

No. THG 16/2026

24 March 2026

**Subject** Invitation to the 2026 Annual General Meeting of Shareholders

**To** Shareholders

- Enclosures:
1. Invitation letter with QR Code (Please present on the meeting date for registration)
  2. Details of persons nominated for appointment as directors (Document for Agenda 4)
  3. Details of the auditors (Document for Agenda 8)
  4. Summary of amendments to the Articles of Association of Thonburi Healthcare Group Public Company Limited (Document for Agenda 9)
  5. Profile of independent directors proposed as proxy of shareholders
  6. Conditions and methods of registration for attendees of the meeting, granting proxy and votes counting
  7. Provisions of the Articles of Association relating to shareholders' meeting
  8. Map of the annual general meeting's venue
  9. Use of QR Code
  10. Three types of Proxy Forms (Form A., Form B., and Form C.) (Recommend using the Proxy Form B.)

Notice is hereby given that the 2026 Annual General Meeting of Shareholders of Thonburi Healthcare Group Public Company Limited (“the Company”) which will be held on 22 April 2026 at 9.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) No. 64 Soi Issaraparp 44, Baanchanglor Sub-district, Bangkok Noi District, Bangkok 10700 to consider the agendas as follows:

**Agenda 1: To acknowledge the operating results for the year 2025**

Purpose and Reason: The operating results of the Company for the year 2025 appear in the Annual Report 2025 (Form 56-1 One Report) (not distributed in hard copy, but downloadable by scanning the QR Code for company/securities information as shown) according to Section 113 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (“the Public Limited Companies Act”).



The Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to acknowledge the operating results, management discussion and analysis, including various factors that significantly impact the Company both positively and negatively, significant changes of the Company during the year 2025, and the anti-corruption policy.

Voting: This agenda is for acknowledgement only; therefore, voting is not required.

**Agenda 2: To consider and approve the annual financial statements for the year ended 31 December 2025**

Purpose and Reason: The annual financial statements for the year ended 31 December 2025 as set out under “Financial Statements” part of the annual report have been reviewed by the Audit Committee and audited by the auditor. The details are as follows:

**Statement of financial position and income statement**

THG	Consolidated financial statements (Million Baht)		Separate financial statements (Million Baht)	
	2024	2025	2024	2025
Assets	20,886.33	20,450.20	18,426.60	19,292.35
Liabilities	12,625.60	5,917.77	10,495.15	4,573.60
Revenue from hospital operations	8,350.44	8,133.67	5,438.53	5,338.28
Total revenue	9,479.34	9,097.10	5,648.48	5,540.58
Profit (loss) per year	(1,772.37)	145.52	(2,872.66)	588.18
Profit per year for parent company	(1,764.51)	96.22	(2,872.66)	588.18
Earnings per share (Baht/Shares)	(1.96)	0.08	(3.19)	0.50

The Board’s Opinion: The Board of Directors has considered and is of the view that such financial statements have been reviewed by the Audit Committee and audited by the auditor. The auditor’s opinion on the Company’s financial statements is that the financial statements are correct in material respect and in accordance with the accounting standards. The Board of Directors, therefore, proposes such financial statements to the shareholders’ meeting for approval.

Voting: To approve this agenda, a resolution must be passed by the majority votes of shareholders and proxies present at the meeting and entitled to vote.

**Agenda 3: To consider and approve the allocation of net profit as the legal reserve and the dividend payment for the year 2025.**

Purpose and Reason:

1) Legal reserve

According to Section 116 of the Public Limited Companies Act, the Company must allocate part of the annual net profit as a legal reserve fund in an amount not less than 5% of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 % of the Company’s registered capital. Such reserve funds cannot be allocated to shareholders.

In this regard, according to the separate financial statements for the year ended 31 December 2025, the Company has a net profit in the amount of Baht 588,175,724. In compliance

with applicable laws and the Company's Articles of Association, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profit as the legal reserve in the amount of Baht 30,000,000, representing 5.1% of the net profit for the year 2025.

2) Dividend payment

The Company has a dividend policy to pay dividends to its shareholders at approximately 40% of its net profit based on its separate financial statements after deduction of income taxes, excluding profit or loss from unrealized exchange rate and after deduction of legal reserves and other reserves.

