



**Invitation to 2023 Annual General
Meeting of Shareholders**
Bangkok Chain Hospital Public Company Limited

*Your Family
Your Hospital*



Friday April 21, 2023 at 10.30 a.m.

via Hybrid Meeting at The World Sky Hall 22nd Floor, World Medical Hospital, No.44, Moo 4,
Chaengwattana Road, Pakkret, Nonthaburi (Physical) and Electronic Meeting (E-AGM)

Registration Opens at 8:30 a.m.



โรงพยาบาลเว็ลด์เมดิคอล
World Medical Hospital



โรงพยาบาลเกษมราษฎร์
KASEMRAD INTERNATIONAL



โรงพยาบาลเกษมราษฎร์
KASEMRAD HOSPITAL



โรงพยาบาลการุญเวช
KARUNVEJ HOSPITAL

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บริษัท บางกอก เซน ฮอสปิทอล จำกัด (มหาชน)
Bangkok Chain Hospital Public Company Limited

BCH. 049/2023

March 21, 2023

Subject: Invitation to 2023 Annual General Meeting of Shareholders

To: Shareholders
Bangkok Chain Hospital Public Company Limited ("BCH")

- Enclosures:
1. Annual report 2022 (Form 56-1 One Report) presented in QR code format
 2. Registration form for attending the E-AGM through Electronics Meeting
 3. Proxy Form B
 4. Information of the Independent Directors to be used with proxy of shareholder
 5. Rules for attending the Shareholders' Meeting via electronic media (E-AGM)
 6. The Company's Articles of Association regarding the Shareholders' Meeting and voting procedures
 7. Information of proposed directors in replacement of those retiring by rotation
 8. Information of the auditors
 9. Information of the existing articles of association and amendments
 10. Definition of "Independent Director"
 11. Map of the meeting venue

The Board of Directors of Bangkok Chain Hospital Public Company Limited (the "Company") adopted a resolution to convene the 2023 Annual General Meeting of Shareholders, to be held on Friday April 21, 2023 at 10:30 a.m. (registration opens at 8:30 a.m.) via Hybrid Meeting at The World Sky Hall 22nd Floor, World Medical Hospital, No.44, Moo 4, Chaengwattana Road, Pakkret, Nonthaburi (Physical) and Electronic Meeting (E-AGM), according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations. to consider the following agendas:

Agenda 1 To acknowledge the result of the Company's operations for the year 2022

Purpose and Rationale: The Company has summarized the performance as well as significant changes in 2022 as shown in the Annual Report 2022 (Form 56-1 One Report) presented in QR Code format.

Opinion of the Board: The Board of Directors recommended that the result of the Company's operations, for the year 2022, should be proposed to the Meeting of Shareholders for acknowledgement.

Voting: This agenda is for shareholders' information; thus voting is not required.



Agenda 2 To consider and approve the Company's Financial Statements for the year ended December 31, 2022 which have been audited by a certified public accountant

Purpose and Rationale: According to the Public Limited Companies Act, B.E. 2535, the Company shall prepare Financial Statements at the end of each fiscal year, which have been audited by a certified public accountant, and submit them to the Meeting of Shareholders for approval.

Opinion of the Audit Committee: The Audit Committee recommended that the Board submit the audited Financial Statements for the year ended December 31, 2022 to the Meeting of Shareholders for approval.

Opinion of the Board: The Board of Directors recommended that the audited Financial Statements for the year ended December 31, 2022, which have been reviewed and accepted by the Audit Committee, be presented to the Meeting of Shareholders for approval.

Comparison of the Financial Statements (partial) of the Company as follows: Unit: Million Baht

Description	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Total Assets	19,796.46	26,383.76	14,246.09	18,200.77
Total Liabilities	6,286.66	12,078.12	3,691.52	7,787.15
Total Equity	13,509.80	14,305.64	10,554.57	10,413.62
Total Revenue	18,910.30	21,529.40	11,387.29	12,888.95
Profit attributable to the owners of the Company	3,038.91	6,846.00	3,632.17	5,047.02
Earnings per share (Baht/share)	1.22	2.75	1.46	2.02

Details of Financial Statements presented in Annual Report 2022 (Form 56-1 One Report) presented in QR Code format attached herewith.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 3 To consider and approve the dividend payment for the year 2022

Purpose and Rationale: The Company has the policy for dividend payment at least 40 percent of the net profit for the year of the separate Financial Statements after deducting income tax and legal reserve, with no effect to the normal operations of the Company significantly. For dividend payment, the Company must consider the Company's operating results, liquidity, investment plans, and other related factors. In 2022, the net profit of the separate Financial Statements is Baht 3,632.17 million to be allocated for dividend payment.

Opinion of the Board: The Board of Directors approved to propose to the Meeting of Shareholders for consideration of approval regarding the payment of cash dividend at Baht 0.80 per share or amounting to Baht 1,995.00 million. The Company paid interim cash dividend of Baht 0.40 per share or in the amount of Baht 997.50 million in September 2022. Thus, the Company will pay the remaining cash dividend of Baht 0.40 per share or in the amount of Baht 997.50 million. All dividends are subject to withholding tax deduction at the rate stipulated by law.

The name of shareholders who are entitled to receive cash dividend shall be specified on May 10, 2023 and the dividend shall be paid on 19 May 2023. However, the dividend payment is subject to approval in the Meeting of Shareholders.

Details of the dividend payment in 2020 - 2022 are as follows:

Details of the Dividend Payment	2022	2021	2020
Profit for the year of the separate Financial Statements (Million Baht)	3,632.17	5,047.02	1,222.24
Number of shares (Million shares)	2,493.75	2,493.75	2,493.75
Cash dividend (Million Baht)			
- Interim cash dividend for the first 6-month	997.50	498.75	249.37
- Final cash dividend	997.50	2,493.75	324.19
Total cash dividend payment (Million Baht)	1,995.00	2,992.50	573.56
Payout ratio (percent)	54.93	59.29	46.93

According to the Public Companies Act, B.E. 2535, the Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than ten percent of the registered capital. This has been already performed by the Company and there is no addition legal reserve in 2022.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes

Agenda 4 To consider and approve the appointment of directors replacing those retired by rotation

Purpose and Rationale: According to Section 71 of the Public Limited Companies Act, B.E. 2535 and Clause 18 of the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. The four (4) directors listed below are due to retire by rotation in 2023.

