

**Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024**

**Thonburi Healthcare Group Public Company Limited**

Wednesday, 6 March 2024, 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital)



For quick registration. Please bring your barcode registration form to the office.

In case of delegation of power to others. Please sign the Proxy Form. (Enclosure 6) and ID card

Proxies to be presented to the staff at the shareholders meeting.

## Measures and guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2024

### Regarding the outbreak of the COVID-19

THG would like to inform measures and guidelines for attending the Extraordinary General Meeting of Shareholders (“EGM”) No. 1/2024 as follows:

1. Since the EGM No. 1/2024 is a gathering of people which increases risk of spreading COVID-19, THG recommends all shareholders to consider appointing independent director as their proxies in attending the EGM No. 1/2024 on their behaves, to prevent and reduce the risk of the spread of COVID-19 and for the hygiene of shareholders. Please complete the proxy form sent to the shareholders in Enclosure 6 and consider the Profile of independent in Enclosure 1 or download from the Company's website <http://www.thg.co.th/th/investor-relations/shareholders-meeting> and submit it along with accompanying documents for proxy appointment to office of THG's corporate secretary, 5<sup>th</sup> floor, Thonburi Bamrungmuang Hospital, 611 Bamrung Mueang Rd, Khlong Maha Nak, Pom Prap Sattru Phai, Bangkok 10100.

2. THG has provided a channel to shareholder for submitting any questions relating to the meeting in advance and prior to 10 April 2023 and published the required procedures on the Company's website <https://www.thg.co.th/th/investor-relations/shareholders-meeting>. Within 29 February 2024. The Company shall select appropriate questions to which the Company shall response in the AGM and record them under the minutes of the meeting.

3. In the case that any shareholder would like to attend in person, THG would like to inform the measures and guidelines for organizing the meeting to prevent and reduce the risk of the spread of COVID-19 as follows:

- 3.1. THG kindly requests attendees to prepare a surgical mask by yourself and wear it throughout the duration of the meeting to reduce the risk of transmission and contagion of virus.
- 3.2. Attendees will be assigned to a seat with appropriate social distancing. to prevent the spread of COVID-19.
- 3.3. For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. Attendees will be asked to submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors.
- 3.4. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via online disclosure system of the SET (SETLink) or/and the Company's website [www.thg.co.th](http://www.thg.co.th).

Please be informed accordingly and kindly cooperate for strict compliance with the above guidelines.

Sincerely yours,

Thonburi Healthcare Group PCL.

## Privacy Notice for the Extraordinary General Meeting of Shareholders No.1/2024

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, 5<sup>th</sup> Floor

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

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No. THG 13/2024

16 February 2024

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To : Shareholders

Enclosures: 1. Invitation letter with QR Code (Please present on the meeting date for registration)

2. Profile of independent directors proposed as proxy of shareholders
3. Conditions and methods of registration for attendees of the meeting, granting proxy and votes counting.
4. Provisions of the Articles of Association relating to shareholders' meeting
5. Map of the annual general meeting's venue
6. Use of QR Code
7. Three types of Proxy Forms (Form A, B, and C) (Recommend using the Proxy Form B)

Notice is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2024 of Thonburi Healthcare Group Public Company Limited ("THG") which will be held on 6 March 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Issaraparp 44, Issaraphap Rd., Baan Changlor Sub-district, Bangkok Noi District, Bangkok 10700 to consider the agendas as follows:

Agenda 1 Matters for acknowledgement

Agenda 2 To approve the issuance and offering of debentures of Thonburi Healthcare Group Public Company Limited.

Purpose and Reason: To diversify a source of funds to invest and operate for the company as well as subsidiaries, and increase the flexibility to adjust the proportion of long term and short term to align with the dynamic of economic movement in current situation. Company plans to raise funds by issue and offering debentures with the offering value not exceeding of Baht 4,000,000,000 (-four billion bath-) or equivalent in any other currency, the following details:

Item	Detail
Objective	To use for investment and/or working capital and/or refinancing loan and/or debt repayment and/or funding business operations or to use as capital for the Company and its affiliates.
Type of Debentures:	Any and all types of debentures, including but not limited to, secured or unsecured debentures, with or without guarantor, with or without debenture

