

Proposal of Agenda and Director Nominee in Advance  
for 1/2020 Annual General Meeting of Shareholders of the Company

1. Objective

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as the Company directors in advance of the Annual General Meeting of Shareholders for the year 1/2020 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, The Nonthavej Hospital Public Company Limited (the "Company" ) has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the director nominee has suitable qualification. The Corporate Governance and Nomination Committee will carefully consider and make proposal to the Board of Directors.

2. Proposal of the Agenda

2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by the Company, which can be either owned by one shareholder or combined shareholders.

2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Agenda Proposal Form for 1/2020 Annual General Meeting of Shareholders of the Company" and submit required documents and evidences to the Company Secretary or E-mail address of at [ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or [suree.s@nonthavej.co.th](mailto:suree.s@nonthavej.co.th) from October 1 – December 31, 2019 to allow sufficient time for the Corporate Governance and Nomination Committee to consider and make proposal to the Board of Directors. Shareholders may unofficially fax those documents to 66-2596-7925 or Company Secretary and Investor Relations Department Nonthavej Hospital Public Company Limited

432 Ngamwongwan Rd. Bangkok

Nonthaburi 10110, Thailand

If many shareholders have unified to propose the agenda, each of them must complete the "Agenda Proposal Form for 1/2020 Annual General Meeting of Shareholders of the Company" and sign their names as evidence and send them altogether as one set.

2.3 Criteria for the Agenda Proposals that will not be accepted:

2.3.1 Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No. 4) B.E. 2551\*

2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

2.3.3 Matters that the Company has already implemented

2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons Attachment 2/5

2.4 In the case that the Board of Directors approves the proposed matters, the Company will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

2.5 In the case that the Board of Directors denies the proposed matters, the Company will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.

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\* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

### **3. The Nomination of the Director**

- 3.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate.
- 3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the "Director Nomination Form for 1/2020 Annual General Meeting of Shareholders of the Company" and submit required documents and evidences to the Company Secretary or E-mail address of at [ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or [suree.s@nonthavej.co.th](mailto:suree.s@nonthavej.co.th) from October 1 – December 31, 2019. The Corporate Governance and Nomination Committee will deliberate on shareholders' candidates together with other candidates before passing to the Board of Directors for their consideration. Shareholders may unofficially fax those documents to 66-2596-7925 or Company Secretary and Investor Relations Department Nonthavej Hospital Public Company Limited 432 Ngamwongwan Rd. Bangkok Nonthaburi 10110, Thailand.
- 3.3 If many shareholders have unified to propose the candidate, each of them must complete the "Director Nomination Form for 1/2020 Annual General Meeting of Shareholders of the Company" and sign their names as evidence and consolidate all the forms into one set.
- 3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:
- 3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company;
  - 3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;
  - 3.4.3 Should not serve as directors of more than 4 other listed companies.
- 3.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.