

# Document for the Annual General Meeting of Shareholders No. 1/2022

**Nonthavej Hospital Public Company Limited**

No. 432 Ngamwongwan Road , Bangkhen, Nonthaburi



Friday  
**22**

April 2022

at 10.00 a.m.  
at conference room 6th floor  
Nonthavej Hospital



**NONTHAVEJ  
HOSPITAL**

**Document for the Annual General Meeting of Shareholders No. 1/2022  
Nonthavej Hospital Public Company Limited**

- Date** : March 24, 2022  
**Subject** : Invitation to Attend the Annual General Meeting of Shareholders No. 1/2022  
**Attention** : Shareholders  
**Attachments** : 1) Copy Report of the Annual General Meeting of Shareholders No.1/2021  
 2) Attachment Agenda 4 : Information of the nominated for election as directors at this time.  
 3) Information of Independent Directors To shareholders who wish to appoint a proxy.  
 4) Nonthavej's Articles of Association  
 5) Registration, Proxy and Voting  
 6) Proxy Form A and Proxy Form B  
 7) Map for the Meeting

The board of directors of Nonthavej Public Company Limited at a meeting no. 2/2022 held on March 10, 2022. Appointment Annual General Meeting of shareholders no.1/2022 should be held on Friday 22 April 2022 at 10.00 a.m. at conference room 6th floor Nonthavej Hospital , no. 432 Ngamwongwan Road , Bangkok, Nonthaburi to consider the following :

- Agenda 1** To acknowledge the Company's operations results for the year 2021.  
**Rationale & Background** : The Company's operations for the year 2021 can be found in the Annual Report which was attached together with this invitation as per details in Attachment 1.  
**The Board's opinion** : Agreed to propose the report on the Company's operations for the year 2021 to the shareholders for acknowledgement.

- Agenda 2** To consider and approve the statements of financial position as at December 31,2021 , the statement of comprehensive income and statements cash flows for the year ended 31 December 2021.

**Rationale & Background** : In order to comply with the law. Company is required to prepare financial statements for the year ended fiscal year of the Company. And provide a financial statement audit by the auditors before the Meeting, shareholders approved.

**The Board's opinion** : The Board proposes that the AGM. Statements of financial position Statement of comprehensive income And cash flows of the Company for the year 2021 ended December 31, 2021, which was audited by the auditors allowed. And has been reviewed by the Audit Committee. As stated in the Annual Report 2021 which can be summarized as follows compared with a year ago.

(Unit : Million Baht)

Category	Y2021	Y2020	Y2019
Total Assets	2,529	2,511	2,550
Total Liability	305	308	325
Total Equity Shares	2,223	2,203	2,225
Revenue	1,786	1,876	2,256
Total Revenue	1,806	1,899	2,290
Profit for the year	159	231	421
Earnings per share (baht / share)	1.00	1.44	2.63

- Agenda 3** To consider and approve the appropriation of profit for the year 2021 for distribution as dividend.  
**Rationale & Background** : The Company's policy is to pay a dividend of 60 percent of the net income of the year. Act. 2535, Section 115 of the Public Company Articles of Association Article 37 prohibits dividends from funds other than profit. In the event that the Company has accumulated losses. Prohibits any dividend ,the dividend shall be divided by the number of shares in equal shares .

In 2021 the Company's operating profit for the year amounted to 159.37 million baht Board considers that the Company to allocate profits from retained earnings to pay of dividend at the rate of Baht 0.60 per share, totaling 96 million baht. The dividend of baht 0.60 paid from the net profit with 20%Corporate Income Tax, respectively.

Whereby, shareholders paying personal income tax shall be entitled to a tax credit for the received dividend can be credited at 20/80.

The following table shows the dividend comparison with last year.

Dividend Details	Y2021	Y2020	Y2019
1. Net profit (Million Baht)	159.37	230.82	420.60
2. Number of shares (Million share)	160	160	160
3. Dividend per share (Baht: Share)	0.60	0.87	1.58
4. Total dividends payment (Million Baht)	96.00	139.20	252.80
5. Dividend payment ratio (%)	60.24%	60.31%	60.11%

**The Board's opinion :** Agreed to propose to consider and approve the appropriation of profit for the year 2021, pay of dividend at the rate of Baht 0.60 per share, totaling 96 million baht.

The Board of directors has set the record date on Thursday 24 March 2022 to determine the list of shareholders who may exercise their rights to attend the Annual General Meeting of Shareholders No.1/2022 and receive dividend paid to shareholders on Friday 20 May 2022.

#### **Agenda 4**

To consider and approve the appointment of directors in place of those whose terms will expire by rotation.

**Rationale & Background** : According to Article 14 of the Company's Articles of Association ,each Annual General Meeting of Shareholders, on-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however ,the retired directors may be re-elected.

#### **Rules and procedures for recruitment, selection committee.**

The Nomination and Remuneration Committee Recruitment was conducted on the basis of their suitability to be the most beneficial to the operation of the company. Guidelines for the nomination of candidates who have been approved by the Board of Directors of the Company as appropriate A panel of experts and the experts in a variety of careers, leadership, vision, morality and ethics, transparency resume. Including the ability to comment freely. And taking into account the diversity of the membership and composition of the knowledge and expertise necessary and beneficial for the Company.

This year, the directors retire by rotation, as follows:

- Prof. Dr. Uthai Tanlamai Independent Director/ Chairman / Director of the Corporate Governance and Risk Management Committee / Audit Committee Director
- Dr.Sravudthi Sonthikaew, M.D. Director / Director of the Corporate Governance and Risk Management Committee
- Dr.Piyasil Chanpoo, M.D. Director / Director of the Nomination and Remuneration Committee

Recruitment of Directors invites the shareholders to nominate individuals that are eligible to be elected as directors of the Company, including the proposed regulations during the period of October 1, 2021 so far. Release Date: December 31, 2021 through the Exchanges and published on the Company's website. However, any shareholder of any proposed director or agenda for the Company.

