

## **Nonthavej Hospital Public Company Limited**

### **Criteria for Shareholders to Propose Annual General Meeting Agenda for the Year No. 1/2017**

#### **Objective**

Nonthavej Hospital Public Company Limited realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholders to receive equitable treatment. The Company therefore gives the opportunity for shareholders to participate in proposing an issue which is deemed important and appropriate for incorporation as an agenda in the Company's annual general meeting (AGM) for the Year No.1/2017 , and to be able to propose a candidate with appropriate knowledge, abilities and qualifications to be considered for the position of the Company's director. The issue should be proposed in advance before the AGM is held so that the Board of Directors will have sufficient time to consider and prepare to incorporate such proposed issue as an agenda in the AGM.

#### **Criteria and Guidelines in Proposing AGM Agenda**

##### **1. Qualification of Shareholders**

Shareholders wishing to propose an AGM agenda must be the Company's shareholders (one shareholder or a group of shareholders) and have been continuous shareholders for at least 1 Year as at the date of proposal submission.

##### **2. Conditions in Proposing Annual General Meeting Agenda**

2.1 Shareholders must propose an AGM agenda in writing signed by shareholders, using the form available on the Company's website. In case that the issue is proposed by a group of shareholders, every shareholder must fill out and sign a form and collectively send the forms as one set.

2.2 Shareholders proposing an AGM agenda must specify their name, last name, address, contact telephone number, number of shares held as at the proposed date, and complete all other required details.

##### **3. Agendas Qualified to be Proposed**

###### **Part 1 General Agenda**

Specify name of agenda, together with details and reasons

###### **Part 2 Agenda proposing a candidate to be considered for the position of Company's director**

1. Specify details of the candidate as required in the form
2. The candidate must possess all qualifications and does not possess any forbidding qualifications as per rules and regulations stipulated by:
  - Securities and Exchange Commission, Thailand
  - The Stock Exchange of Thailand
  - Public Company Act B.E. 2535
  - The Securities and Exchange Act No.4 B.E. 2551
  - The Company's Articles of Association

#### 4. Submission of AGM Agenda Proposal Form and Related Documents

4.1 Shareholders must send original AGM proposal form with shareholders' signatures, together with the following documents:

4.1.1 Evidence of shareholding by every shareholders, such as certification letter of number of shares held issued by securities companies, or documents issued by the Thailand Security Depository Co., Ltd., the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

4.1.2 Shareholders' documents from every shareholders:

- a) Individuals: Copy of valid identification card / passport (in case of non-residents), certified true copy
- b) Juristic persons: Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories

4.1.3 Consent form of candidate to be considered for the position of the Company's director as provided by the Company on the website and related documents including but not limited to evidence of education, training, work experience, and shareholding (only for agenda proposing a candidate to be considered for the position of Company's director)

4.2 The shareholders must send document which are correct and complete according to no. 4.1 by registered mail by 31 December 2016 to the following address:

**Company Secretary and Investor Relations Department**  
**Nonthavej Hospital Public Company Limited**  
**30/8 Ngamwongwan Rd. Bangkhen**  
**Nonthaburi 10110, Thailand**

#### 5. Consideration of the incorporation of the proposed agenda as an AGM agenda

5.1 Consideration of the proposed agenda as an AGM agenda.

The Audit Committee will consider the incorporation of the proposed issue as an AGM agenda before proposing to the Board of Directors for consideration.

The decision of the Board of Directors on such matter is deemed final.

5.2 Consideration of the proposed candidate to be considered for the position of the Company's director.

The Nomination Committee will consider the qualification of the candidate before proposing to the Board of Directors for consideration. The decision of the Board of Directors on such matter is deemed final.

The Company reserves the right to consider the proposals which are complete with comprehensive supporting documents, and are in accordance with the above criteria. The proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations.