to the Proxy Form C as attached.

Annex to Proxy (Form C)

Granting of a proxy as a shareholder of **Thonburi Healthcare Group Public Company Limited.**

At the 2024 Annual General Meeting of Shareholders on 24 April 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or the any adjournment thereof to any other date, time and venue.

Agenda..... Subject

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda..... Subject

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda..... Subject

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda..... Subject

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

Agenda..... Subject

- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

THONBURI HEALTHCARE GROUP

TH โรงพยาบาลธนบุรี
THONBURI HOSPITAL

TH ธนบุรี ทวีวัฒนา
THONBURI THAWIWATTHANA

TH ธนบุรี บำรุงเมือง
THONBURI BAMRUNG MUANG

TH ธนบุรี บูรณะ
THONBURI BURANA

TH ธนบุรี ทุ่งสง
THONBURI THUNG SONG

RH โรงพยาบาลราชกรีฑยน์ดี
RAJYINDEE HOSPITAL

UB โรงพยาบาลอุบลราชธานี ธนบุรี
UBONRAK THONBURI HOSPITAL
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S โรงพยาบาลสิริเวจจันธนบุรี
SIRIVEJ HOSPITAL CHANTHABURI

SW ศิริ-ธนบุรี
Phatra-Thonburi Hospital

TH ธนบุรี ราง
THONBURI TRANG

AR
YU
HOSPITAL

S ธนบุรี เสริมรัง
THONBURI SERMRATH

Jin Wellbeing
County

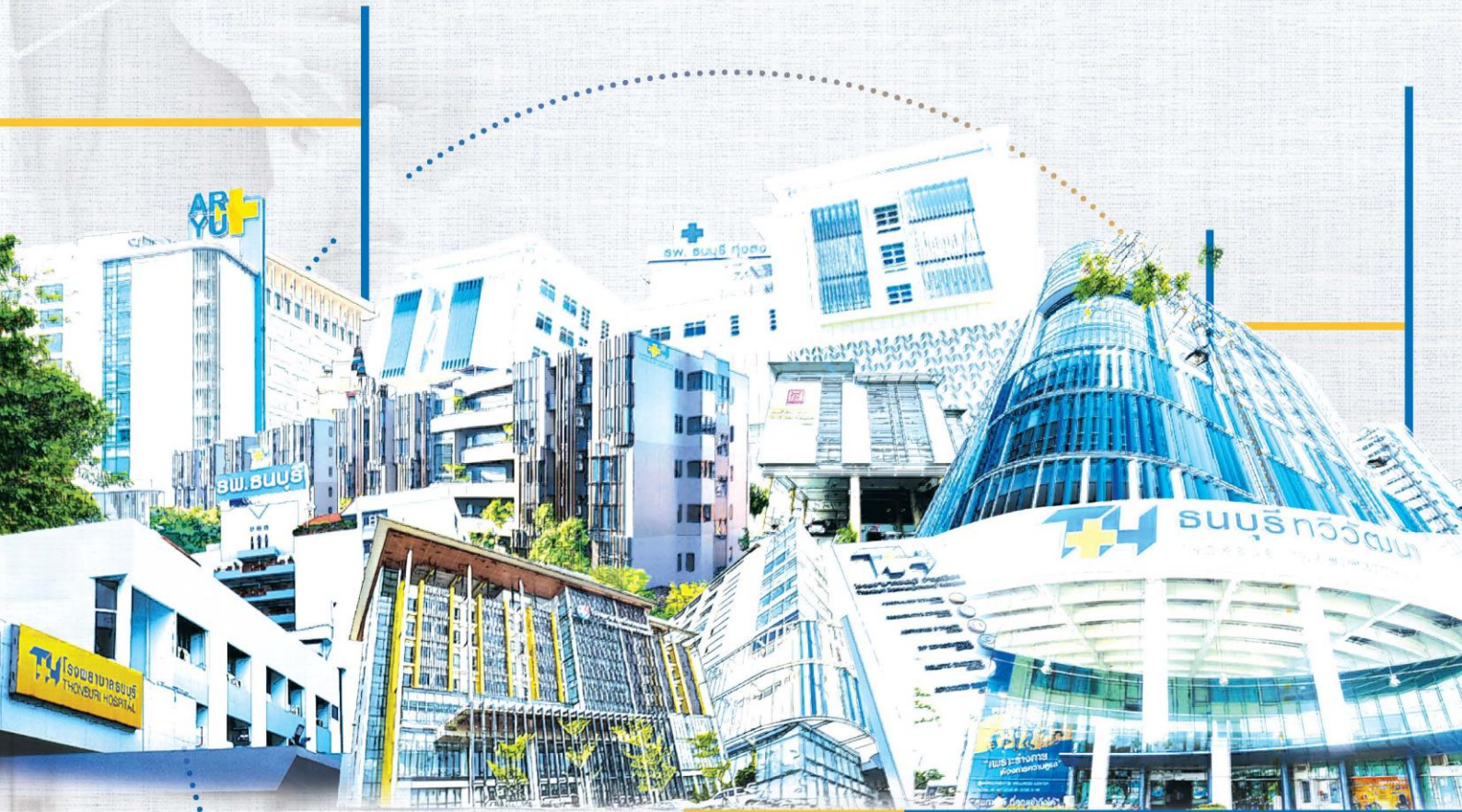
Thonburi Health Village
PRACHA UTHIT

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BY THONBURI



CONTACT US

-  **Thonburi Healthcare Group PCL.**
34/1 Itsaraphap Rd, Ban Chang Lor,
Bangkok Noi, Bangkok 10700
-  **02 487 2000, 02 412 7343**
-  **ir@thg.co.th**
-  **www.thg.co.th**