- | | | |
|-----------------------|-------------------------|----------------------|
| 1. Prof.Dr. Chalerm | Harnphanich, M.D. | Director |
| 2. Assoc.Prof. Virach | Aphimeteetamrong, Ph.D. | Independent Director |
| 3. Ms. Pornluck | Harnphanich, M.D. | Director |
| 4. Mr. Phinij | Harnphanich | Director |

In addition, the Company invited shareholders to nominate qualified candidates for directorship through the Company's website from November 29, 2022 to January 31, 2023. Despite the invitation, no candidate was proposed.

Opinion of the Board: The Board of Directors, with the exception of the directors with vested interests on this agenda, approved to propose to the Meeting of Shareholders to appoint the four directors who will retire by rotation to be re-elected for another term, be approved as follows:

- | | | |
|-----------------------|-------------------------|----------------------|
| 1. Prof.Dr. Chalerm | Harnphanich, M.D. | Director |
| 2. Assoc.Prof. Virach | Aphimeteetamrong, Ph.D. | Independent Director |
| 3. Ms. Pornluck | Harnphanich, M.D. | Director |
| 4. Mr. Phinij | Harnphanich | Director |

Profiles, experiences, length of directorship, and the attendances at the Board and sub-committee Meetings of the four (4) nominated directors in Enclosure No.7.

The Board of Directors consider the structure, diversity, the expertise to complement the existing skills of the Board of Directors and personal qualifications for directorship as well as experiences, skills, directorship performance and who is not prohibited by law and notification of the Security and Exchange Commissions. The individuals, who are nominated to be director, have been assessed and screened by the Board of Directors for their qualifications which should be suitable and appropriated with the Company's business operations. Moreover, the individuals, who are the

nominated independent director for more than nine (9) years, the Board has considered that the independent director could provide opinions freely and in accordance with relevant regulations.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To consider and approve the directors' remuneration for the year 2023

Purpose and Rationale: Articles 34 of the Articles of Association stipulates that directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, considerations, bonuses or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the Shareholders' Meeting, which may be in a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem and welfares according to the Company's regulations.

Details of directors and sub-committees remuneration during the past three years are as follows: Unit: Million Baht

Year	Approved Amount	Actual Paid Amount
2020	8.00	6.94
2021	8.00	7.44
2022	8.50	7.95

Comparison of directors and sub-committees remunerations for the year 2023 (proposed year) and year 2022 as follows:

Details	Year 2023 (proposed year)	Year 2022
<u>Board of Directors and Audit committee</u>		
- Monthly Remuneration		
Chairman of the Audit Committee	65,000 Baht/month	65,000 Baht/month
Audit Committee	60,000 Baht/month	60,000 Baht/month
Director	55,000 Baht/month	55,000 Baht/month
<u>Sustainability, Governance and Risk Management Committee and Nomination and Remuneration Committee</u>		
- Meeting Allowance		
Chairman	12,000 Baht/time	12,000 Baht/time
Director	8,000 Baht/time	8,000 Baht/time
- Other benefits	- None -	- None -

Note: The Board of Directors is responsible for the policy and scope of remuneration both in finance and other benefit areas for directors and sub-committees in accordance with the Company performance as well as for other companies within the same industry for further consideration and approval at the Meeting of Shareholders.

Opinion of the Board: The Board of Directors resolved to propose to the Meeting of Shareholders to consider and approve the directors' remuneration for the year 2023 in the amount not exceed Baht 8.50 million.

The Board of Directors will allocate the remuneration and pension to each director. Such remuneration and pension is in accordance with the principle and policy set by the Board of Directors and appropriate to the duties and responsibilities assigned.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the Meeting.

Agenda 6 To consider and approve the directors' pension

Purpose and Rationale: Articles 34 of the Articles of Association stipulates that directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, considerations, bonuses or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the Shareholders' Meeting, which may be in a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem and welfares according to the Company's regulations.

Details of the directors' pension during the last three years are as follows: Unit: Million Baht

Year	Approved Amount	Actual Paid Amount
2019	5.74	5.74
2020	5.74	5.74
2021	12.00	12.00

Comparison directors' pension for the year 2022 (proposed year) and year 2021 as follows:

Details	Year 2022 (proposed year)	Year 2021
- Yearly Pension		
Chairman of the Audit Committee	785,800 Baht/year	1,161,700 Baht/year
Audit Committee	723,800 Baht/year	1,064,500 Baht/year
Director	661,800 Baht/year	967,700 Baht/year
- Other benefits	- None -	- None -

Opinion of the Board: Board of Directors resolved to propose to the Meeting of Shareholders to consider and approve the directors' pension for the 2022 in the amount not exceeding Baht 8.00 million.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the Meeting.

Agenda 7 To consider and approve the appointment of auditors and to determine auditors' remuneration for the year 2023

Purpose and Rationale: According to Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees shall be approved at the Annual General Meeting of Shareholders. In addition, a notification from the Capital Market Supervisory Board imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven (7) fiscal years, therefore, other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five (5) fiscal years' interval break.

Opinion of the Audit Committee: After considering the independence, competency, experience in auditing, and other value added service of the auditors as well as the audit fee, the Audit Committee recommended to appoint Ms.Nawarat Nitikeatipong, Certified Public Accountant No. 7789 or Ms. Vilaivan Pholprasert, Certified Public Accountant No. 8420 or Ms.Vipawan Pattavanvivek, Certified Public Accountant No.4795 of KPMG Phoomchai Audit Limited to be the auditors of Bangkok Chain Hospital Public Company Limited for the fiscal year 2023 with audit fees excluding disbursements amounted Baht 3,100,000 be presented to the Meeting of Shareholders for approval.

Opinion of the Board: The Board of Directors recommended to appoint Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789 or Ms. Vilaivan Pholprasert, Certified Public Accountant No. 8420 or Ms. Vipawan Pattavanvivek, Certified Public Accountant No.4795 of KPMG Phoomchai Audit Limited to be the auditors of Bangkok Chain Hospital Public Company Limited, be presented to the Meeting of Shareholders for approval. In addition, the Board of Directors has agreed to notify the Meeting of Shareholders that KPMG Phoomchai Audit Limited should be appointed as the external audit firm for the Company's subsidiaries for fiscal year 2023. The audit fees for the year 2023 (excluding disbursements) compared with the previous years are as follows:

Unit: Baht

Details of the auditors' remuneration	2023	2022	2021
Audit fees of the Company	3,100,000	3,000,000	3,000,000
Audit fees of the subsidiaries	3,773,000	3,495,000	3,387,000
Total Audit fees of the Company and its subsidiaries	6,873,000	6,495,000	6,387,000
Non-Audit fees	-None-	-None-	-None-

Note: KPMG Phoomchai Audit Limited is the Company's and its subsidiaries' auditor since it had been listed in the Stock Exchange of Thailand (SET). Those three (3) auditors have no relationship and have no interest in the Company and its subsidiaries and/or the directors and/or the executives and/or the major shareholders and/or the related persons to the aforesaid individuals. The details of each auditor are as follows:

1. Ms. Nawarat Nitikeatipong, CPA No.7789 is the Company's signing auditor for 5 years (2018 - 2022).
2. Ms. Vilaivan Pholprasert, CPA No.8420 is not the Company's signing auditor.
3. Ms. Vipawan Pattavanvivek, CPA No.4795 is not the Company's signing auditor.