The Board of directors to propose the appointment of The Nomination and Remuneration Committee found it appropriate to propose those directors whose have qualifications and appropriate Knowledge and capability to develop our company, agreed to propose the meeting to reselect Prof. Dr. Uthai Tanlamai Dr.Sravudthi Sonthikaew, M.D. and Dr. Piyasil Chanpoo,M.D. to retain office for another term. (Detailed Biography of the 3 are shown in Attachment 2)

**The Board's opinion :** Agreed to propose to the shareholders to approved the appointment of director replacing those retired by rotation, The Board of directors to propose the appointment of The Nomination and Remuneration Committee found it appropriate to propose those directors whose have qualifications and appropriate Knowledge and capability to develop our company, agreed to propose the meeting to reselect Prof. Dr. Uthai Tanlamai Dr.Sravudthi Sonthikaew, M.D. and Dr. Piyasil Chanpoo, M.D. to retain office for another term. The Board of Directors has

considered this matter properly. The Board of Directors, excluding the stakeholders considered on an individual basis according to the selection of candidates. Approved by the Nomination and Remuneration Committee, the three men returned to his old position as President for another term, and appoint a new one. Since it is a party Fully qualified Appropriate guidelines to qualify as a director of a company capable of experience in the business, the company needed to perform their duties as directors, as well as beneficial to the operation of the company.

## **Agenda 5**

To consider the appointment of the auditor and to fix the audit fees for the year 2022.

**Rationale & Background** : In section 120 of the Public Limited Company Act B.E. 2535 indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the fee for auditor(s) and auditor(s) of preceding year can be re-elected." The Audit Committee has considered Dr.Virach & Associates Office Co., Ltd. as auditors of the Company for the years 2022, since there is a great work, specializing in audit, including duties very well throughout. Approved the proposal to appointment of Dr.Virach & Associates Office Co.,Ltd as auditors for the year ended 2022 approved by the Audit Committee as follows:

	Name	CPA No.	Auditing Firm
1.	Mr. Chaikorn Unpitipongsa	3196	Dr.Virach & Associates Office Co.,Ltd
		or	
2.	Mr. Apiruk Atianuwat	5202	Dr.Virach & Associates Office Co.,Ltd
		or	
3.	Ms. Kornkaew Dabkaew	8463	Dr.Virach & Associates Office Co.,Ltd
		or	
4.	Ms. Ratchneekon Vijaksilp	5801	Dr.Virach & Associates Office Co.,Ltd

The Audit fee for year 2022 total Baht 1,000,000 to be proposed to the Annual General Meeting of shareholders no.1/2022 for further approval.

The Auditor 4 person as Auditor Dr. Virach & Associates Office Co.,Ltd of has no relationship, and / or conflict of interest with the Company / executives / major shareholders or any person related to such person.

### **Information of Audit Fee**

Year	Audit Fee (Baht)	Review (Total 3 Quarter) (Baht)	Total (Baht)	Increase (decrease)	%
2020	570,000	480,000	1,050,000	55,000	5.53
2021	520,000	480,000	1,000,000	(50,000)	4.67
2022	520,000	480,000	1,000,000	-	-

**The Board's opinion** : Agreed to propose to the shareholders to approved the appointment of the auditor Dr.Virach & Associates Office Co., Ltd. as auditors of the Company for the year 2022 and Audit fee for year 2022 total Baht 1,000,000. As the Audit Committee has considered appropriately.

## **Agenda 6**

To consider and approve the directors' and committee members' remuneration for the year 2022.

**Rationale & Background** : Section 90 of the Public Limited Company Act B.E. 2535 indicated that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting and entitled to vote"

The determination of the remuneration of directors and other company Board of Directors, the Board of Directors Compensation Committee is responsible for prescribing and presented to the Board of Directors. This is determined by taking into account the results of operations of the Company. The performance of the Board and the duties and responsibilities of the Board of Directors as following guidelines.

Rules for remuneration of directors.

The Company set guidelines for remuneration determined by the net. In recent years, compensation shall not exceed 1%. The Remuneration Committee was presented to the Board for approval at the Annual General Meeting of Shareholders No. 1/2022.

**Information of Remuneration Committee**

Category	Y 2022	Y 2021	Increase (decrease)
<b>Remuneration of Directors Committee</b>			
- Remuneration of Directors Committee (Baht)	1,594,000	2,309,000	(715,000)
- Meeting Fee (Baht/Per each/per Meeting)	15,000	15,000	-0-
- Benefits	-None-	-None-	-None-
<b>Remuneration of Audit Committee</b>			
- Chairman of Audit Committee (Baht)	360,000	360,000	-0-
- Director of Audit Committee (Baht/Per each)	120,000	120,000	-0-
- Benefits	-None-	-None-	-None-
<b>Remuneration of Nomination and Remuneration Committee</b>			
- Meeting Fee (Baht/Per each/per Meeting)	15,000	15,000	-0-
<b>Remuneration of Corporate Governance Committee</b>			
- Meeting Fee (Baht/Per each/per Meeting)	15,000	15,000	-0-

**The Board's opinion :** Agreed to propose to the shareholders to approved the determinations of Directors' Nomination and Remuneration for the year 2022 Remuneration Committee amount 1,594,000 Baht and Meeting fees for the year 15,000 Baht/per each/per Meeting, Remuneration Audit Committee for the year 2022 amount 600,000 Baht and Remuneration Nomination and Remuneration Committee and Corporate Governance Committee Meeting fees 15,000 Baht/per each/per Meeting. As the Nomination and Remuneration Committee has considered appropriately.