According to the 2025 operating results, the Company has a net profit after corporate income tax of Baht 588,175,724, as in the separate financial statements for the year ended 31 December 2025. The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the 2025 dividend payment at a rate of Baht 0.14 per share to shareholders holding a total of 1,789,154,360 ordinary shares, totaling Baht 250,481,610.40, equal to 42.59% of the net profit according to the separate financial statements for the year ended 31 December 2025. This payout ratio exceeds the Company's established dividend policy.

In this regard, the record date for determining shareholders entitled to receive the dividend (Record date) is on 13 March 2026, and the dividend shall be paid within 21 May 2026. In this regard, the dividend payment is derived from the Company's net profit subject to corporate income tax at the rate of 20%. However, the granting of such entitlement remains uncertain as it is subject to approval by the 2026 Annual General Meeting of Shareholders.

The comparison of dividend payments over the past three-year period is presented as follows:

Dividend Payment Details	2023	2024	2025 (proposed)
Net profit (loss) based on the separate financial statement (Million Baht)	723.78	(2,872.66)	588.17
Number of shares (Million shares)	847.47	847.47	1,789.15
Earnings per share based on the separate financial statement (Baht)	0.85	(3.19)	0.50
<b>Dividend payment rate (Baht per Share)</b>			
- Interim dividend	-	-	-
- <b>Annual dividend</b>	0.45	-	<b>0.14</b>
<b>Total dividend payment (Baht per Share)</b>	<b>0.45</b>	<b>-</b>	<b>0.14</b>
<b>Total dividend payment amount (Million Baht)</b>	<b>381.36</b>	<b>-</b>	<b>250.48</b>
Dividend payout ratio based on net profit from the separate financial statement (%)	52.94	-	42.59

The Board's Opinion: The Board of Directors has considered and agreed to propose the following matters to the shareholders' meeting for consideration as follows;

1. To approve the allocation of the net profit for the year 2025 as the legal reserve in the total amount of Baht 30,000,000, representing 5.1% of the net profit according to the separate financial statements for the year ended 31 December 2025.
2. To approve the 2025 dividend payment from the 2025 operating results at the rate of Baht 0.14 per share to shareholders holding a total of 1,789,154,360 shares, totaling Baht 250,481,610.40. The date for determining shareholders entitled to receive the dividend (Record Date) is on 13 March 2026, and the dividend shall be paid within 21 May 2026.

Voting: To approve this agenda, a resolution must be passed by the majority votes of shareholders and proxies present at the meeting and entitled to vote.

**Agenda 4: To consider and approve the appointment of the directors to replace those retired by rotation for the year 2026**

Purpose and Reason: Section 71 of the Public Limited Companies Act and Article 18 of the Company's Articles of Association states that at each annual general meeting of shareholders, at least one-third of the Company's directors shall retire by rotation. If the number of directors cannot be divided into three equal parts, the number of directors to retire shall be the number closest to one-third.

In 2026, the Company has six (6) directors (representing one-third of the total number of directors) who are due to retire by rotation as follows:

Director's Name	Position as Director and Member of Subcommittee
1. Mr. Paiboon Eksaengsri, (M.D.)	Director (Executive) / Chairman of the Risk Management Committee
2. Mr. Chalermkul Apibunyopas	Director (Executive) / Chairman of the Corporate Governance and Sustainability Committee / Vice Chairman of the Risk Management Committee
3. Prof. Dr. Aasis Unnanuntana	Director (Non-executive)
4. Mr. Paradorn Leosakul	Independent Director / Member of the Audit Committee / Member of the Corporate Governance and Sustainability Committee
5. Mr. Sam Tanskul <sup>1)</sup>	Independent Director / Member of the Corporate Governance and Sustainability Committee
6. Mrs. Charuvarn Vanasin	Director (Non-executive)

Remarks: <sup>1)</sup> Mr. Sam Tanskul, an independent director, resigned before the end of his term, effective on 26 November 2025.