Each auditor's profile is shown in Enclosure No.8

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 8 To consider and approve the revision of the Company's articles of association

Purpose and Rationale: As per the announcement of the Public Limited Companies Act (No.4), B.E. 2565 in the Royal Government Gazette, the laws has been amended to ensure that the Company can use the electronics methods in Board of Directors' Meeting and Shareholders' Meeting to advertise notices, deliver documents, as well as authorize proxies in Shareholders' Meeting.

Opinion of the Board: The Board of Directors resolved to propose to the Meeting of Shareholders to consider and approve the amendment to the Articles of Association of the Company by amending the provision in Article 22, Article 25, Article 26, Article 27, Article 35, Article 36, Article 37, Article 39, Article 40, Article 47, and Article 48, totaling 11 Articles and adding one more Article to be Article 64, thereby the numbers of Articles to revise a total of 12 Articles. However, the person authorized to act on behalf of the Company is authorized to register an amendment to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce and have the power to amend it. Wording to comply with the order of the Registrar and have the power to carry out the order of the Registrar to complete the registration.

The revision of the Company's articles of association is shown in Enclosure No.9

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of the shareholders who attend the Meeting and cast their votes.

Agenda 9 To consider any other business (if any)

Schedules of 2023 Annual General Meeting of Shareholders are as follows:

Description	Date
1. Specify the name list of shareholders who are eligible to attend the Shareholders' Meeting	March 17, 2023
2. Convening 2023 Annual General Meeting of the Shareholders	April 21, 2023

The Shareholders are cordially invited to attend the Meeting on the aforementioned date, time and venue. Besides, if any Shareholders shall appoint any other person to attend the Meeting and to vote, please authorize that person by way of proxy (the proxy form per Enclosure No.3) and submit to Investor Relations, Bangkok Chain Hospital Public Company Limited, 22nd Floor, No.44, Moo 4, World Medical Hospital, Chaengwattana Road, Pakkret, Nonthaburi 11120 within **April 14, 2023**. In addition, the Company will facilitate by providing the stamp duty for proxy holders who attend the Meeting in person.

Yours sincerely,



(Prof.Dr. Chalerm Hamphanich, M.D.)
Chief Executive Officer
Bangkok Chain Hospital Public Company Limited

Remarks:

1. The Company has published the Invitation for the Meeting both Thai and English version, including the Proxy form B on the Company's website, the shareholders can download at www.bangkokchainhospital.com
2. The Annual Report 2022 (Form 56-1 One Report) could be downloaded from the QR Code in Enclosure No. 1 by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code reader, Facebook or Line.

For Android System

1. Open applications such as QR Code reader, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.
3. In the event that shareholders have any enquiries relating to the agenda of the meeting, please send questions **within April 14, 2023** to Investor Relations, Bangkok Chain Hospital Public Company Limited, 22nd Floor, No.44, Moo 4, World Medical Hospital, Chaengwattana Road, Pakkret, Nonthaburi 11120 or ir@bangkokchainhospital.com.

แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
Registration form for attending the E-AGM through Electronics Meeting

เขียนที่.....

Written at

วันที่เดือน.....พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประจำตัวประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Subdistrict

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท บางกอก เซน ฮอสปิทอล จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

As a shareholder of Bangkok Chain Hospital Public Company Limited, holding a total number of shares.

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.30 น.

I would like to participate the E-AGM for Annual General Meeting 2023 on Friday April 21, 2023, at 10.30 a.m.

 เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

 มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

- (4) จัดส่งเอกสารที่ยืนยันตัวตน(ตามสิ่งที่ส่งมาด้วยลำดับที่ 5) มายัง ir@bangkokchainhospital.com หรือทางไปรษณีย์ ภายในวันศุกร์ที่ 14 เมษายน 2566

Please submit the required documents (details per Enclosure No. 5) to ir@bangkokchainhospital.com or by mail by Friday April 14, 2023

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the Company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.)

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

Nationality

อยู่บ้านเลขที่ _____

Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอก เซน ฮอสปิทอล จำกัด (มหาชน) ("บริษัท")

Being a shareholder of Bangkok Chain Hospital Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และลงคะแนนเสียงได้เท่ากับ _____ เสียง ดังนี้

holding shares at the total amount of _____ shares and have the right to vote equal to _____ votes as follows:

 หุ้นสามัญ _____ หุ้น ลงคะแนนเสียงได้เท่ากับ _____ เสียง

ordinary share _____ shares and have the right to vote equal to _____ votes

 หุ้นบุริมสิทธิ _____ หุ้น ลงคะแนนเสียงได้เท่ากับ _____ เสียง

preferred share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้

Hereby appoint

 1. ชื่อ นายศิริพงษ์ สมบัติศิริ อายุ 68 ปี อยู่บ้านเลขที่ 44

Name Mr. Siripong Sombutsiri age 68 years, residing at 44

ถนน แจ้งวัฒนะ ตำบล/แขวง ปากเกร็ด อำเภอ/เขต ปากเกร็ด

Road Chaengwattana Tambol/Sub district Pakkret Amphur/District Pakkret

จังหวัด นนทบุรี รหัสไปรษณีย์ 11120 หรือ

Province Nonthaburi Postal Code 11120 or

 2. ชื่อ ศ.(พิเศษ) พิภพ วีระพงษ์ อายุ 61 ปี อยู่บ้านเลขที่ 44

Name Prof. Piphob Veraphong age 61 years, residing at 44

ถนน แจ้งวัฒนะ ตำบล/แขวง ปากเกร็ด อำเภอ/เขต ปากเกร็ด

Road Chaengwattana Tambol/Sub district Pakkret Amphur/District Pakkret

จังหวัด นนทบุรี รหัสไปรษณีย์ 11120 หรือ

Province Nonthaburi Postal Code 11120 or

 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Sub district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และลงคะแนนเสียงแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 21 เมษายน 2566 เวลา 10.30 น. ในรูปแบบการประชุมแบบ Hybrid (Physical และ E-AGM) หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นใด

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2023 held on Friday 21 April 2023, from 10.30 a.m. via Hybrid Meeting (Physical and E-AGM), or on the date at time and place as may be postponed or changed.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
For whom attend the meeting in person, please bring this proxy to registration staff on the meeting date.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะลงคะแนนเสียงแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัท ประจำปี 2565
Agenda No. 1 To acknowledge the result of the Company's operations for the year 2022

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการลงคะแนนเสียง
As this agenda is for information to shareholders, there will be no voting.

