

**Summary of Amendments to the Articles of Association of
Thonburi Healthcare Group Public Company Limited**

Summary of Amendments to the Articles of Association of Thonburi Healthcare Group Public Company Limited				
No.	Article No.	Current Articles of Association	New Articles of Association	Summary of Changes
1.	1	Clause 1. These regulations shall be called the Articles of Association of Thonburi Healthcare Group Company Public Limited	Clause 1. These regulations shall be called the Articles of Association of Thonburi Healthcare Group Company Public Limited	Adjust spacing in the text in the Thai version - No amendments of the content.
2.	2	Clause 2. “Company” used in these Articles of Association shall mean Thonburi Healthcare Group Company Public Limited	Clause 2. “Company” used in these Articles of Association shall mean Thonburi Healthcare Group Company Public Limited	Adjust spacing in the text in the Thai version - No amendments of the content.
3.	4	Clause 4. In addition to the provisions set forth in these Articles of Association, the provisions of the laws governing public limited companies and the laws governing securities and exchange shall apply .	Clause 4. In addition to the provisions set forth in these Articles of Association, the provisions of the laws governing public limited companies and the laws governing securities and exchange shall apply .	Typographical error in Thai version – No amendments of the content.
4.	6	Clause 6. The Company may appoint a natural person or a juristic person to act as a share registrar. If the Company appoints the Thailand Securities Depository Co., Ltd. or any other person approved by the Stock Exchange of Thailand to be the Company’s share registrar, the procedures for the Company’s registration work shall be as determined by the share registrar.	Clause 6. The Company may appoint a natural person or a juristic person to act as a share registrar. If the Company appoints the Thailand Securities Depository Co., Ltd. or any other person approved by the Stock Exchange of Thailand to be the Company’s share registrar, the procedures for the Company’s registration work shall be as determined by the share registrar.	Typographical error in the Thai version - No amendments of the content.

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5.	8	Clause 8. The Company’s shares are freely transferable, and shares held by non-Thai persons at any time must not exceed forty (40) percent of the total number of paid-up shares. Any transfer of shares that would cause the proportion of shares held by non-Thai nationals to exceed the above limit may be refused by the Company.	Clause 8. The Company’s shares are freely transferable, and shares held by non-Thai persons at any time must not exceed forty (40) percent of the total number of paid-up shares. Any transfer of shares that would cause the proportion of shares held by non-Thai nationals to exceed the above limit may be refused by the Company.	Typographical error in the Thai version - No amendments of the content.
6.	11	Clause 11. The Company shall not hold or accept a pledge of its own shares, except in the following cases where the Company repurchases its shares: (1) The Company may repurchase shares from shareholders who vote against the resolution of the shareholders’ meeting approving the amendment of the Company’s articles of association regarding voting rights and dividend rights because the shareholders who vote against it believe that they have been treated unfairly; or (2) The Company may repurchase its shares for financial management purposes in the event that the Company has	Clause 11. The Company shall not hold or accept a pledge of its own shares, except in the following cases where the Company repurchases its shares: (1) The Company may repurchase shares from shareholders who vote against the resolution of the shareholders’ meeting approving the amendment of the Company’s articles of association regarding voting rights and dividend rights because the shareholders who vote against it believe that they have been treated unfairly; or (2) The Company may repurchase its shares for financial management purposes in the event that the Company has	Amend the content in the Thai version to comply with the Ministerial Regulation on Rules and Procedures Governing Share Repurchase, Disposal of Repurchased Shares, and Cancellation of Repurchased Shares of a Company B.E. 2544 (2001).

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		<p>accumulated profits and excess liquidity and the repurchase of shares does not cause the Company to experience financial problems.</p> <p>However, shares held by the Company due to the repurchase will not be counted as a quorum of shareholders and will not have voting rights or the right to receive dividends.</p> <p>The Company shall sell or dispose of all repurchased shares within the time specified in the Company’s share repurchase program.</p> <p>In the event that the Company does not sell or dispose of all repurchased shares by the Company within the specified time, the Company must reduce the paid-up capital by cutting the registered shares that cannot be sold.</p> <p>The repurchase of shares, the sale or disposal of repurchased shares, and the reduction of paid-up capital by cutting repurchased shares, including the determination of the number of shares, the</p>	<p>accumulated profits and excess liquidity and the repurchase of shares does not cause the Company to experience financial problems.</p> <p>However, shares held by the Company due to the repurchase will not be counted as a quorum of shareholders and will not have voting rights or the right to receive dividends. The Company shall sell or dispose of all repurchased shares within the time specified in the Company’s share repurchase program.</p> <p>In the event that the Company does not sell or dispose of all repurchased shares by the Company within the specified time, the Company must reduce the paid-up capital by cutting the registered shares that cannot be sold.</p> <p>The repurchase of shares, the sale or disposal of repurchased shares, and the reduction of paid-up capital by cutting repurchased shares, including the determination of the</p>	