**Agenda 7 Consider other issues (If any).**

The Company has publicized the invitation letter and supporting documents on the Company's website [www.nonthavej.co.th](http://www.nonthavej.co.th) ,or any questions concerning the proposed agendas, the Company welcomes opportunity to clarify these matters in the Meeting. Please forward your questions in advance to [ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or to facsimile number 0-2596-7925.

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the shareholders to register from 8.00 pm. Shareholder can either attend the Meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. **Besides, the ongoing situation of coronavirus (COVID-19) outbreak, with health concerned to the Shareholders, there should consider to appoint the director whose names and detail appeared in "The detail of Independent directors (proxy for shareholders – Attachment 3)" for attending and voting.**

In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence(s) as stated in the Attachment 5 and 6 and show it for the rights to attend the Meeting. In case the Shareholders appoint the independent director of the Company, the Shareholders are requested to send the reply envelope enclosed documents evidence(s) as stated in the Attachment 5 and 6 in order to proceed with your intentions in the future.

Yours faithfully,



(Dr. Kamales Santivejlul, PhD. )  
Director



**Information of the nominated for election as directors at this time**

**Name Prof. Dr. Uthai Tanlamai**



<b>Ages</b>	70 years old
<b>Position</b>	Independence Director/ Chairman of the Board Director / Chairman of the Corporate Governance and Risk Management Committee / Audit Committee Director
<b>Years as the Director</b>	August 6, 2020 ( Period 1 year 5 Month )
<b>Relationship of Management</b>	-None-
<b>Education</b>	<ul style="list-style-type: none"> <li>• Ph.D. (MIS Major) University of Illinois at Urbana Champaign</li> <li>• MS B.A. MIS major) University of Illinois at Urbana Champaign</li> <li>• B.A. in Accounting(Cost Accounting Major), Chulalongkron University</li> </ul>
<b>Training</b>	DAP, DCP, FSD Programs of IOD
<b>Experience</b>	<ul style="list-style-type: none"> <li>• 1995-Present Professor for Accounting Major Chulalongkron University</li> </ul>
<b>Position Director / Executive in other Listed Company</b> - Position in other Listed Company           - Position in other Unlisted Company	2016-Present : MFEC Public Company Limited Position : Independent Director ,Chairman of the Risk Management Committee and Member of the Audit Committee : Provide advisory services, development and system integration for computer system and information technology network  2016-Present : Thai Shellac (1980) Company Limited Position : Director : Produce seed lac
<b>Positions in other companies, which may cause a conflict of interest.</b> - Position in other Listed Company - Position in other Unlisted Company	-None- -None-
<b>Shares in Company</b>	-None-
<b>% of Share</b>	-None-
<b>Legal Disputation</b>	-None-
<b>Conflict of interest</b>	No conflict of interest in any of the agenda
<b>Attendance in meeting Board of Directors</b>	9/9
<b>Attendance in meeting Audit Committee</b>	3/3
<b>Attendance in meeting Corporate Governance and Risk Management Committee</b>	4/4

**Name : Dr.Sravudthi Sonthikaew, M.D.**



<b>Ages</b>	70 years old
<b>Position</b>	Corporate Governance and Risk Management Director / Hospital Director / Authorized Director
<b>Date as the Director</b>	September 29, 1993 (Period 28 years)
<b>Relationship of Management</b>	-None-
<b>Education</b>	B.Sc.MD. Diploma Thai Board of Internal Medicine
<b>Training</b>	- Directors Certification Program - Anti-Corruption : The Practical Guide 31/2016
<b>Experience</b>	2012 - Present : Director of Human Resources Committee of Navamindradhiraj University. 2009 – 2012 : Executive Director Department of Medical Service BMA. 1988 – Present : Director Benjamabophit Foundation
<b>Position Director / Executive in other Listed Company</b> - Position in other Listed Company - Position in other Unlisted Company	-None- Director of Pongpanpattana Co., Ltd.
<b>Positions in other companies, which may cause a conflict of interest.</b> - Position in other Listed Company - Position in other Unlisted Company	-None- -None-
<b>Shares in Company</b>	1,332,000 shares
<b>% of Share</b>	0.83 %
<b>Legal Disputation</b>	-None-
<b>Conflict of interest</b>	No conflict of interest in any of the agenda
<b>Attendance in meeting Board of Directors</b>	9/9
<b>Attendance in meeting Corporate Governance and Risk Management Committee</b>	4/4



**Name : Piyasil Chanpoo, M.D.**

<b>Ages</b>	57 years old
<b>Position</b>	Director / Nomination and Remuneration Director/ Deputy Director Hospital of Medical and Medical Services / Authorized Director
<b>Date as the Director</b>	Since April 30 ,2019 (Period 2 years 8 Month)
<b>Relationship of Management</b>	-None-
<b>Education</b>	1986: Faculty of Medicine, Khonkaen University. 1990: General Surgery Diploma Institute of Medicine
<b>Training</b>	Director Certification Program(DCP277/2019) with the Thailand Institute of Directors (IOD)
<b>Experience</b>	1990-present : Nonthavej Hospital Doctor of General Surgery 1986-1990 : Faculty of Medicine , Srinagarind Hospital
<b>Position Director / Executive in other Listed Company</b> - Position in other Listed Company - Position in other Unlisted Company	-None- -None-
<b>Positions in other companies, which may cause a conflict of interest.</b> - Position in other Listed Company - Position in other Unlisted Company	-None- -None-
<b>Shares in Company</b>	-None-
<b>% of Share</b>	-0-
<b>Legal Disputation</b>	-None-
<b>Conflict of interest</b>	No conflict of interest in any of the agenda
<b>Attendance in meeting Board of Directors</b>	9/9
<b>Attendance in meeting Nomination &amp; Remuneration Committee</b>	3/3