To comply with the principles of good corporate governance, the Company provided an opportunity for shareholders to nominate persons to be directors in advance for the 2026 Annual General Meeting of Shareholders via the Company’s website between 30 September 2025 to 31 December 2025 in accordance with the details provided via the Company’s website. However, no shareholder proposed any person for consideration for election as a director of the Company.

The Nomination and Remuneration Committee (the “NRC”) conducted the nomination process by thoroughly assessing the qualifications of directors, including the consideration of knowledge, experience, professional expertise, board skills matrix and specific qualifications that are necessary for the Company’s business operations in order to ensure an appropriate balance of expertise across various fields and to maximize overall benefit, without limitation as to gender or age, and that such persons possess the required qualifications and do not have any prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the “SEC Act”), as well as the relevant notifications. In the case where a director retiring by rotation is proposed for re-election, the NRC has taken into consideration such director’s performance of duties, attendance record at Board of Directors’ meetings, sub-committee meetings (if any), and shareholders’ meetings in proposing such director for re-election for another term.

In this regard, the NRC meeting is of the opinion that the four (4) directors who will be retired by rotation namely: 1) Mr. Paiboon Eksaengsri (M.D.); 2) Mr. Chalaermkul Apibunyopas; 3) Prof. Dr. Aasis Unnanuntana; and 4) Mr. Paradorn Leosakul, are fully qualified according to the relevant laws and notifications, possess knowledge, competence, experience and expertise that are beneficial to the Company’s business operations, and demonstrate their dedication in fulfilling their duties effectively during their tenure as directors. In addition, after taking into consideration the continuity of management and corporate governance, as well as having considered that Mr. Paradorn Leosakul, the person nominated as an independent director, will be able to give an independent opinion and has the qualification in accordance with relevant laws in relation to the independent director. Therefore, the NRC has resolved to propose to the Board of Directors and the Annual General Meeting of Shareholders to consider and approve the re-election of the retiring directors for the year 2026, as follows:

Director’s Name	Proposal
1. Mr. Paiboon Eksaengsri, (M.D.)	Proposed for re-election as a Director and Chairman of the Risk Management Committee for another term
2. Mr. Chalermkul Apibunyopas	Proposed for re-election as a Director, Chairman of the Corporate Governance and Sustainability Committee, and Vice Chairman of the Risk Management Committee for another term
3. Prof. Dr. Aasis Unnanuntana	Proposed for re-election as a Director for another term
4. Mr. Paradorn Leosakul	Proposed for re-election as an Independent Director / Member of the Audit Committee / Member of the

Director's Name	Proposal
	Corporate Governance and Sustainability Committee for another term
5. Mr. Sam Tanskul <sup>1)</sup>	Did not propose any other persons as a replacement
6. Mrs. Charuvarn Vanasin	Did not propose any other persons as a replacement

**Remarks:** <sup>1)</sup> Mr.Sam Tanskul, an independent director, resigned before the end of his term, effective on 26 November 2025.

**The Board's Opinion** The Board of Directors (excluding the director who has an interest in this agenda item), having considered the suggestions and recommendations of the NRC, has deliberately and carefully considered by taking into account the utmost benefit of the Company to ensure that the persons who are nominated as directors are suitable for the Company's business operations including the qualifications, experience and expertise of the directors who are retiring by rotation. The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the re-election of 1) Mr. Paiboon Eksaengsri (M.D.); 2) Mr. Chalermkul Apibunyopas; 3) Prof. Dr. Aasis Unnanuntana; and 4) Mr. Paradorn Leosakul to be re-elected as directors of the Company and as members of the sub-committees for another term, the brief profiles of the four (4) candidates are as set out in Enclosure 2.. In addition, the Board of Directors proposed not to nominate any other persons as a replacement of Mr. Sam Tanskul (resigned before the end of his term) and Mrs.Charuvarn Vanasin.

**Voting** This agenda must be approved on an individual basis. To approve this agenda, a resolution must be passed by the majority votes of shareholders and proxies present at the meeting and entitled to vote, in accordance with the criteria and methods specified in Article 15 of the Company's Articles of Association as set out in Enclosure 7.