Item	Detail
	holders' representative, and can be subordinated or unsubordinated debentures, depending on market conditions at the time of each issuance and offering of debentures and other related factors.
Offering Amount:	<p>The principal amount of debentures (at par value) proposed for approval shall not exceed Baht 4,000 million (or equivalent in any other currency). In the event that the Company redeems or repurchases any of its debentures, the Company can issue more debentures within that amount (Revolving Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p>
Currency	Baht and/or foreign currency by using the exchange rate at each time the debentures are issued and offered.
Interest Rate	Depending on the market conditions at the time of the issuance and offering of the debentures, or the terms and conditions of the bonds issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debentures are issued and offered.
Tenure	The debentures to be issued by the Company shall have tenure of up to 10 years from their respective issue date except for perpetual debentures issuance
Early Redemption	The Company may or may not have the right to redeem, and the debenture holders may or may not have the right to require the Company to redeemed, debentures prior to their respective maturity date, depending on their respective terms and conditions.
Offering	Debentures may be issued and offered in one or several tranches, domestically and/or internationally, by way of public offering, a private placement, and may be offered to ultra-high net-worth investors, high-net

Item	Detail
	worth investors institutional investors and/or any persons(s) and investor(s) in accordance with the relevant regulations of the Capital Market Supervisory Board and/or the Office of the SEC, as well as other relevant regulations which are in force at the time of issuance of debentures.

In this regard, The Board of Directors deems it appropriate to proposed to the Extraordinary General shareholders' meeting No.1/2024 to consider and approve that the Executive Committee and/or person(s) to whom the Executive Committee delegate authority shall have the power for the following purposes:

1. To determine any terms and conditions and other details necessary for and relevant to the issuance and offering for sale of the debentures such as the determination of the name, offering amount of each issuance, type, security (if any), guarantee (including security to guarantor), offering price per unit, tenure, maturity date, right of early redemption, interest rate, principal repayment and interest payment, method, allocation method, details of offering, etc.
2. To appoint any financial advisor, underwriter, arranger, credit rating agency, asset appraiser, legal advisor, registrar, paying agent, debenture holders' representative, or other advisors or persons who are relevant to the issuance and offering of debentures where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate.
3. To register the bonds with The Thai Bond Market Association or any other secondary market as appropriate including obtaining any approval, providing information, and submitting documentation to relevant agencies.
4. To deal with, negotiate, enter into, agree upon, amend, certify and sign any documents and agreements , as well as to contact, provide, disclose, sign, certify, agree to and submit information, applications or documents to the Office of the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand or other authorities and persons relating to the issuance and offering of such debentures, as well as to take any other actions relevant to or necessary for such transaction as it deems appropriate including to appoint any person as their attorney, representative or agent to perform any action aforementioned.

The Board's Opinion: The Board of Directors have considered the reasons, terms and conditions regarding the issuance and offering of the Company's debentures. It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of the Company's debentures in the amount not exceeding Baht 4,000,000,000 or equivalent in any other currency with the detail as proposed.

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

Agenda 3 Others matters (If any)

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2024 shall be recorded on 13 February 2024 (Record Date). The company would like to invite the Shareholders to attend the meeting on 6 March 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



**Profile of independent directors proposed as proxy of shareholders**

- First Name – Last Name     ▪   Dr. Vikrom Koopirochana (Ph.D.)
- Age                             ▪   77 years
- 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   ▪ Mrs. Kannika Ngamsopee
- Age                             ▪ 67 years
- Address                      ▪ 611 Bamrung Mueang Rd, Khlong, Maha Nak, Pom Prap Sattru Phai, Bangkok 10100
- Position                     ▪ Independent Director, Chairman of Audit Committee, Member of Risk Management Committee, and Member of Nomination and Remuneration Committee



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

**Educational Qualifications**

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

**Professional Experience** (during the past 5 years)

● Other listed companies:

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

● Other non-listed companies/organizations:

Period	Position	Company/Business
Nov 2023 - present	Director	Green Earth Power (Thailand) Co., Ltd.
Nov 2023 - present	Director	Auto x Co., Ltd.
Sep 2019 - present	Director	Digital Government Development Agency
Aug 2018 - present	Finance and Budget Subcommittee	Fund for Educational Equality
May 2018 - present	Director	ARYU International Health Care Co., Ltd.
May 2017 - present	Asset Management Committee	Vajiravudh College

**Profile of independent directors proposed as proxy of shareholders**

- First Name – Last Name     ▪   Mr. Virachai Srikajon
- Age                             ▪   70 years
- 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
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
Jul 2020 - 2022	Director	Thonburi Wellbeing Co., Ltd.