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		<p>repurchase offer price, and the repurchased share offering price, or any other case related to such repurchase of shares, shall be in accordance with the criteria and methods prescribed in the Ministerial Regulations. In the case where the Company’s shares are listed securities on the Stock Exchange of Thailand, the Company shall also comply with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand.</p> <p>The repurchase of shares not exceeding ten (10) percent of the paid-up capital shall be within the authority of the Board of Directors to consider and approve the share repurchase project. However, in the event that the number of shares repurchased exceeds ten (10) percent of the paid-up capital, the Company must obtain a resolution of the shareholders’ meeting with a majority vote of the shareholders attending the</p>	<p>number of shares, the repurchase offer price, and the repurchased share offering price, or any other case related to such repurchase of shares, shall be in accordance with the criteria and methods prescribed in the Ministerial Regulations. In the case where the Company’s shares are listed securities on the Stock Exchange of Thailand, the Company shall also comply with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand.</p> <p>The repurchase of shares not exceeding ten (10) percent of the total issued shares shall be within the authority of the Board of Directors to consider and approve the share repurchase project. However, in the event that the number of shares repurchased exceeds ten (10) percent of the total issued shares, the Company must obtain a resolution of the shareholders’ meeting with a</p>	

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		meeting and having the right to vote, and the Company must repurchase the shares within one (1) year from the date of receiving the resolution of the shareholders' meeting.	majority vote of the shareholders attending the meeting and having the right to vote, and the Company must repurchase the shares within one (1) year from the date of receiving the resolution of the shareholders' meeting.	
7.	23	Clause 23. In calling a Board of Directors' meeting, the Chairman or a person designated shall send notice calling for such meeting to the directors at least seven (7) days before the meeting date, except in urgent cases to protect the rights or benefits of the Company, in which case notice of the meeting may be given by other methods and the meeting date may be set sooner.	Clause 23. In calling a Board of Directors' meeting, the Chairman or a person designated shall send a notice calling for such meeting to the directors within the period prescribed by law, except in urgent cases to protect the rights or benefits of the Company, in which case the notice of meeting may be given by electronic means or other methods, and the meeting date may be set sooner. In sending the notice calling for a meeting of the Board of Directors and the supporting documents, the Company may send such notice and documents by electronic mail in accordance with the criteria and methods prescribed by law. In this regard, the person responsible for arranging the meeting shall retain	Amend the meeting notice period from seven (7) days to the period prescribed by law and to clearly specify the method of notification and delivery of documents via electronic means.

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			copies of the notice calling for such meeting and supporting documents as evidence, and such copies may be retained in electronic form.	
8.	24	<p>Clause 24. The quorum for a meeting of the Board of Directors must consist of not less than half of the total number of directors.</p> <p>In the event that the Chairman is not present at the meeting or is unable to perform his duties, if there is a Vice Chairman, the Vice Chairman shall act as Chairman. If there is no Vice Chairman or if there is a Vice Chairman but he is unable to perform his duties, the directors attending the meeting shall elect one of them to act as Chairman of the meeting.</p>	<p>Clause 24. The quorum for a meeting of the Board of Directors must consist of not less than half of the total number of directors.</p> <p>In the event that the Chairman is not present at the meeting or is unable to perform his duties, if there is a Vice Chairman, the Vice Chairman shall act as Chairman. If there is no Vice Chairman or if there is a Vice Chairman but he is unable to perform his duties, the directors attending the meeting shall elect one of them to act as Chairman of the meeting.</p> <p><i>At each Board of Directors' meeting, the Chairman of the meeting may allow directors of the Company to attend and conduct any matters via electronic means, provided that such attendance complies with the criteria and methods prescribed by law in relation thereto. Directors who attend the Board of Directors' meeting via electronic means in</i></p>	Add a provision on electronic meetings of the Board of Directors.

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			the manner and subject to the conditions stated above shall be deemed to have attended the meeting, which may be counted towards the quorum, and such meeting shall be deemed lawful.	
9.	30	Clause 30. A director is prohibited from engaging in a business of the same nature and in competition with the business of the Company, or becoming a partner in a general partnership or being a partner with unlimited liability in a limited partnership, or becoming a director in another private or public company which engages in a business of the same nature and in competition with the business of the Company, whether for his own benefit or for the benefit of others, unless the director informs the meeting before making a resolution for appointment.	Clause 30. A director is prohibited from engaging in a business of the same nature and in competition with the business of the Company, or becoming a partner in a general partnership or being a partner with unlimited liability in a limited partnership, or becoming a director in another private or other company which engages in a business of the same nature and in competition with the business of the Company, whether for his own benefit or for the benefit of others, unless the director informs the shareholders' meeting before making a resolution for appointment.	Amend to comply with Section 86 of the Public Limited Companies Act.
10.	31	Clause 31. The Company's Board of Directors' Meeting shall be held at the location of the Company's head office or a nearby province, or at any other place as determined by the Chairman or a person assigned by the Chairman.	Clause 31. The Company's Board of Directors' Meeting shall be held at the location of the Company's head office or a nearby province, or at any other place as determined by the Chairman or a person assigned by the Chairman.	Add provisions on electronic meetings of the Board of Directors.