**Agenda 5: To consider and approve the removal of Miss Nalin Vanasin from the position of Director**

**Purpose and Reason** Pursuant to Section 76 of the Public Limited Companies Act and Article 22 of the Company's Articles of Association, the shareholders' meeting has the authority to pass a resolution requiring any director to vacate office prior to the expiration of his or her term.

The NRC has a key responsibility to ensure that the Board of Directors maintains an appropriate composition, operates effectively, and to perform the duties in the best interests of the Company and its shareholders which each director must possess the knowledge, appropriate experience and be able to demonstrate their dedication in fulfilling their duties and responsibilities as prescribed in the Charter of the Board of Directors.

According to the annual board of directors performance evaluation, the NRC found that since 25 November 2024, Miss Nalin Vanasin, a director, has been unable to attend the Board of Directors' meetings, shareholders' meetings, and is unable to perform her duties as a director as reasonably

expected, due to personal circumstances that have prevented her from attending the meetings and performing her duties.

Accordingly, in order to maintain effective corporate governance and the board of directors' management, including to ensure that the Board of Directors has an appropriate composition and is fully capable of performing its duties for the best interests of the Company and its shareholders, the NRC has deemed it appropriate to propose to the Board of Directors and the Annual General Meeting of Shareholders to consider and approve the removal of Miss Nalin Vanasin from the position of director.

The Board's Opinion: The Board of Directors (excluding the director who has an interest in this agenda item) has carefully considered the recommendation of the NRC, considering the principles of good corporate governance and the best interests of the Company and its shareholders, agrees with the recommendation and deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the removal of Ms. Nalin Vanasin from the position of director.

Voting To approve this agenda, a resolution must be passed by vote of not less than three-quarters (3/4) of the shareholders and proxies present at the meeting and entitled to vote and having shares totaling not less than one-half of the number of shares held by the shareholders and proxies present at the meeting and entitled to vote.

**Agenda 6: To consider and approve the reduction of the number of directors from 18 to 15**

Purpose and Reason To align with the fact that the Company has not proposed any person to the Annual General Meeting of Shareholders for appointment to replace Mr. Sam Tanskul and Mrs. Charuvarn Vanasin, who are directors retiring by rotation, as detailed in Agenda Item 4, and the proposal for the Annual General Meeting of Shareholders to consider and approve the removal of Ms. Nalin Vanasin from her position as a director of the Company, as detailed in Agenda Item 5 above.

The NRC has considered and is of the opinion that the current number of remaining directors is appropriate for the size of the Company's business and is sufficient for the management of the Company's business and the effective oversight of the management's operations. . Therefore, the NRC has resolved to propose its recommendation to the Board of Directors and the Annual General Meeting of Shareholders to consider and approve the reduction of the number of directors from 18 to 15.

The Board's Opinion The Board of Directors, having considered the opinion and recommendations of the NRC, has deliberately and carefully considered by taking into account the utmost benefit of the Company, deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the reduction of the number of directors from 18 to 15.

Voting To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxies present at the meeting and entitled to vote.

**Agenda 7 To consider and approve the determination of remuneration for directors and subcommittees for the year 2026**

Purpose and Reason: The Board of Directors has considered the remuneration for directors and subcommittees as appropriate according to the criteria and procedures as per the opinion of the NRC, taking into consideration the size of the business, the Company's operating results, and the performance of each director, to remunerate the Board of Directors and the sub-committees for their performance of duties, taking into consideration a comparison with other companies in the same industry with similar business characteristics, as well as the 2024 Directors' Remuneration Survey of listed companies on the Stock Exchange of Thailand prepared by the Thai Institute of Directors (IOD). Accordingly, it is proposed that the shareholders' meeting consider and approve the remuneration of the directors and the sub-committees for the year 2026, with the details as follows:

1) **Monetary remuneration**

1.1 **Annual Remuneration:** Pay to only the Chairman or the Company's directors who are not executives, and Chairman or sub-committee members who are not executives at the prescribed rate (same rate as the previous year).

1.2 **Meeting Allowance:** Pay at the rate of Baht 15,000 /meeting only to the Chairman or the Company's directors who are not executives, and Chairman or sub-committee members who are not executives, who attend the meeting (same rate as the previous year).