วาระที่ 2 พิจารณาและอนุมัติงบการเงินสำหรับปีรอบบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบจากผู้สอบ
บัญชีรับอนุญาตแล้ว
Agenda No. 2 To consider and approve the Company's Financial Statements for the year ended December 31, 2022 which
have been audited by the certified public accountant

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 3 พิจารณาและอนุมัติการจ่ายเงินปันผล ประจำปี 2565
Agenda No. 3 To consider and approve the dividend payment for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 4 พิจารณาและอนุมัติแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ
Agenda No. 4 To consider and approve the appointment of directors replacing those retired by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
The appointment of the directors by group
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
The appointment of the director by individual
- ศ.ดร.นพ.เฉลิม หาญพานิชย์
Prof.Dr. Chalerm Hamphanich, M.D.
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- รศ.ดร.วิรัช อภิมณีธำรง
Assoc.Prof. Virach Aphimeteetamrong, Ph.D.
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- พญ.พรลักษ์ณี หาญพานิชย์
Ms. Pornluck Hamphanich, M.D.
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- นายพินิจ หาญพานิชย์
Mr. Phinij Hamphanich
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 5 พิจารณาและอนุมัติค่าตอบแทนกรรมการ ประจำปี 2566
Agenda No. 5 To consider and approve the directors' remuneration for the year 2023

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 6 พิจารณาและอนุมัติจ่ายเงินบำเหน็จกรรมการ
Agenda No. 6 To consider and approve the directors' pension

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 7 พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566
Agenda No. 7 To consider and approve the appointment of auditors and to determine auditors' remuneration for the year 2023

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 8 พิจารณาและอนุมัติการแก้ไขข้อบังคับบริษัท
Agenda No. 8 To consider and approve the revision of the Company's articles of association

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 9 To consider any other business (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any voting taken by the proxy holder at the meeting other than those specified in this proxy shall be considered as invalid and not being my/our voting on behalf of the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not specify any voting right in any agenda or specify ambiguously or if there is any agenda considered in the meeting other than those specified above, including any amendment or addition thereof, the proxy holder shall be authorized to consider the matters and vote on my/our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้
ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting unless any voting taken by the proxy holder is
other than those specified in this proxy

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและลงคะแนนเสียง ไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be
divided to more than one proxy holder in order to divide the vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The agenda of the appointment of the directors shall be able to appoint the directors by group or appoint the directors by
individual.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ
ฉันทะแบบ ข. ตามแนบ

In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may
specify such agenda on the attached sheet to the proxy (Form B) attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attached Sheet to the Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอก เซน ฮอสปิทอล จำกัด (มหาชน)

The proxy on behalf of the shareholder of Bangkok Chain Hospital Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.30 น. ซึ่งจัดประชุมในรูปแบบ Hybrid (Physical และ E-AGM) หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders held on Friday 21 April 2023, from 10.30 a.m. via Hybrid Meeting (Physical and E-AGM) or on the date at time and place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Subject :

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจลงคะแนนเสียงตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
The appointment of the directors by group
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
The appointment of the directors by individual
- ชื่อกรรมการ _____
Director's name _____
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- ชื่อกรรมการ _____
Director's name _____
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- ชื่อกรรมการ _____
Director's name _____
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- ชื่อกรรมการ _____
Director's name _____
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- ชื่อกรรมการ _____
Director's name _____

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบประจำต่อหนังสือมอบอำนาจถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/we hereby certified that the above details on the attached sheet to the proxy are true and correct.

ลงชื่อ/ Signed _____ ผู้มอบอำนาจ/ Proxy Grantor
(_____)
วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบอำนาจ/ Proxy Holder
(_____)
วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบอำนาจ/ Proxy Holder
(_____)
วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบอำนาจ/ Proxy Holder
(_____)
วันที่/ Date _____

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
For whom attend the meeting in person, please bring this proxy to registration staff on the meeting date.

Information of the Independent Directors to be used with proxy of shareholder

The Company would like to offer for shareholders to choose Independent Directors of the Company who are not retire by rotation and has been nominated for appointment at the 2023 Annual General Meeting of Shareholders, as well as no relationship and/or any interests which is different from other directors in every agenda proposed in the meeting. Except for the agenda to consider and approve the directors' remuneration and consider and approve the directors' pension, as a proxy to attend the meeting and vote on your behalf of as follow;

Name-Surname: Mr. Siripong Sombutsiri
Age: 68 years
Address: 44 Moo 4, Chaengwattana Road, Pakkret,
 Nonthaburi 11120
Position in the Company: Independent Director and Audit Committee
Percentage of Shareholding: None (No change in 2022)



Name-Surname: Prof. Piphob Veraphong
Age: 61 years
Address: 44 Moo 4, Chaengwattana Road, Pakkret,
 Nonthaburi 11120
Position in the Company: Independent Director and Audit Committee
Percentage of Shareholding: None (No change in 2022)



Rules for attending the Shareholders' Meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 14, 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 2 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

Please notify your intention to attend the meeting via electronic media (E-AGM) by sending the following information to Email or postal mail:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure No. 2) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are individual persons:

- If a shareholder desires to attend the meeting via E-AGM:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-AGM:
 - The Proxy Form (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting via electronic media (E-AGM).
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the Shareholders' Meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-AGM)
 - The Proxy Form (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed.
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the Shareholders' Meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

In case the documents or evidence mentioned above are not Thai or English versions, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).