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			The Board of Directors' meeting pursuant to the first paragraph may be conducted via electronic means or with the use of electronic means, provided that such meeting complies with the criteria prescribed by applicable law. In such case, the location of the Company's head office shall be deemed the venue of the meeting.	
11.	33	Clause 33. The Company's general meeting shall be held in the area where the Company's head office is located or in a nearby province or at any other place as determined by the Board of Directors.	<p>Clause 33. The Company's general meeting shall be held in the area where the Company's head office is located or in a nearby province or at any other place as determined by the Board of Directors.</p> <p>The Company's general meeting pursuant to the first paragraph may be conducted via electronic means or with the use of electronic means, provided that such meeting complies with the criteria prescribed by applicable law. In such case, the location of the Company's head office shall be deemed the venue of the meeting.</p>	Add provisions on electronic meetings of the shareholders.
12.	35	Clause 35. In calling a shareholders' meeting of shareholders, the Board of Directors shall prepare a notice	Clause 35. In calling a shareholders' meeting, the Board of Directors shall prepare a notice calling for such meeting specifying	Add provisions regarding the notification of shareholders' meetings via electronic means.

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		<p>calling for such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting, together with appropriate details, clearly stating whether it is a matter proposed for information, for approval or for consideration, together with the Board of Directors' opinion on such matter, and send it to the shareholders and the registrar at least seven (7) days in advance of the meeting.</p> <p>In addition, the notice of the shareholders' meeting must be published in a newspaper for three (3) consecutive days before the meeting date.</p>	<p>the place, date, time, agenda and matters to be proposed to the meeting, together with appropriate details, clearly stating whether it is a matter proposed for information, for approval or for consideration, together with the Board of Directors' opinion on such matter, and send it to the shareholders and the registrar at least seven (7) days in advance of the meeting, and publish notice calling for such meeting in a Thai-language newspaper or via electronic means in accordance with the criteria and methods prescribed by law.</p> <p>In addition, the notice of the shareholders' meeting must be published in a newspaper for three (3) consecutive days before the meeting date.</p>	
13.	40	<p>Clause 40. At a shareholders' meeting, each shareholder has one (1) vote for each share.</p> <p>In the event that a shareholder has a special interest in any matter, the shareholder shall not be able to vote on that matter, except for voting on the election of directors.</p> <p>Any vote or approval of any matter at the general meeting</p>	<p>Clause 40. At a shareholders' meeting, each shareholder has one (1) vote for each share.</p> <p>In the event that a shareholder has a special interest in any matter, the shareholder shall not be able to vote on that matter, except for voting on the election of directors.</p> <p>Any vote or approval of any matter</p>	Amend to comply with Section 107 of the Public Limited Companies Act.

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		<p>shall be approved by a majority of the votes of the shareholders present at the meeting and entitled to vote, except in the following cases, which shall require the approval of not less than three-quarters (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote:</p> <p>A. The sale or transfer of the whole or any substantial part of the Company’s business to other persons.</p> <p>B. The purchase or acceptance of transfer of the business of another company or a private company by the Company.</p> <p>C. The execution, amendment, or termination of a contract relating to the lease of the whole or any substantial part of the Company’s business, or the assignment of the management of the Company’s business to other persons.</p>	<p>at the general meeting shall be approved by a majority of the votes of the shareholders attending the meeting and casting their votes, except in the following cases, which shall require the approval of not less than three-quarters (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote:</p> <p>A. The sale or transfer of the whole or any substantial part of the Company’s business to other persons.</p> <p>B. The purchase or acceptance of transfer of the business of another company or a private company by the Company.</p> <p>C. The execution, amendment, or termination of a contract relating to the lease of the whole or any substantial part of the Company’s business, the assignment of the management of the Company’s business to other persons, or the amalgamation of the Company’s business with other persons for the purpose of sharing profits and losses.</p>	

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14.	45	<p>Clause 45. No dividends shall be declared except by a resolution of the shareholders' meeting or the Board of Directors in the case of an interim dividend.</p> <p>The payment of dividends shall be notified in writing to the shareholders, and the notice of such dividend payment shall be published in a local newspaper, and the payment of such dividends shall be made within one (1) month from the date of such resolution.</p>	<p>Clause 45. No dividends shall be declared except by a resolution of the shareholders' meeting or the Board of Directors in the case of an interim dividend.</p> <p>The payment of dividends shall be notified in writing to the shareholders, and the notice of such dividend payment shall be published in a Thai-language newspaper or via electronic means in accordance with the criteria and methods prescribed by law, and the payment of such dividends shall be made within one (1) month from the date of such resolution.</p>	<p>Add provisions regarding the notification of dividend payments via electronic means.</p>