Proposed for consideration and approval of the annual remuneration rates and meeting allowances for the Board of Directors and Sub-committees for the year 2026 as follows:

Committee / Position	2025		2026 (Proposed)	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht/year)	(Baht/ time)	(Baht/ year)	(Baht / time)
<b>The Board of Directors</b>				
Chairman of the Board (Non-executive)	300,000	15,000	300,000	15,000
Director (Non-executive)	150,000	15,000	150,000	15,000
Director (Executive)	None	None	None	None
<b>Subcommittee</b>				
<b>The Audit Committee</b>				
Chairman of the Subcommittee (Non-executive)	250,000	15,000	250,000	15,000
Director (Non-executive)	100,000	15,000	100,000	15,000
Director (Executive)	None	None	None	None
<b>The Risk Management Committee</b>				
Chairman of the Subcommittee (Non-executive)	200,000	15,000	200,000	15,000

Committee / Position	2025		2026 (Proposed)	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht/year)	(Baht/ time)	(Baht/ year)	(Baht / time)
Director (Non-executive)	100,000	15,000	100,000	15,000
Director (Executive)	None	None	None	None
<b>The Nomination and Remuneration Committee</b>				
Chairman of the Subcommittee (Non-executive)	150,000	15,000	150,000	15,000
Director (Non-executive)	100,000	15,000	100,000	15,000
Director (Executive)	None	None	None	None
<b>The Corporate Governance and Sustainability Committee</b>				
Chairman of the Subcommittee (Non-executive)	100,000	15,000	100,000	15,000
Director (Non-executive)	100,000	15,000	100,000	15,000
Director (Executive)	None	None	None	None

Remarks:

- 1) The Executive Committee is not a subcommittee; therefore, is not entitled to any remuneration.
- 2) Chairman and all committee members that are executives are not entitled to any remuneration.

2) Other Remunerations

- 2.1 Medical allowances in 1) Thonburi Hospital; 2) Thonburi Thawiwatthana Hospital; and
- 3) Thonburi Bamrungmuang Hospital in 2026 are as follows:

Position	Medical Allowances for 2025	(Proposed) Medical Allowances for 2026
Chairman and Directors	Baht 150,000 per year with 50% discount in excess amount	<u>Baht 200,000 per year</u> with 50% discount in excess amount
Parents	50% discount with unlimited amount	50% discount with unlimited amount
Spouse and minor child		

2.2 Directors' and officers' liability insurance

Details of the remuneration of Board of Directors and sub-committee's remuneration for the year 2025 (by individual) are shown on annual report for the year 2025 / form 56-1 one report

The Board's Opinion: The Board of Directors, having considered the suggestions and recommendations of the NRC, has deliberately and carefully considered by taking into account the utmost benefit of the Company, deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the determination of remuneration for directors and subcommittees for the year 2026; comprising: (1) annual remuneration; (2) meeting allowance; and (3) other remunerations according to the details above.

Voting: To approve this agenda, a resolution must be passed by two-thirds (2/3) votes of the shareholders and proxies present at the meeting and entitled to vote.

**Agenda 8: To consider and approve the appointment of the auditor and the determination of the audit fees for the year ending 31 December 2026**

Purpose and Reason To propose to the shareholders' meeting to consider and approve the appointment of the auditor and the determination of the audit fees for the year 2026 according to Section 120 of the Public Limited Companies Act, and Article 56 and Article 57 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint the auditor and the auditor who retires may be reappointed and the remuneration of the auditor shall be determined by the shareholders' meeting.

The Audit Committee has considered the selection of auditors according to the specified criteria and proposed to appoint PricewaterhouseCoopers ABAS Limited ("PWC") as the auditor of the Company for the year ending 31 December 2026. The PWC has been the auditor of the Company and its subsidiaries from the year ended 31 December 2014 to the year ended 31 December 2025 for a period of 12 years. In addition, the auditor who had signed a full term has been changed in order to ensure continuity of operations. PWC is an audit firm with extensive experience, knowledge, expertise, and understanding of the business appropriately, including the results of previous years that are reliable standards. In the past, PWC could prepare financial statements of THG on schedule. According to the satisfaction survey result of PWC's performance for 2025 was at a good level.