## I Information of Independent Directors to shareholders who wish to appoint a proxy

Name Dr.Prawit Ninsuvannakul ,Ph.D



<b>Ages</b>	79 years
<b>Position</b>	Chairman of the Audit Committee (Independent director)
<b>Date as the Director</b>	May 13, 2009 (Period 12 years)
<b>Relationship of Management</b>	- None -
<b>Education</b>	<p>1965 : Bachelor's Degree, Accounting, Chulalongkorn University</p> <p>1969 : Master's Degree ,Accounting Science, University of Illinois, U.S.A.</p> <p>1974 : Doctorate , Accounting, University of Illinois, U.S.A Courses in Directors' Duties.</p> <p>1965 : Certified Public Accountants (C.P.A.) Chartered Director, IOD.</p> <p>2018 : ASEAN Professional Accountant (ASEAN C.P.A)</p> <p><u>Training</u></p> <p>2000 : Chairman 2000 Program 1/2000 , Thai Institute of Directors Association. (IOD).</p> <p>2003 : Directors Accreditation Program: DAP 6/2003 , Thai Institute of Directors Association. IOD.</p> <p>2004 : Directors Certification Program: DCP 42/2004 , IOD.</p> <p>2005 : Audit Committee Program: ACP 6/2005, IOD.</p> <p>2008 : Chartered Director Class (CDC) 3/2008 IOD.</p> <p>2008 : Director Forum 2/2008</p> <p>2008 : Audit Committee : Getting up to Speed</p> <p>2008 : Current Some Seminars 4/2008</p> <p>2009 : Workshop 2/2009 Developing and Implementing A code of Ethics</p> <p>2010 : Director Forum 3/2010 CSR Index and CG development The company is not listed on the stock exchange.</p> <p>2012 : Role of the Nomination and Governance Committee (RNA) 3/2012</p> <p><u>Training and Continuing Education Development Program for the year 2021</u></p> <p>Activity type : Course/activity details</p> <p>Read academic articles : Articles on Accounting, Taxation, Business Administration, Digital, Law and Crypt currency</p>
<b>Experience</b>	<p>2005 - 2018: Qualified Directors Audit Committee and Government sector evaluation (CPS), Prime Minister's Office. Chairman of the Audit Committee and Evaluate the government sector, province group Faculty 4, the Prime Minister's Office.</p> <p>2002 - 2018: Independent Director and Chairman of the Audit Committee, Thai Plastic and Chemicals Public Company Limited.</p> <p>Since 2013 : Member of the audit Committee, Federation of the Accounting Profession.</p> <p>Since 2003 : Director, Standard and Accounting Policy Department, Government Department, Comptroller Ministry of Finance.</p>

	<p>Since 2003 : Chairman of the Subcommittee Government Internal Auditor Development Program Subcommittee Ministry of Finance</p> <p>Since 2000 : Director, Internal Audit Development for Civil Service, Ministry of Finance.</p> <p>Since 1997 : Director, Fund Management Committee, King Prajadhipok's Institute.</p> <p>Since 1996 : Director and Member of the Audit Committee ,The Fund for Educational Loans, Ministry of Finance.</p> <p>Since 1994 : Director Finance and Property Committee , Suranaree University of Technology, Mae Fah Luang University, Walailak University, Mahachulalongkorn – rajavidyalaya University.</p> <p><b>Other experience :</b></p> <ul style="list-style-type: none"> <li>– Dean, Faculty of Business Administration, National Institute of Development Administration (NIDA)</li> <li>– Director of NIDA Consulting Center, National Institute of Development Administration (NIDA).</li> <li>– Associate Dean, Faculty of Commerce and Accountancy, Chulalongkorn University.</li> <li>– Head of Department of Accountancy Chulalongkorn University.</li> <li>– Chairman of Doctoral (Ph.D.) Curriculum, Chulalongkorn University.</li> <li>– Director, Petroleum Authority of Thailand.</li> <li>– Director and Chairman of the Audit Committee, Krung Thai Bank Public Co., Ltd.</li> <li>– Director and Member of the Audit Committee, MCOT Public Co., Ltd.</li> <li>– Director and Member of the Audit Committee Port Authority of Thailand.</li> <li>– Associate Judge, The Centra Intellectual and International Trade Court.</li> </ul>
<p><b>Position Director / Executive in other Listed Company</b></p> <ul style="list-style-type: none"> <li>- Position in other Listed Company</li> <li>- Position in other Unlisted Company</li> </ul>	<p>Independence Director and Chairman of the Audit Committee, SCG Ceramics Public Company Limited.</p> <ol style="list-style-type: none"> <li>1. Ninsuvan Company Co.,Ltd. Position : Chairman of the Board of Director</li> <li>2. Ninsuvan Management Consultants Co.,Ltd. Position : Chairman of the Board of Director</li> </ol>
<p><b>Positions in other companies, which may cause a conflict of interest.</b></p> <ul style="list-style-type: none"> <li>- Position in other Listed Company</li> <li>- Position in other Unlisted Company</li> </ul>	<p>-None- -None-</p>
<p><b>Shares in Company</b></p>	<p>-None-</p>
<p><b>% of Share</b></p>	<p>-None-</p>
<p><b>Legal Disputation</b></p>	<p>-None-</p>
<p><b>Conflict of interest</b></p>	<p>No conflict of interest in any of the agenda</p>
<p><b>Attendance in meeting Board of Directors</b></p>	<p>9/9</p>
<p><b>Attendance in meeting Audit Committee</b></p>	<p>6/6</p>

Define executives in the meaning of the company.

