

**CONDITIONS AND PROCEDURES FOR REGISTRATION, PROXY AND VOTING
THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED**

For the Company to have the shareholders meeting performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential materials showing the status of shareholders or their representatives who are entitled to participate in the meeting examined and as the standard procedures to be followed further. However, the Company hereby reserves the rights for making the exception in submitting such documents or evidential materials showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

(1) Documents or evidence required before attending the Meeting

"Evidence issued by governmental authorities refer to the national identification card, a government official card or a passport that has been valid"

A. For a Natural Person

1. **In case of self-attending** - valid evidence issued by governmental authorities (the original).
2. **In case of proxy:**
 - 2.1 Proxy in the form as attached to the Notice to Shareholders, filled up and signed by the shareholder and the proxy,
 - 2.2 Evidence issued by governmental authorities (a copy) of the shareholder and certified by the shareholder,
 - 2.3 Valid evidence issued by governmental authorities (the original) of the proxy.

B. For a Juristic Person

1. **In case of representative of shareholder (authorized director) attending the Meeting:**
 - 1.1 Valid evidence issued by governmental authorities (the original) of the authorized director (s),
 - 1.2 Copy of shareholder 's Letter of Certification (not over 6 months) certified by authorized director(s) showing that such authorized director(s) has the authority to act on behalf of the juristic Person.
2. **In case of proxy:**
 - 2.1 Proxy in the form as attached to the Notice to Shareholders, filled up and signed by the shareholder and the proxy,
 - 2.2 Valid evidence by governmental authorities (the original) of the proxy
 - 2.3 Copy of shareholder 's Letter of Certification (not over 6 month) certified by authorized director(s) showing that such authorized director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder.

C. For a Non – Thai Nationality or a Juristic Person established under the foreign laws

The documents and evidence will be as required above. In case the original documents or evidences are not in the English language, the English translation certified true and correct translation by its authorized director (s) is required.

(2) Proxy procedures

Three types of Proxy Forms (Enclosure 11), Shareholders (natural person, institution, or juristic person) who cannot attend this Meeting in person can appoint proxy holders by the following methods:

1. A proxy is given to any person or the Company’s independent director as desired by such the shareholder by indicating the name and particulars of such person who is to act as a proxy or making a mark in front of the independent director’s name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.
2. **Baht 20 worth of duty stamp is affixed with the date crossed out on the proxy for legal validity.** However, the registered proxy is given with convenience in using the duty stamps prepared the Company with free of charge.

Any shareholder can hold any amount of the Company’s shares and must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

(3) Provisions in casting the vote

3.1 Vote casting and condition

A shareholder shall have votes equal to the number of shares held (or as states in the proxy). One share shall be equal to one vote.

- A. In voting each agenda item, the Company’s staff will collect the voting cards only for those who cast **Disagree** or **Abstain**. Except for the voting in Agenda: To consider appointing the Company’s directors to replace those who are due to retire by rotation, the Company’s staff will collect the voting cards from every shareholders or proxies who attend the meeting and have the right to vote by collecting all the voting cards of “Agree”, “Disagree” or “Abstain”.
- B. In case of no shareholder casting **Disagree** or **Abstain** (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.
- C. Voting in case of the proxy and the shareholders indicate their votes in the proxy form, the Company will take those voting record as part of vote casting and will be counted in the voting process upon the proxy receipt.
- D. In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.

E. The resolution of the shareholders meeting must consist of the following votes:

Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors.

- Voting for any resolution or approval, the shareholders' meeting shall be passed by the majority votes of the shareholders who attend the meeting and have the right to vote.
- In the following cases, resolutions shall be passed by votes of not less than 3/4 (three- fourths) of the total votes of the shareholders who attend the meeting and have the right to vote;
 - 1) the sale or transfer of the whole or substantial part of business of the Company to other persons; or
 - 2) the purchase or acceptance of transfer of the whole or substantial part of businesses of the Company to other persons; or
 - 3) Making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business and the designation of any other persons to manage the Company's business.
- In other cases, where required by laws or the Company's Articles of Association defined differently from the two cases above. The shareholders will be informed before casting votes on each agenda. However, provisions of resolution required for each agenda has been provided for shareholders' acknowledgement in notice of the 2026 Annual General Meeting of Shareholders