The Audit Committee is of the opinion that that the audit fee for PwC in 2026 be equal to 2025, which is consistent with the volume of accounting items. The Audit Committee therefore proposed to the Board of Directors' meeting and the Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and the determination of the audit fees for the year ending 31 December 2026 as follows:

- 1) To consider and approve any one of the following PWC's auditors whose names are as follows to have the authority to review, audit, express opinions on the financial statements and sign the audit report and any other related matters of the Company and its subsidiaries for the year 2026, details of the auditor's profiles are as set out in Enclosure 3.

Name	C.P.A. (Thailand) No.	Year of signing as THG's auditor	No. of years
1. Ms. Sanicha Akarakittilap	8470	2025	1

Name	C.P.A. (Thailand) No.	Year of signing as THG's auditor	No. of years
2. Ms. Nopanuch Apichatsatien	5226	-	-
3. Ms. Yuwanan Manomivisit	9804	-	-

The auditors listed above do not have any relationships and / or interests between the auditors and the Company / its subsidiaries / its executives / its major shareholders or related persons of such persons, and do not have any transactions that may give rise to a conflict of interest with the Company.

- 2) To consider and approve the authorization granted to the Board of Directors to consider and approve in case that PWC must procure other certified auditors as the replacement of the 3 certified auditors above, who are unable to perform the audit of the Company.
- 3) To consider and approve the remuneration of the auditor, being the audit fee for the consolidated financial statements and the separate financial statements for the year ending 31 December 2026, and the review fee for the quarterly financial statements, payable to the Company's auditor in the amount of Baht 4,000,000 and to inform the Annual General Meeting of Shareholders for acknowledgement of the determination of audit fees of the Company's subsidiaries for the year ending 31 December 2026, in total amount of Baht 7,150,000. The Board of Directors will oversee and ensure that the financial statements can be prepared within the prescribed timeframe.

In summary, the audit fees of the Company and its subsidiaries in the past are as follows:

Remuneration of the auditor	2024	2025		2026
		Approval	Actual Rate	(Proposed)
A. Audit Fee (Baht)				
1. The Company (THG)	3,680,000	4,000,000	4,000,000	4,000,000
2. Subsidiaries	15 Subsidiaries 6,786,000	15 Subsidiaries 7,345,000	15 Subsidiaries 7,226,000	14 Subsidiaries 7,150,000
B. Non-Audit Fee	None	None	3,000	None
<b>Total Remuneration of the auditor (Baht)</b>	<b>10,466,000</b>	<b>11,345,000</b>	<b>11,229,000</b>	<b>11,150,000</b>

The audit fee for the year 2026 may be changed according to the number of subsidiary companies and / or the actual workload during the year.

- 4) To consider and approve the authorization granted to the Board of Directors to approve the further auditor review fee for financial statements of the Company for the year 2026 as necessary and appropriate.
- 5) To consider and approve the authorization granted to the Board of Directors to have the authority to consider the details and approve the engagement of other service providers

and/or the Company's auditors for services other than the scope of audit work (non-audit fees) for the year 2026 and requiring that a summary of any engagement for services other than audit services (non-audit fees) be reported to the shareholders for acknowledgement at the next Annual General Meeting of Shareholders.

- 6) To acknowledge the auditor's remuneration for subsidiaries in the year 2025, which is within the approved budget limits of the subsidiaries.

The Board's Opinion: The Board of Directors has considered the qualifications and remuneration of the auditor, which are reasonable and have been carefully considered by the Audit Committee, and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and determine the remuneration for the year 2026 according to the details proposed above.

Voting To approve this agenda, a resolution must be passed by the majority votes of the shareholders and proxies present at the meeting and entitled to vote.