The executive director is the director who has the position of executive. Which has a regular salary in the company To manage the company as assigned by the Board of Directors

Non-executive director means the director who is the only director who is not an executive.

Independent director means a director who holds shares not exceeding 1.0 percent, not an executive or employee of the company as well as not related persons of executives and major shareholders.

Definition of Independent Director of the Company.

Independent Director of the Company Qualified according to the requirements of the Securities and Exchange Commission And the Stock Exchange (SEC) as follows.

1. Holding shares not exceeding 1.0 percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company.
2. Not being or used to be a director who is involved in administration, employee, staff, advisor who receives a regular salary or the person who has control over the company, the parent company, the subsidiary company, the associated company, the same subsidiary company major shareholder or controlling person of the company unless it has been terminated for not less than 2 years. However, such prohibited characteristics do not include the case that an independent director used to be a government official or advisor of a government agency that is a major shareholder or the controlling person of the company.
3. Is not a person who has a relationship by blood or by legal registration In a manner that is the father, mother, spouse, sibling and child, including spouse of the children of the executive, the major shareholder .The person who has control or the person who is proposed to be the executive or the person with the power to control the company or subsidiary.
4. No or have had a business relationship with the company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the company In a manner that may be a hindrance using his own independent judgment, including not being or having been a significant shareholder or controlling person of those who have a business relationship with the company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the company unless it has been terminated for not less than 2 years.
5. Not being or having been an auditor of the company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the company. And not being a significant shareholder controlling person or partner of the audit office which has the auditor of the company, the parent company, subsidiary company, associate company, major shareholder or the controlling person of the company under unless it has been terminated for not less than 2 years.

6. Not being or having been a professional service provider Which includes providing services as a legal advisor or financial advisor which receives a service fee of more than two million baht per year from the company, the parent company, subsidiary company, associated company, major shareholder or the controlling person of the company. And not being a significant shareholder controlling person or a partner of that professional service provider unless it has been terminated for not less than 2 years.
7. Not being a director appointed to represent the company director major shareholder or shareholders who are related to major shareholders.
8. Not operating in a business that has the same conditions and is a significant competition with the business of the company or subsidiary or not a significant partner in the partnership or being a director who is involved in management, employees, employees, consultants who receive regular salary or holding more than one percent of the shares With all voting rights of other companies which operates a business that has the same conditions and is a significant competition with the business of the company or subsidiary.
9. There is no other characteristic that makes it impossible to give an independent opinion about the operations of the company.

ARTICLES OF ASSOCIATION

OF

NONTHAVEJ HOSPITAL PUBLIC COMPANY LIMITED

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Chapter 5: Meeting of Shareholders

1. The Board of Directors shall organize a shareholders' meeting to be held as an annual general meeting of shareholders within four (4) months of the end of each accounting year of the Company.

All other shareholders meetings shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders amounting to not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within one (1) month from the date of receipt of the shareholders' request.

2. In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three (3) consecutive days prior to the date of the meeting.
3. In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

4. A resolution of the meeting of shareholders shall be made by the following votes:
    - (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote;
    - (2) In the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
      - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
      - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
      - (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company, the entrustment of the management of the business of the Company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
  5. The matters to be considered at the shareholder meeting are:
    - (1) To acknowledge the Company's performance for previous annual year;
    - (2) To consider and approve the balance sheet;
    - (3) To consider the allocation of profit;
    - (4) To elect the directors to replace those retired by rotation;
    - (5) To appoint the auditors;
    - (6) Other matters
-



Registration, Proxy and Voting

Attend meetings via electronic media (E-AGM)

At the AGM of Shareholders Nonthavej Hospital Public Company Limited

On Friday April 22, 2022

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The outbreak of the CORONA VIRUS (COVID19) has affected shareholders residing in foreign countries. Therefore, the company facilitated the meeting via electronic media (E-AGM) for shareholders residing in foreign countries only, proceeding as follows:

1. Shareholders wishing to attend the meeting, please fill out the shareholder information and sign the registration form with specify e-mail address will be used to register the meeting system behind the name-surname, along with a mobile phone number for contacting shareholders who are interested in attending the meeting
2. Send copies of the identification documents of shareholders as specified in the meeting invitation letter via e-mail: [ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or [kingkamol.w@nonthavej.co.th](mailto:kingkamol.w@nonthavej.co.th) within 18 April ,2022 to verify identity and to be eligible to attend the shareholders' meeting.
3. Send the original evidence for shareholders wishing to attend the meeting in person or proxy within 18 April ,2022 to :  

Secretary Company  
Accounting Finance and Investor Relations Department  
432 Nonthavej Hospital Public Company Limited  
Ngamwongwan Rd. Bangkhen Nonthaburi 11000
4. When the company received the documents confirming the attendance staff will act to receive and access the right to view-listen to meetings.

Documents that the attendees must present before attending the meeting

Individual

1. In the case that the shareholders attend the meeting in person  
To show documents issued by the government that has not expired, such as an identity card , civil servant ID, driver's license or passport and if there is a change of name-surname to submit evidence
2. In case of granting a proxy, the proxy holder shall attend the meeting
  - 2.1 Proxy form as submitted with the meeting invitation letter (Any form) Fill out the form correctly and completely and sign the proxy and the grantor.
  - 2.2 A copy of the document issued by a government official of the shareholder According to Article 1 and the shareholder has signed certified true copy.
  - 2.3 A copy of the document issued by the government agency of the proxy according to Article 1 and the proxy holder has signed certified true copy.

