



Invitation
to the 2026

Annual General Meeting of Shareholders

22 April 2026 | 09.00 AM

at Nantha Park Club Building (Opposite Thonburi Hospital)

Personal Data Protection Practices for the 2026 Annual General Meeting of Shareholders

THG realizes the importance of personal data of shareholders and/or proxy holders. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of personal data to verify the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the practices and rights for a clearer understanding. Thus, in case that any shareholders appoint a proxy to attend the meeting on his/her behalf, the proxy holder shall also be informed of these practices.

1. Personal Data to be Collected

THG shall receive and collect personal data directly from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited, THG's share registrar. Personal data consists of the following:

1.1. General Personal Data such as name, surname, identification number, date of birth, gender, shareholder identification number, image and video recording in the meeting.

1.2. Contact Information such as address, telephone, and email.

2. Purpose of Collection, Use and Disclosure of Personal Data

THG collects, uses, and discloses personal data for the following purposes:

2.1. To call, arrange and conduct the Annual General Meeting of Shareholders of THG pursuant to the THG Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement and preparation of minutes

2.2. To probably disclose personal data to persons or agencies related to items 2.1 including but not limited to the meeting consultants

2.3. The Company may disclose your personal information to shareholders' meeting management system service providers, internet service providers, software providers, website development service providers, technology and information service providers, or government agencies, regulatory bodies, or courts as required by law, or legal advisors, financial advisors, lawyers, auditors involved in legal proceedings. The Company may also disclose information to the public on the Company's website. The Company will implement necessary measures to protect the disclosure of personal information in accordance with applicable Thai laws at the time of such operations.

3. Rights of Data Owners

The data owners have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), to withdraw consent, to request access to and obtain a copy of their personal data, to request for correction and deletion or destruction of their personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclose of their personal data

4. Personal Data Retention Period

THG shall retain personal data under item 1 within the period specified by relevant laws and/or as deemed necessary to achieve the purpose under item 2

5. Contact Information

Thonburi Healthcare Group Public Company Limited

Thonburi Bamrungmuang Hospital, Corporate Secretary Office, 5th Floor,

611 Bamrung Mueang Rd, Khlong Maha Nak, Pom Prap Sattru Phai, Bangkok 10100

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The annual report for 2025 (56-1 One Report) has not been provided in form of printed paper.
Please download from QR Code on the invitation letter

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
Dividend payment rate (Baht per Share)			
- Interim dividend	-	-	-
- Annual dividend	0.45	-	0.14
Total dividend payment (Baht per Share)	0.45	-	0.14
Total dividend payment amount (Million Baht)	381.36	-	250.48
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 ¹⁾	Independent Director / Member of the Corporate Governance and Sustainability Committee
6. Mrs. Charuvarn Vanasin	Director (Non-executive)

Remarks: ¹⁾ 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 ¹⁾	Did not propose any other persons as a replacement
6. Mrs. Charuvarn Vanasin	Did not propose any other persons as a replacement

Remarks: ¹⁾ 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)
The Board of Directors				
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
Subcommittee				
The Audit Committee				
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
The Risk Management Committee				
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
The Nomination and Remuneration Committee				
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
The Corporate Governance and Sustainability Committee				
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 (Proposed)
		Approval	Actual Rate	
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
Total Remuneration of the auditor (Baht)	10,466,000	11,345,000	11,229,000	11,150,000

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

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Name - Surname:	Mr. Paiboon Eksaengsri, (M.D.)	
Type of Director and Sub-Committee Nominated	<ul style="list-style-type: none"> ▪ Director (Executive) ▪ Chairman of the Risk Management Committee 	
Nationality:	Thai	
Age:	73 years old	
Date of Appointment as Director	17 June 2024	
Term of Directorship	<ul style="list-style-type: none"> ▪ 1 year 10 months (until the date of the shareholders meeting) ▪ 4 years 10 months (including the proposed agenda for this time) 	
Executive Title (Date of Appointment)	Group Chief Executive Officer (1 November 2024)	

Educational Qualifications:

- Master of Community Health (Nutrition), University of Queensland, Australia
- Doctor of Medicine (M.D.), Chulalongkorn University
- Mini MBA in Health, Chulalongkorn University
- Diploma in Pediatrics, Children’s Hospital, Medical Council of Thailand

Training History:

Training by the Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP), Class 235/2025

Other Training:

- Advanced Senior Executive Program, Sasin/ Kellogg College
- Certificate Program in Medical Governance for Senior Executives, Class 2 (PMB 2), King Prajadhipok’s Institute
- Advanced Insurance Science Program (AIP), Class 5, Advanced Insurance Institute
- ESG101 Course: Fundamentals of Sustainability Knowledge, SET, 2025
- Certificate in ISO: 9001:2015: Requirements and Internal Quality Audit (10–11 February 2016), United Registrar of Systems (Thailand) Ltd.