**Agenda 9: To consider and approve the amendment to the Company's Articles of Association**

Purpose and Reason In order to comply with the Public Limited Companies Act, it is proposed to amend the Company's Articles of Association to ensure compliance with the applicable laws and regulations and to correct typographical errors, totaling 14 provisions, in order to enhance clarity and ensure proper implementation. The details are set out in Enclosure 4, a summary of which is as follows:

Summary of Proposed Amendments to the Articles of Association				
No.	Article No.	Current Articles of Association	Proposed Change	Amended in accordance with the Public Limited Companies Act
1	11	The repurchase of shares not exceeding ten (10) percent of the paid-up capital	Amend to comply with the law	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)
2	23	To send a notice of board of directors' meeting to the directors at least seven days prior to the meeting date	As prescribed by law (not less than three days), and to add the provision for delivery and the keeping of board meeting invitation	Section 82

Summary of Proposed Amendments to the Articles of Association				
No.	Article No.	Current Articles of Association	Proposed Change	Amended in accordance with the Public Limited Companies Act
			letters via electronic media.	
3	24	Board of Directors' meeting	To add the provision for meetings held via electronic means	Section 79
4	30	Prohibition against directors engaging in businesses competing with the Company.	Amend to comply with the law	Section 86
5	31	Board of Director's meeting	To add the provision for meetings held via electronic means	Section 79
6	33	Shareholders' Meeting	To add the provision for meetings held via electronic means	Section 98
7	35	Method of calling shareholders' meeting	To add the publication of meeting notices in Thai-language newspapers and the publication of meeting notices via electronic means	Section 6 and 101
8	40	Any vote or approval of any business at the shareholders' meeting must be approved by a majority of the votes of the shareholders attending the meeting and having the right to vote and the case that requires approval by a vote of not less than three-quarters of the total number of votes	In general, resolutions shall be passed by a majority of the vote of the shareholders present at the meeting and cast the vote and the case that requires approval by a vote of not less than three-quarters of the total number of votes, together with amendments to comply with the laws	Section 107

Summary of Proposed Amendments to the Articles of Association				
No.	Article No.	Current Articles of Association	Proposed Change	Amended in accordance with the Public Limited Companies Act
9	45	The publication of the notice of dividend payment in a local newspaper	The notice of dividend payment shall be published in a Thai-language newspaper or through electronic means in accordance with the rules and procedures prescribed by law.	Section 7/1 and the Notification of the Department of Business Development Re: Publication via Electronic Means B.E. 2565 (2022)
	Typographical Corrections in Article Nos. 1, 2, 4, 6, 8, 11 and 40		Amend for correction	

The Board's Opinion: The Board of Directors has deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendments to the Company's Articles of Association to comply with applicable laws and relevant regulations, as well as to correct typographical errors, totaling 14 articles, and to approve the authorization of the Board of Directors and/or any person(s) designated by the Board of Directors to have the authority to sign the application or documents necessary and related to the registration of amendments to Memorandum of Association and the Articles of Association of the Company, including but not limited to, amendments to any content as per the recommendations, opinions, or instructions of the Registrar of the Ministry of Commerce and/or any other relevant government agencies, as detailed in the amended articles until the registration is completed.

Voting To approve this agenda, a resolution must be passed by three-quarters (3/4) votes of the shareholders and proxies present at the meeting and entitled to vote.

**Agenda 10: To consider other matters (if any)**

In order to promote and support good corporate governance, the Company provided shareholders with the opportunity to propose agenda items for the 2026 Annual General Meeting of the Shareholders from 30 September 2025 to 31 December 2025. It appeared that no shareholder proposed any additional agenda items to the Company. Accordingly, the Board of Directors has deemed it appropriate to determine the agenda items for the Annual General Meeting of Shareholders as set out in this notice of meeting delivered to the shareholders.

In this regard, the Company specifies the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders on 13 March 2026 (Record Date). The Company would like to invite

the shareholders to attend the meeting on 22 April 2026 at 9.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) No. 64 Soi Issaraparp 44, Baanchanglor Sub-district, Bangkok Noi District, Bangkok 10700. The Company will open registration for attendance at the Annual General Meeting of Shareholders from 08:00 hours.

Sincerely yours,

Thonburi Healthcare Group Public Company



(Mr. Tanatip Suppradit, (M.D.))

Vice Chairman of the Board of Directors