Legal entity

1. In case of representatives of shareholders (directors) attend the meeting in person
  - 1.1 Show documents issued by a government agency of the juristic person's representative as in the case of natural persons, item 1
  - 1.2 A copy of the certificate of corporate registration of the shareholder, not over 3 months certified true copy by a legal representative person (director) and has a message showing that the representative of the juristic person who is the attendee has the power to act on behalf of the juristic person who is the shareholder.
2. In the event that a shareholder gives a proxy to attend the meeting
  - 2.1 Proxy form as submitted with the meeting invitation letter (One form) which has been filled out correctly and completely sign the signature of the juristic person representative (director) who is the proxy and proxies.
  - 2.2 Copy of the juristic person registration certificate of the shareholder, not more than 3 months old, certified true copy By a legal representative person (director) and has a message showing that the representative of the juristic person signing the proxy has the power to act on behalf juristic person which is shareholder.
  - 2.3 A copy of the document issued by the government agency of the juristic person's representative (director), who is the proxy holder, and certified true copy.
  - 2.4 A copy of the document issued by a government agency of the proxy As in the case of individual item 1 and the proxy holder has certified true copy
3. In case of shareholders who are foreign investors and appoint a custodian in Thailand to be a custodian of shares
  - 3.1 To prepare the documents And show the same document as in the case of juristic person item 1 or 2
  - 3.2 In the event that a foreign investor invests, the parent must sign the proxy form instead more as follows;
    - 1) Power of Attorney from foreign shareholders Custodian signed the proxy form instead.
    - 2) A letter confirming that the person signing the Proxy Form is authorized to conduct a Custodian business. In addition, documents which do not have original English must have English translation attached and the shareholder or a representative of that juristic person shall certify the correctness of the translation.

The company will not request additional documents. Or create unreasonable burdens on shareholders such as There is no need to use the real ID of the attorney. Requiring that other than the relevant official documents or circulars.

### Proxy method

The company has delivered 2 types of proxies which are Proxy A and Proxy B for each shareholder according to Regulation of Department of Business Development Re: Form of Proxy (no. 5) B.E. 2550

PROXY FORM A (SIMPLE FORM)

PROXY FORM B (SPECIFIC DETAILS FORM)

Shareholders who are unable to attend the shareholders' meeting through electronic media (E-AGM) of the company by themselves can appoint a proxy as follows:

1. Choose only one of the above proxy forms as follows
  - 1.1 General shareholders may choose to use the Proxy Form A or Form B only.
  - 1.2 Shareholders whose names appear in the registration book are foreign investors and appoint Custodian in Thailand, as the share keeper and will choose to use either type of proxy form from both types (Proxy Form A. And Proxy Form B)
2. Proxy for any person according to the wishes of the shareholders or choose to grant the company's independent director as a proxy to attend the said meeting.
3. Stamp duty amount 20 baht, including crossed out the date of the said proxy to be correct and legally binding.
4. Send the Proxy Form, complete and complete with the above evidences to the Company's head office.

At Postal: Company Secretary

Accounting, Finance and Investor Relations Department

Within 17.00 pm. (Time in Thailand) of 18 April, 2022 so that the staff of the company can check the documents and in time to start the meeting.

However, shareholders cannot divide the number of shares with proxies allowing multiple proxies to divide the votes and the shareholders must appoint a proxy equal to the number of shares they hold the proxies cannot be only partially assigned less than the number they hold except for a custodian, which is a foreign investor and appointed as a custodian of shares in the Proxy Form B.

### Registration to attend the meeting

The company will open the system to attend the general meeting of shareholders before the meeting from 8:00 am onwards.

### Voting

#### process

1. The chairman of the meeting requests the shareholders to vote on each agenda.
2. Shareholders wishing to vote against, or abstain check the box to disagree or abstaining for the system to process
3. The shareholders agree or do not mark on the ballot paper, will be considered as approved by the chairman to the meeting.



Vote counting

1. Each share is counted as one vote and the majority vote is considered as a resolution. Unless otherwise provided by the law, if the votes are equal, the chairman shall have another decisive vote separate from the shareholder base.
2. Counting of voting results for each agenda the company will count the votes of the shareholders at the meeting, only those who disagree and abstain will be deducted from the total votes of the proxies recorded in advance.
3. If the attendees wish to leave the meeting room by voting in advance, please contact the staff unless they wish it to be considered to be agreed.
4. Announcement of voting results, specify voting, agree, disagree, abstain, in each agenda, the number of shares of the latest attendees

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Measures to Prevent the Spread of COVID-19 and Recommendation for the Shareholders who attend the General Meeting of Shareholders No. 1/ 2022 for Nonthavej Hospital Public Company Limited

In order to prevent the spread of COVID-19 and to comply with the recommendations of the Department of Disease Control, Ministry of Public Health, we have put in place screening points including body temperature measurement before attending the meeting. Alcohol gel will be available at the facilities. We also keep an appropriate distance between the seats.

Recommendation for the participants

1. Shareholders shall not attend the meeting if they have respiratory tract infections, including fever, cough, sore throat, runny nose, and shortness of breath.
2. Shareholders shall not attend the meeting if they, their family members or related persons travelled to the infected areas within 14 days before the date of the meeting.
3. Before the meeting, shareholders shall prepare sufficient masks and alcohol gel for themselves and shall comply with the measures for sanitation, e.g. wash hands with water and soap or alcohol gel and wear a mask.
4. If you are not feeling well or getting sick, please contact one of the officers located at various points and refrain from attending the meeting immediately.
5. If your body temperature exceeds 37.5 degree Celsius, please refrain from attending the meeting immediately.
6. Please avoid getting close to people who are sick, especially people who have respiratory tract infections and do not protect themselves.