3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within April 14, 2023

- Email: ir@bangkokchainhospital.com
- Postal: Investor Relation Department, Bangkok Chain Hospital Public Company Limited
World Medical Hospital, 22nd Floor
No. 44 Moo 4, Chaengwattana Road, Pakkret, Nonthaburi 11120

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you have not received the Email within April 19, 2023, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

iOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meeting 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact QJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder desires to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 3) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within April 14, 2023 via the following channels:

- Email: ir@bangkokchainhospital.com
- Postal: Investor Relation Department, Bangkok Chain Hospital Public Company Limited
World Medical Hospital, 22nd Floor
No. 44 Moo 4, Chaengwattana Road, Pakkret, Nonthaburi 11120

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (download the document at www.bangkokchainhospital.com) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - Email: ir@bangkokchainhospital.com
 - Postal: Investor Relation Department, Bangkok Chain Hospital Public Company Limited
World Medical Hospital, 22nd Floor
No. 44 Moo 4, Chaengwattana Road, Pakkret, Nonthaburi 11120

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - By Email: ir@bangkokchainhospital.com
 - Telephone: +66 2836-9906
 - Postal: Investor Relation Department, Bangkok Chain Hospital Public Company Limited
World Medical Hospital, 22nd Floor
No. 44 Moo 4, Chaengwattana Road, Pakkret, Nonthaburi 11120
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;

- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Email).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the Shareholders' Meeting via E-AGM, please contact Investor Relations Department for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-AGM, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Note: In organizing the Annual General Meeting of shareholders both physical meeting and E-AGM, the Company will collect, use and disclose personal information of shareholders in order to perform duties as required by law and for the benefit of facilitating shareholders to attend the Shareholders' Meeting, Your information will be protected according to the personal data protection policy or Privacy Policy as displayed on the Company's website, www.bangkokchainhospital.com.

The Company's Articles of Association regarding the Shareholders' Meeting and voting procedures

- No.35 The Shareholders' Meeting of the Company shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Board of Directors.
- No.36 The Board of Directors shall call a Shareholders' Meeting at least once a year which is an "Annual Ordinary General Meeting of Shareholders". The Meeting shall be held within four (4) months after the last day of the fiscal year of the Company. Shareholders' Meeting other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.
- In case the Board of Directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.
- In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.
- No.37 In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agendas of the meeting and the matters to be proposed to the meeting with reasonable details 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 the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting.
- No.38 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a Shareholders' 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, unless otherwise stipulated by the law governing public limited companies.
- At any Shareholders' Meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such Shareholders' Meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.
- No.39 At Shareholders' Meeting, a shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing and signed by the proxy grantor, and complied with the Registrar. It shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies which has at least the following details:

- a. Number of holding shares
- b. Proxy holder's name
- c. Meeting no. for proxy to attend the meeting and to vote

No.40 The Shareholders' Meeting shall be conducted to follow the sequence of the agendas specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agendas with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agendas as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling for the meeting which indicates the place, date, time and agendas of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper not less than three (3) days prior to the date of the meeting.

No.41 The Chairman of the Board of Directors shall preside at every Shareholders' Meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.


No.42 At the Shareholders' Meeting, the subscribers shall have votes equal to the number of shares subscribed by them. One share is entitled to one vote.

A shareholder or a proxy who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.


No.43 Unless otherwise stipulated by these Articles of Association or by the law governing public limited companies, any voting or resolution at a Shareholders' Meeting shall be passed by a simple majority of the shareholders present at the meeting with the right to vote. The following matters must have a vote of not less than third-fourths (3/4) of the total number of the shareholders present at the meeting with the right to vote.

- a. Sales or transfer the whole or the important business of the Company to others;
- b. Acquire or receive transfer of the business of other public companies or private companies;
- c. Enter, amend or terminate the contracts relating to the rent of the whole or the important business of the Company, giving an authority for management to others, or merging the business with others on the purpose of profit/loss sharing;
- d. Amendments of the Company's Memorandum or Articles of Association;
- e. Increase or decrease of the share capital;
- f. Issuance of the debentures;
- g. Merging or termination of business.

Information of proposed directors in replacement of those retiring by rotation

Name-Surname:	Prof.Dr. Chalerm Harnphanich, M.D.	
Age:	68 years	
Position in the Company:	Chairman of the Board of Directors, Chairman of Executive Committee and Chief Executive Officer	
Relationship with Executives / Major Shareholders:	Asst.Prof.Dr. Somporn Harnphanich, M.D.'s husband	
Percentage of Shareholding:	32.63 (No change in 2022)	
Education:	Ph.D., Honorary Doctoral Programme in Medicine, Chiang Mai University Ph.D., Honorary Doctoral Programme in Business Administration, Ramkhamhaeng University Ph.D. (Buddhist Studies), Honorary Doctoral Programme in Buddhist Studies, Mahachulalongkorn Rajavidyalaya University Honorary Certificate, Professor for Hospital Administration Programme, Bodhisrastra University, USA Honorary Certificate, Associate Professor in Public Administration Programme, Bodhisrastra University, USA Master Degree in Business Administration, Ramkhamhaeng University M.D. Chiang Mai University B.Sc., Medical Science, Chiang Mai University Board Certification Specialist in Obstetrics and Gynecology, Siriraj Hospital, Mahidol University High Medical Certificate in Obstetrics and Gynecology, Siriraj Hospital, Mahidol University	
Training for Directors' Program:	Director Certification Program, Thai Institute of Directors Association (IOD) Director Accreditation Program, Thai Institute of Directors Association (IOD) Hospital Management, Sasin Graduate Institution of Business Administration of Chulalongkorn University	
Director / executive in other	<u>Listed companies</u> - None	
Business:	<u>Non-listed companies</u> (18 organizations) 2022 - present Chairman of the Board of Directors / The Better News Co., Ltd. 2019 - present President / Private Hospital Association Thailand 2017 - present Director / Bangkok Chain International (Lao) Co., Ltd. 2016 - present Director / Bangkok Chain Management Co., Ltd. 2016 - present President / Chiangmai Medical School Alumni Association 2015 - present Director / Sothon Vejchakit Co., Ltd. 2014 - present Advisory / Private Hospital Association of Asean 2014 - present Director / Chiangrai Imaging Center Co., Ltd. 2014 - present Director / Park Inn Saraburi Co., Ltd. 2013 - present Director / Navanakorn Medical Co., Ltd. 2013 - 2021 Director / Ayutthaya Medicare Co., Ltd. 2013 - present Director / C.M.J. Land Co., Ltd. 2011 - present Director / Park Inn Chiangrai Part Co., Ltd. 2006 - present Director of Master of Public Health Program / School of Health Science Sukhothai Thammathirat Open University 1996 - present Director / S.C.K. Land Co., Ltd. 1996 - present Director / Saraburi Wetchakit Co., Ltd. 1996 - present Director / Sriburin Medical Co., Ltd. 1992 - present Director / Rattanaibeth General Hospital Co., Ltd. 1988 - present Director / Pisuthikij Co., Ltd.	
Meeting Participation:	<u>Other entities that may have conflicts of interest with the Company</u> - None The Board of Directors' Meeting in 2022, 6 from 6 The Executive Committee Meeting in 2022, 4 from 4	
Date of Appointment:	24 November 1993	
Number of Years for Directorship:	30 years	