## 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 6), 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 Extraordinary General Meeting of Shareholders No.1/2024

ARTICLES OF ASSOCIATION  
IN RELEATION TO THE SHAREHOLDERS' MEETING

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**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.

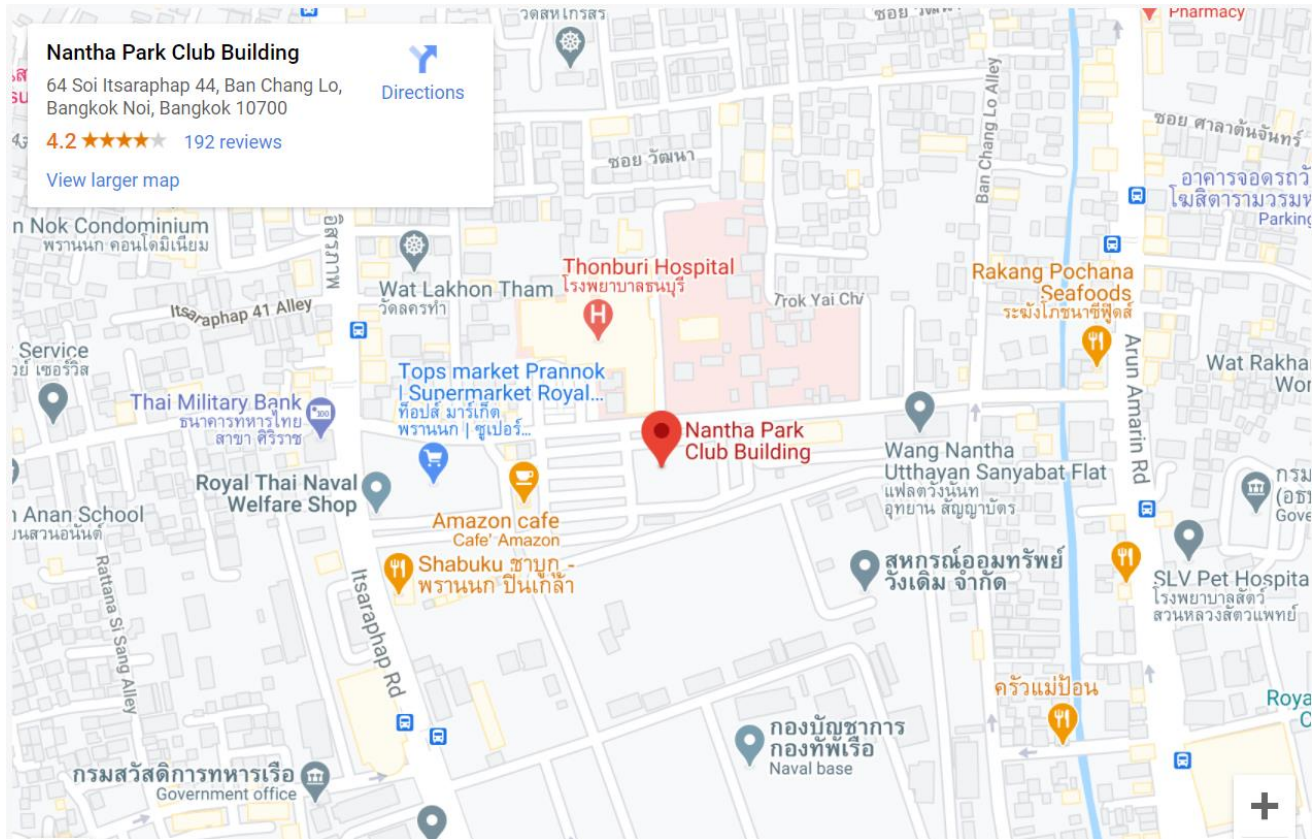
Article 57 The auditor's compensation shall be determined by the shareholders' meeting.