Measures imposed by the company

1. The Company strongly encourages you to exercise your rights by appointing a proxy to attend and vote at the meeting on your behalf. You may appoint the independent director, who has no interest in any agenda item of this meeting, and whose details are attached as your proxy. For your ease of reference, we have typed in her name and information in the proxy forms.
2. All shareholders and attendants shall be subject to health screening at the screening points, and be required to fill in the health declaration forms and submit them to the officer at the registration desk. Concealment of any health information or travel history could be considered committing an offense under the Communicable Diseases Act B.E. 2558.
3. For public safety, we reserve the right to bar any persons (both shareholders and their proxies) with the following symptoms or who refuse to cooperate with any measures specified herein, from attending the meeting:



- 3.1 Persons who have traveled to or from infected countries within 14 days before the date of the meeting;
- 3.2 Persons who have been in close contact with the persons in 3.1 or persons on the watch list or infected persons within 14 days before the date of the meeting;
- 3.3 Persons who have a fever or are suspected to be infected with COVID-19 or have respiratory tract infections.
4. We will organize the meeting venue to avoid overcrowding with appropriate social distancing space of at least one meter with availability of approximately 60 seats. After the registration, each shareholder will be assigned a seat number (first come, first served) and will not be allowed to change the seat number for the purpose of monitoring and tracking, in the case of an unanticipated incident. Once the seats are fully occupied, the shareholders will be asked to grant proxy instead.
5. No souvenir will be provided. Neither food nor drink will be served at the meeting. Eating and drinking are strictly prohibited in the meeting venue in order to minimize the risk of infection.
6. We will not provide the 2021 Annual Report, 2021 Financial Statements, and invitation letter in the form of hard copy in order to minimize contact, and for the safety, and sanitary of all attendants.



**PROXY FORM A (SIMPLE FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (no. 5) B.E. 2550**

Written at.....  
Date.....Month.....Year.....

(1) I/We.....Nationality .....  
Residing at No.....Road..... Sub-district.....  
District..... Province..... Postal Code .....  
Country .....

(2) Being the shareholder of **Nonthavej Hospital Public Company Limited**,  
holding the total amount of.....shares, eligible for ..... votes, as  
follows:  
Ordinary shares of..... shares, eligible for ..... votes  
Preference shares of..... shares, eligible for ..... votes

(3) do here by appoint either one of the following persons:  
(1) Name..... Age.....years, Residing at No.....  
Road ..... Sub-district ..... District .....  
Province ..... Postal Code ..... or  
(2) Name..... Age.....years, Residing at No.....  
Road ..... Sub-district ..... District .....  
Province ..... Postal Code ..... or  
(3) Name..... Age.....years, Residing at No.....  
Road ..... Sub-district ..... District .....  
Province ..... Postal Code .....

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 1/2022 of Nonthavej Hospital Public Company Limited on **Friday 22 April 2022 at 10.00 hours** at Meeting Room on 6<sup>th</sup> fl., Nonthavej, no. 432 Ngamwongwan Road , Bangkokhen, Nonthaburi or at any adjournment thereof to any other date, time and venue.

Any act performed by the proxy at such meeting shall be deemed as my/our own act in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:**

The shareholder assigning 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**  
**(SPECIFIC DETAILS FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (no. 5) B.E. 2550**

Written at.....  
Date.....Month.....Year.....

(1) I/We,..... Nationality .....

Residing at No..... Road..... Sub-district .....

District..... Province..... Postal Code ..... Country .....

(2) Being a shareholder of Nonthavej Hospital Public Company Limited,  
holding the total amount of..... shares, eligible for .....

votes, as follows:

Ordinary shares of..... shares, eligible for ..... votes

Preference shares of..... shares, eligible for ..... votes

(3) Do hereby appoint either one of the following persons:

(1) Name..... Age.....years,  
Residing at No..... Road ..... Sub-district .....

District ..... Province ..... Postal Code ..... or

(2) Name..... Age.....years,  
Residing at No..... Road ..... Sub-district .....

District ..... Province ..... Postal Code ..... or

(3) Name..... Age.....years,  
Residing at No..... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders **No.1/2022** of Nonthavej Hospital Public Company Limited on **Friday 22 April 2022 at 10.00 hours** at Meeting Room on 6th fl., Nonthavej Hospital ,no. 432 Ngamwongwan Road ,Bangkhen ,Nonthaburi or at any adjournment thereof to any other date, time and venue.

(4) I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**Agenda 1 To acknowledge the Company's operation results for the year 2021.**  
**Agenda 2 To consider and approve the Statement of financial position , statement of comprehensive income , and statement of cash flows of the year 2021 for the ended December 31 , 2021.**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.  
 (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Agreed       Disagreed       Abstained

**Agenda 3 To consider and approve the payment of dividend.**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.  
 (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Agreed       Disagreed       Abstained

**Agenda 4 To consider and approve the appointment of directors in place of those whose terms will expire by rotation.**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.  
 (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 To elect directors as a whole  
 Agreed       Disagreed       Abstained

To elect each director individually

1. Prof. Dr. Uthai Tanlamai

Independent Director/ Chairman / Director of the Corporate Governance and Risk Management Committee / Audit Committee Director

- Agreed       Disagreed       Abstained

- 2. Dr.Sravudthi Sonthikaew, M.D.  
Director / Director of the Corporate Governance and Risk Management Committee  
 Agreed    Disagreed    Abstained
- 3. Dr. Piyasil Chanpoo, M.D.  
Director / Director of the Nomination and Remuneration Committee  
 Agreed    Disagreed    Abstained

**Agenda 5 To consider the appointment of the auditor and to fix the audit fees for the year 2022.**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Agreed    Disagreed    Abstained

**Agenda 6 To consider and approve the directors' and committee members' remuneration for the year 2022.**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Agreed    Disagreed    Abstained

**Agenda 7 Other businesses (if any).**

- (a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Agreed    Disagreed    Abstained

(5) Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

(6) If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Remarks:

1. The shareholder assigning 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.
2. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

**Regular continued proxy Form B**  
**Authorization on Behalf of the Shareholder of Nonthavej Hospital Public Company Limited**

For the Annual General Meeting of Shareholders **No. 1/2022** of Nonthavej Hospital Public Company Limited on **Friday 22 April 2021 at 10.00 hours** at Meeting Room on 6th fl., Nonthavej Hospital, no. 432 Ngamwongwan Road, Bangkok, Nonthaburi at any adjournment thereof to any other date, time and venue.