Name-Surname:	Assoc.Prof. Virach Aphimeteetamrong, Ph.D.	
Age:	79 years	
Position in the Company:	Independent Director and Chairman of the Audit Committee	
Relationship with Executives /	None	
Major Shareholders:		
Percentage of Shareholding:	None	
Education:	Ph.D. (Finance), University of Illinois, Urbana-Champaign, USA Master Degree in M.A.S., University of Illinois, Urbana-Champaign, USA Master Degree in Business Administration, Gothenburg, Sweden Bachelor of Accounting (Honors 2nd), Chulalongkorn University	
Training for Directors' Program:	Director Accreditation Program (DAP) 2/2003, Thai Institute of Directors Association (IOD)	
Director / executive in other	<u>Listed companies</u> (4 organizations)	
Business:	2013 - present Chairman of Board of Directors and Audit Committee / Thai Agro Energy PCL. 2007 - 2021 Chairman of Board of Directors / Intouch Holdings PCL. 2004 - present Independent Director and Chairman of the Audit Committee / Asia Plus Group Holdings PCL. 1995 - present Independent Director and Chairman of the Audit Committee / Metro Systems Corporation PCL. 1993 - present Chairman of the Independent Director / Supalai PCL. <u>Non-listed companies</u> (3 organizations) 2021 - present Director / TRIS Rating Co., Ltd. 2020 - 2021 Independent Director / Allianz Ayudhya Assurance PCL. 2003 - present Director / TRIS Corporation Co., Ltd. 1988 - present Chairman of the Board of Directors / Office Dr.Virach & Associates Co., Ltd. <u>Other entities that may have conflicts of interest with the Company</u> - None	
Meeting Participation:	The Board of Directors' Meeting in 2022, 6 from 6 The Audit Committee Meeting in 2022, 5 from 5	
Date of Appointment:	9 April 2004	
Number of Years for Directorship:	19 years	
Nature of relationships with company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years	<ul style="list-style-type: none"> - Not being an executive director, staff member, employee or adviser who earn salary from the Company - Not being a professional service provider to the Company - No material business relationships with the Company in such a way that may affect their independence 	
Nominating principles and procedures and the reason of proposing to re-elect an Independent Director, who is being the Company's Director for more than 9 years, as an Independent Director another term:	The Board of Directors has proposed that he is suitable in terms of the qualifications and experiences and be able to give independent opinions and have the qualifications consistent with the definition of an independent director (Enclosure No.10). Therefore, he should be re-elected as an Independent Director.	

Name-Surname:	Ms. Pornluck Harnphanich, M.D.	
Age:	37 years	
Position in the Company:	Director, Member of Executive Committee, Member of Risk Management Committee and Chief Operation Officer	
Relationship with Executives /	Prof.Dr.Chalerm Harnphanich, M.D.'s daughter	
Major Shareholders:		
Percentage of Shareholding:	3.44 (increased 0.05 in 2022)	
Education:	Master degree of Healthcare and Wellness Management College of Management Mahidol University M.D., Thammasat University Diploma Course in Dermatology and Dermatosurgery, Institute of Dermatology American Board Certified in Nutritional Wellness American Board of Nutritional Wellness Executive Mini Master of Business Administration, NIDA Business School Short Course training in Skin Laser Surgery, Faculty of Medicine, Siriraj Hospital, Mahidol University Certificate in Chelation Therapy (CMAT) HA Course for Quality Hospital Management (HA900) Introduction to Medical Law by Thai MOOC, Ministry of Higher Education, Science, Research and Innovation	
Training for Directors' Program:	Director Accreditation Program, Thai Institute of Directors Association (IOD) Successful Formulation & Execution of Strategy (SFE) Program, Thai Institute of Directors Association (IOD) Entrepreneurial Finance, CONC Thammasat Business School, Thammasat University Oxford Program on Negotiation in Bangkok Said Business School, University of Oxford	
Director / executive in other Business:	<u>Listed companies</u> - None <u>Non-listed organizations</u> (8 organizations) 2021 - present Director / Bangkok Chain International (Lao) Co., Ltd. 2020 - present Director / Navanakorn Medical Co., Ltd. 2016 - present Director / Sriburin Medical Co., Ltd. 2016 - present Director / Saraburi Wetchakit Co., Ltd. 2016 - present Director / Bangkok Chain Management Co., Ltd. 2015 - present Director / Sothon Vejchakit Co., Ltd. 2015 - present Director / Coffee and Latte House Co., Ltd. 2015 - 2019 Director / Global Inspired Laboratory Co., Ltd. 2013 - present Medical Director / Rattanatibeth General Hospital Co., Ltd. 2011 - 2014 Director / Rattanatibeth General Hospital Co., Ltd. 2011 - 2018 Director / Tipnatee s.p.p. Co., Ltd. <u>Other entities that may have conflicts of interest with the Company</u> - None	
Meeting Participation:	The Board of Directors' Meeting in 2022, 6 from 6 The Executive Committee Meeting in 2022, 4 from 4 The Risk Management Committee Meeting in 2022, 6 from 6	
Date of Appointment:	10 August 2012	
Number of Years for Directorship:	11 years	

Name-Surname:	Mr. Phinij Harnphanich
Age:	67 years
Position in the Company:	Director
Relationship with Executives / Major Shareholders:	Prof.Dr. Chalerm Harnphanich, M.D.'s brother
Percentage of Shareholding:	None
Education:	Master degree of Political Science (Government), Thammasat University Bachelor degree of Political Science (Public Administration), Thammasat University
Training for Directors' Program:	Director Accreditation Program, Thai Institute of Directors Association (IOD)
Director / executive in other business:	<u>Listed companies</u> (1 organization) 2018 - present Independent Director and Audit Committee / Chewathai PCL. <u>Non-listed organizations</u> (1 organization) 2022 - present Director / The Better News Co., Ltd. 2016 - present Retired Government Official / Ministry of Interior 2014 - 2016 The Governor / Samutprakan Province 2013 - 2014 Director General / Department of Lands 2012 - 2013 The Governor / Lamphun Province <u>Other entities that may have conflicts of interest with the Company</u> - None
Meeting Participation:	The Board of Directors' Meeting in 2022, 6 from 6
Date of Appointment:	27 February 2017
Number of Years for Directorship:	6 years