#### 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:

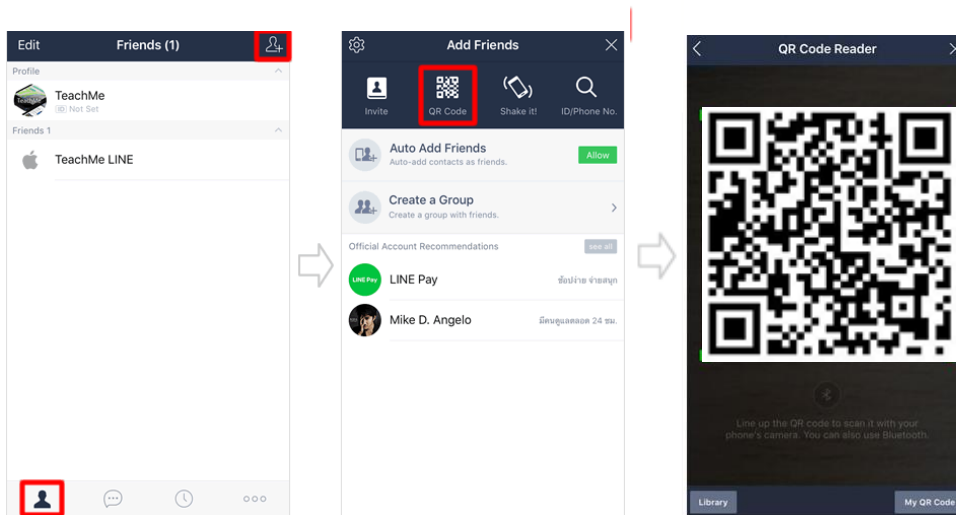
For IOS

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

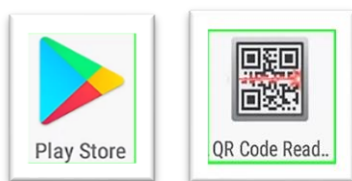


Remark: If it does not have the notification on mobile phone, the shareholder can scan QR Code from other applications such as QR CODE READER and Facebook etc.

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 A**

Made at.....

Date ..... Month.....Year.....

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

As a Shareholder of Thonburi Healthcare Group Public Company

**2.As a Shareholders of Thonburi Healthcare Group PCL.**

Holding the Ordinary share in amount of ..... shares, and is entitled to cast..... votes

**3. Hereby appoint (May grant proxy to the Company’s Independent Director of which details as shown in Enclosure 4)**

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

(2) 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

(3) Assign a proxy to the Independent Director Mrs. Kannika Ngamsophee Age 67 Years  
 Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak  
 District Pom Prap Sattru Phai Province Bangkok Post Code 10100 or

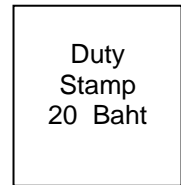
(4) Assign a proxy to the Independent Director Mr. Virachai Srikajon Age 70 Years  
 Residing at No. 611 Road Bamrung Mueang Sub District Khlong Maha Nak  
 District Pom Prap Sattru Phai Province Bangkok Post Code 10100

Just only one as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2024 on 6 March 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Itsaraparp Rd., Ban Chang Lo, Bangkok Noi Bangkok 10700 or on such other date and at such other place as may be adjourned or changed.

Signed ..... Grantor  
 ( )

Signed ..... Proxy  
 ( )

**Remarks:** The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.



**Proxy Form B  
(Explicit Form)**

Made at.....

Date .....Month.....Year.....

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

As a Shareholder of Thonburi Healthcare Group Public Company  
Holding the Ordinary share in amount of..... shares, and eligible for .....  
votes

2. Hereby appoint.

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

(2) 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

(3) Assign a proxy to the Independent Director Mrs. Kannika Ngamsophee Age 67 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 Extraordinary General Meeting of Shareholders No.1/2024 on 6 March 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Itsaraparp Rd., 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 approve the issuance and offering of debentures of Thonburi Healthcare Group Public Company Limited.**

(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 3 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 the 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 Extraordinary General Meeting of Shareholders No.1/2024 on 6 March 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Itsaraparp Rd., 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

(1) Name..... Age ..... Year

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

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

(2) 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

(3) Assign a proxy to the Independent Director Mrs. Kannika Ngamsophee Age 67 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 Extraordinary General Meeting of Shareholders No.1/2024 on 6 March, 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Itsaraparp Rd., 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 approve the issuance and offering of debentures of Thonburi Healthcare Group Public Company Limited.**

(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 3 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 spit 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 Extraordinary Annual General Meeting of Shareholders No.1/2024 on 6 March 2024 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Itsaraparp Rd., 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



# THG THONBURI HEALTHCARE GROUP

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THONBURI HOSPITAL

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**ธนบุรีบำรุงเมือง**  
THONBURI BAMBUNG MUANG

**ธนบุรีบูรณา**  
THONBURI BURANA

**ธนบุรีทุ่งสง**  
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**โรงพยาบาลราชวิถี**  
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Bangkok 10700

02 487 2000 02 412 7343 ir@thg.co.th



www.thg.co.th