**Agenda** ..... **Re.** .....

(a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Agreed  Disagreed  Abstained

**Agenda** ..... **Re.** .....

(a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Agreed  Disagreed  Abstained

**Agenda** ..... **Re.** .....

(a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Agreed  Disagreed  Abstained

**Agenda** ..... **Re.** .....

(a) The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Agreed  Disagreed  Abstained

**Agenda** ..... **Re. Election of Directors**

**Director's name** .....

Agreed  Disagreed  Abstained

**Director's name** .....

Agreed  Disagreed  Abstained

**Director's name** .....

Agreed  Disagreed  Abstained

**Director's name** .....

Agreed  Disagreed  Abstained

**Director's name** .....

Agreed  Disagreed  Abstained

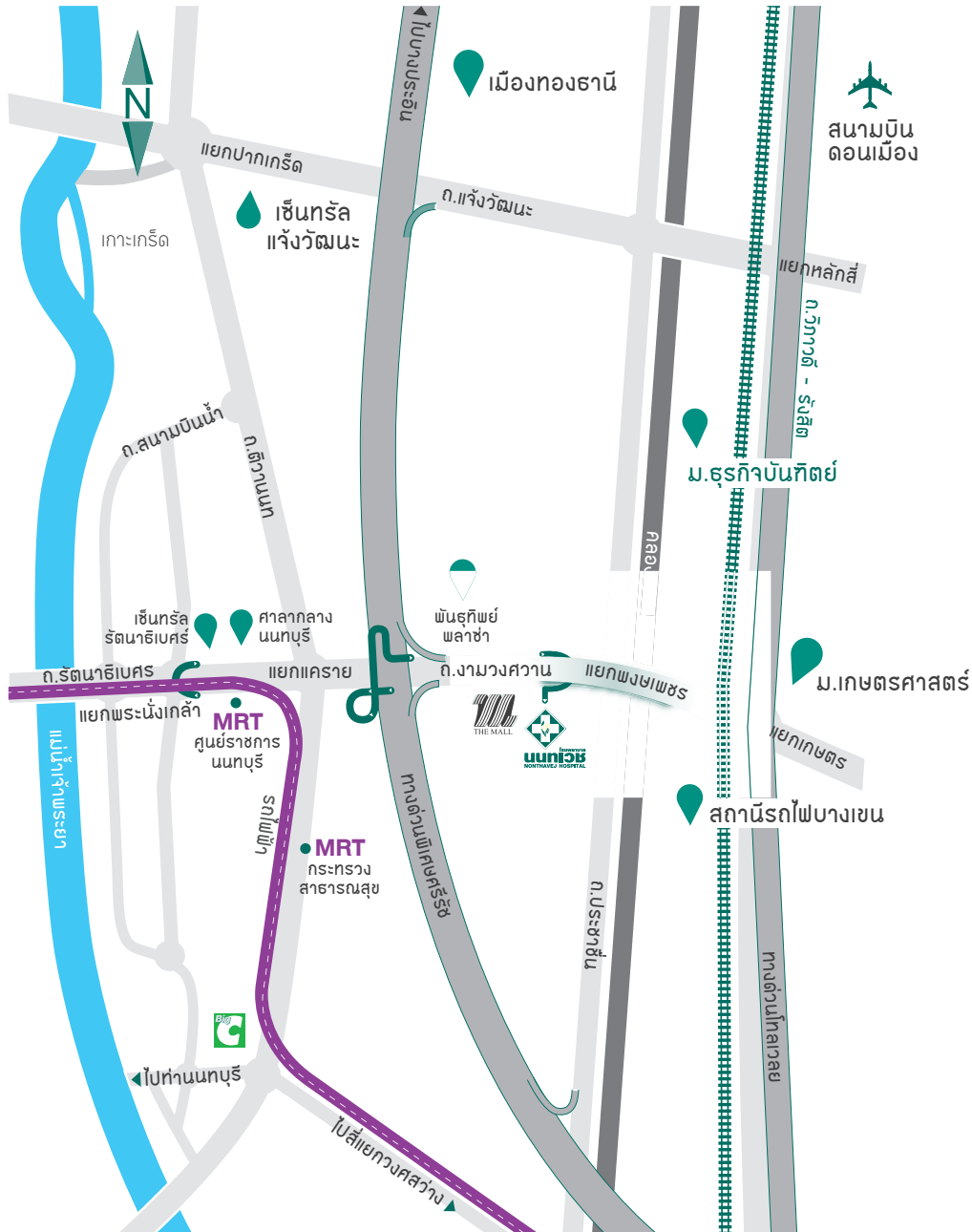
**Director's name** .....

Agreed  Disagreed  Abstained

**Director's name** .....

Agreed  Disagreed  Abstained

# แผนที่ของสถานที่จัดประชุม



สอบถามเพิ่มเติมได้ที่  
**โทร. 0-2596-7888**

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