Information of the auditors



Name-Surname: Ms. Nawarat Nitikeatipong
Company: KPMG Phoomchai Audit Ltd.
Work Experience: 20 years
Position: Partner
Qualifications:

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant, the Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education:

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Accounting, Chulalongkorn University

Experiences:

2019 - present	Partner / KPMG Phoomchai Audit Ltd.
2016 - 2019	Director / KPMG Phoomchai Audit Ltd.
2013 - 2015	Associated Director / KPMG Audit (Thailand) Ltd.

Contract detail:

Email	nawarat@kpmg.co.th
Tel.	02 677 2319
Fax	02 677 2222



Name-Surname: Ms. Vilaivan Pholprasert
Company: KPMG Phoomchai Audit Ltd.
Work Experience: 22 years
Position: Partner
Qualifications:

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant, the Federation of Accounting Professions of Thailand
- SEC Authorized Auditor
- Experience as a special speaker at the Federation of Accounting Professional of Thailand (TFAC)

Education:

- Bachelor of Accounting, Kasetsart University

Experiences:

2014 - present	Partner / KPMG Phoomchai Audit Ltd.
2008 - 2014	Manager / KPMG Phoomchai Audit Ltd.
2003 - 2008	Audit Assistant / KPMG Phoomchai Audit Ltd.
2001 - 2003	Audit Assistant / KPMG Audit (Thailand) Limited

Contract detail:

Email	vilaivan@kpmg.co.th
Tel.	02 677 2325
Fax	02 677 2222



Name-Surname: Ms. Vipavan Pattavanivek

Company: KPMG Phoomchai Audit Ltd.

Work Experience: 29 years

Position: Partner

Qualifications:

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant, the Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education:

- Master of Science (Accounting), Thammasat University
- Bachelor of Accounting (Second Class Honors), Thammasat University

Experiences:

2011 - present	Partner / KPMG Phoomchai Audit Ltd.
2010 - 2011	Director / KPMG Phoomchai Audit Ltd.
2008 - 2010	Associate Principle / KPMG Phoomchai Audit Ltd.
2005 - 2008	Associate Director / KPMG Phoomchai Audit Ltd.
2003 - 2005	Manager / KPMG Phoomchai Audit Ltd.

Contract detail:

Email	vipavan@kpmg.co.th
Tel.	02 677 2331
Fax	02 677 2222

Information of the existing articles of association and amendments

Article	Existing articles	Amendments articles
22	<p>In the case where Directors vacate office en masse, the outgoing Board of Directors shall remain in office to serve as the acting Board of Directors in furtherance of the operation of the business of the Company to the extent necessary until the new Board of Directors takes office, unless otherwise ordered by the Court in the case where the Board of Directors vacates office under order of the Court.</p> <p>The outgoing Board of Directors must cause to be held a Shareholders' Meeting for electing the new Board of Directors within one month as from the date of the vacation of office and, for this purpose, send shareholders a written notice summoning a meeting not less than fourteen (14) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting.</p>	<p>In the case where Directors vacate office en masse, the outgoing Board of Directors shall remain in office to serve as the acting Board of Directors in furtherance of the operation of the business of the Company to the extent necessary until the new Board of Directors takes office, unless otherwise ordered by the Court in the case where the Board of Directors vacates office under order of the Court.</p> <p>The outgoing Board of Directors must cause to be held a Shareholders' Meeting for electing the new Board of Directors within one month as from the date of the vacation of office and, for this purpose, send shareholders a written notice summoning a meeting not less than fourteen (14) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting <u>or via electronic methods according to the criteria stipulated by the Registrar.</u></p>
25	<p>The Board of Directors shall hold the meeting at least three (3) months per one time.</p>	<p>The Board of Directors shall hold the meeting at least <u>once in every three (3) months.</u></p>
26	<p>The Board of Directors' Meeting shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Chairman of the Board or to the person designated by the Chairman of the Board.</p>	<p>The Board of Directors' Meeting shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Chairman of the Board or to the person designated by the Chairman of the Board <u>or may be held by electronic means in accordance with the law on electronic meeting and the Head Office's location shall be deemed to be the venue of such meeting.</u></p>
27	<p>In calling the Board of Directors' Meeting, the Chairman of the Board of Directors or to the person designated by the Chairman of the Board shall propose a written notice calling the meeting to the Directors at least seven (7) days prior to the date of the meeting. In case that it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>In the case, at least two directors request to call for the meeting, the Chairman of the Board of Directors shall fix the date of the meeting within fourteen (14) days from the date of such request.</p>	<p>In calling the Board of Directors' Meeting, the Chairman of the Board of Directors or the person designated by the Chairman of the Board shall propose written notice calling the meeting to the Directors at least <u>three (3) days</u> prior to the date of the meeting. In case that it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by <u>electronic means or other methods and an earlier meeting date may be chosen. In the case that the Board of Directors' Meeting is held by electronic means, shall be called by electronic means.</u></p> <p><u>In the case, if it is reasonable or for the protection of the Company's benefit, at least two directors may jointly request the Chairman of the Board of Directors to call the meeting, specifying the matters and the reasons proposed to the meeting. In this case, the Chairman of the Board of Directors shall fix the date of the meeting within fourteen (14) days as from the date of receipt of the request.</u></p>

Article	Existing articles	Amendments articles
		<p><u>In the case where the Chairman of the Board of Directors does not fix the date of the meeting under the second paragraph, the requesting directors may jointly call and fix the date of the meeting to consider the proposed matters within fourteen (14) days from the end of under the second paragraph period.</u></p> <p><u>In the absence of the Chairman of the Board of Directors, the vice-chairman shall call the Board of Directors' Meeting. In the case of the absence of a vice-chairman, at least two directors may jointly call the Board of Directors' Meeting.</u></p>
35	<p>The Shareholders' Meeting of the Company shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Board of Directors.</p>	<p>The Shareholders' Meeting of the Company shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Board of Directors.</p> <p><u>The Shareholders' Meeting may be held by electronic means in accordance with the laws governing electronic meeting, and the Head Office's location shall be deemed to be the venue of such meeting.</u></p>
36	<p>The Board of Directors shall call a Shareholders' Meeting at least once a year which is an "Annual Ordinary General Meeting of Shareholders". The Meeting shall be held within four (4) months after the last day of the fiscal year of the Company.</p> <p>Shareholders' Meeting other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting".</p> <p>The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising</p>	<p>The Board of Directors shall call a Shareholders' Meeting at least once a year which is an "Annual Ordinary General Meeting of Shareholders". The Meeting shall be held within four (4) months after the last day of the fiscal year of the Company.</p> <p>Shareholders' Meeting other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting".</p> <p>The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p><u>In the case that the shareholders call a meeting according to the fourth paragraph, the shareholders call a meeting may send the notice calling for the meeting to the shareholders via electronic methods, provided that such the shareholders have declared their intention or given consent to the</u></p>

Article	Existing articles	Amendments articles
	<p>from such meeting and reasonably provide facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p><u>Company or the Board of Directors according to the criteria stipulated by the Registrar.</u></p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
37	<p>In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agendas of the meeting and the matters to be proposed to the meeting with reasonable details 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 the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting.</p>	<p>In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agendas of the meeting and the matters to be proposed to the meeting with reasonable details 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 the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting <u>or via electronic methods according to the criteria stipulated by the Registrar. In the case, that meeting Shareholders' Meeting is held by electronic means shall submit notice calling for such meeting, and relevant documents via electronic mail, shall be sent and notice summoning a meeting in a newspaper of the said period.</u></p>
39	<p>At Shareholders' Meeting, a shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing and signed by the proxy grantor, and complied with the Registrar. It shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies which has at least the following details:</p> <ol style="list-style-type: none"> a. Number of holding shares b. Proxy holder's name c. Meeting no. for proxy to attend the meeting and to vote 	<p>At Shareholders' Meeting, a shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing and signed by the proxy grantor, and complied with the Registrar. It shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies which has at least the following details:</p> <ol style="list-style-type: none"> a. Number of holding shares b. Proxy holder's name c. Meeting no. for proxy to attend the meeting and to vote <p><u>The appointment of a proxy pursuant under the first paragraph may be made by electronic means that is secured and reliable that such appointment was made by the shareholder as prescribed by the Registrar.</u></p>

Article	Existing articles	Amendments articles
40	<p>The Shareholders' Meeting shall be conducted to follow the sequence of the agendas specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agendas with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.</p> <p>If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those indicated in the notice calling for the meeting.</p> <p>If the meeting has not concluded the consideration of the matters according to the sequence of the agendas as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling for the meeting which indicates the place, date, time and agendas of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper not less than three (3) days prior to the date of the meeting.</p>	<p>The Shareholders' Meeting shall be conducted to follow the sequence of the agendas specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agendas with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.</p> <p>If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those indicated in the notice calling for the meeting.</p> <p>If the meeting has not concluded the consideration of the matters according to the sequence of the agendas as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling for the meeting which indicates the place, date, time and agendas of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper not less than three (3) days prior to the date of the meeting <u>or via electronic methods according to the criteria stipulated by the Registrar.</u></p>
47	<p>When the Company intends to reduce its capital must, in writing, notify its known creditors of the resolution for such capital reduction in writing, notify its known creditors of the resolution for such capital reduction within fourteen (14) days as from the date on which such resolution was passed by the Shareholders' meeting and specify, in the notification, that objections may be sent within two (2) months as from the date of receipt of the notification of such resolution, and the Company shall also publish consecutively such resolution in a newspaper within the said fourteen (14) day time limit for three (3) consecutive days.</p>	<p>When the Company intends to reduce its capital must, in writing, notify its known creditors of the resolution for such capital reduction in writing, notify its known creditors of the resolution for such capital reduction within fourteen (14) days as from the date on which such resolution was passed by the Shareholders' Meeting and specify, in the notification, that objections may be sent within two (2) months as from the date of receipt of the notification of such resolution, and the Company shall also publish consecutively such resolution in a newspaper within the said fourteen (14) day time limit for three (3) consecutive days <u>or via electronic methods according to the criteria stipulated by the Registrar.</u></p>

Article	Existing articles	Amendments articles
48	<p>Declaration allowing the dividend payment shall not be made except by a resolution of the Shareholders' Meeting or the Board of Directors' Meeting for interim dividends payment.</p> <p>Dividends payment provided that, it shall be notified in writing to the shareholders and The notice calling for dividend payment shall also be published consecutively in a newspaper for three (3) days and the dividend payment shall be made within one month as from the date of the resolution under the first paragraph.</p>	<p>Declaration allowing the dividend payment shall not be made except by a resolution of the Shareholders' Meeting or the Board of Directors' Meeting for interim dividends payment.</p> <p>The dividends payment provided that, it shall be notified in writing to the shareholders and The notice calling for dividend payment shall also be published consecutively in a newspaper for three (3) days <u>or via electronic methods according to the criteria stipulated by the Registrar</u> and the dividend payment shall be made within one month as from the date of the resolution under the first paragraph.</p>
64	-	<p><u>In the case the Company or the Board of Directors is obligated to send letters or documents to the Directors, shareholders, or creditors of the Company, if such persons have declared their intention to receive or given consent to the delivery of, letters or documents via electronic methods, the Company or the Board of Directors may send such letters or documents via electronic methods according to the criteria stipulated by the Registrar.</u></p>

Definition of “Independent Director”

“Independent Director” means the director, who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly. The qualifications of the Independent Director are as follows:

1. Hold share not more than 1% of paid up capital of the Company, affiliate company, joint company, associated company, including the shares held by the related person.
2. Being independent either directly or indirectly of both financial and management of the Company or joint company or major shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent Director, unless the Board of Directors has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion.
3. Must not be the Director who has been appointed as the representative to maintain the interest of the Director of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
4. Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.
5. Must not be related person or relatives of the executive or major shareholders of the Company.
6. Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the Executive or major shareholders of the Company, including related person or close relatives of such person.
7. No other character that causes the inability to give opinion to operation of the Company independently.

All the definition above has complied with the rules and regulations stipulated by Securities and Exchange Commission and the Stock Exchange of Thailand.

Map of the meeting venue

Bangkok Chain Hospital Public Company Limited

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