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Work Experience (for at least the past five years)

Position in the Company:

Feb 2025 - Present	Chairman of the Risk Management Committee
Nov 2024 - Present	Chairman of the Group Executive Committee
Nov 2024 - Present	Group Chief Executive Officer
Jun 2024 – Present	Director

Position in Other Company:

Other Listed Companies: - None -

2023 - Oct 2024	Director and Group Chief Executive Officer, Vibharam Hospital	Ramkhamhaeng Hospital PCL.
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Non-Listed Companies / Other Organizations: 11 Companies

2025 – Present	Director	Vibharam Samutprakan Hospital Co., Ltd.
Nov 2024 - Present	Director	Rajthanee Realty Co., Ltd.
Nov 2024 - Present	Director	Thonburi Realty Development Co., Ltd.
2019 - Present	Director and Executive Director	Synphaet Kanchanaburi Co., Ltd.
2017 - Present	Director and Executive Director	Synphaet Thepharak Co., Ltd.
2014 - Present	Director and Executive Director	Vibharam (Amata Nakorn) Hospital Co., Ltd.
2011 - Present	Executive Director	The Private Hospital Association of Thailand
2008 - Present	Director and Executive Director	Songsamphan Co., Ltd.
2007 - Present	Director and Executive Director	Synphaet Seriruk Co., Ltd.
2003 - Present	Director and Executive Director	Vibharam Hospital Co., Ltd.
2009 - Present	Director and Executive Director	Vibharam-Pakkred Hospital Co., Ltd.
Nov 2024 – Jun 2025	Director	Thonburi Bamrungmuang Hospital Co., Ltd.
2011 – Oct 2024	Managing Director	Vibharam Hospital and Affiliated
2011 - 2023	Executive Director	Vibharam Samutprakarn Hospital Co., Ltd.
2021 - 2022	Qualified Director	Health Facilities and Healing Arts Bureau

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Directorship or executive positions in other companies that may result in conflicts of interest or business competition with the Company

The Board of Directors, having considered the suggestions and recommendations of the NRC, has reviewed the case in which Mr. Paiboon Eksaengsri, (M.D.), holds directorship positions in the following companies: 1) Vibharam Samutprakarn Hospital Co., Ltd., 2) Synphaet Kanchanaburi Co., Ltd., 3) Synphaet Thepharak Co., Ltd., 4) Vibharam (Amata Nakorn) Hospital Co., Ltd., 5) Songsamphan Co., Ltd., 6) Synphaet Seriruk Co., Ltd., 7) Vibharam Hospital Co., Ltd., and 8) Vibharam-Pakkred Hospital Co., Ltd. These companies operate in the medical services business and are group companies and/or affiliated hospitals under the management of Ramkhamhaeng Hospital Public Company Limited (“RAM”) or its subsidiaries. The hospitals are located in the eastern region, particularly within the Eastern Economic Corridor (EEC), as well as in the northern and northeastern regions of Thailand. Therefore, the service areas of the group companies and/or affiliated hospitals under RAM are geographically diversified, with no overlap, and do not compete directly in terms of medical service coverage of the affiliated hospitals under THG. The shareholders have previously acknowledge the non-competition arrangement between RAM group and THG group, as detailed in the documents for the Extraordinary General Meeting of Shareholders No. 1/2025, held on 9 June 2025. In addition, on 5 August 2025, the Trade Competition Commission of Thailand (OTCC) approved the application for the merger between RAM and THG.

Therefore, the appointment of Mr. Paiboon Eksaengsri, (M.D.), as a director of THG, is not in conflict with the Public Limited Companies Act or other relevant laws which prohibits a director from engaging in a business of the same nature as, and in competition with the business of the company, or from serving as a director of a private company or any other company that operates a business of the same nature as, and in competition with the business of the company.

Additional Details:	
Shareholding in THG (%) (Pursuant to Section 59 of the SEC Act)	Direct: 0.04% Indirect: - None -
Family relationships with directors, executives, or major shareholders of the Company or its subsidiaries	: None
Illegal Record in Past 10 Years	: None

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Additional Details:	
Skills and Expertise	<ul style="list-style-type: none"> ▪ Medical ▪ Business Management, Strategic Management, Organizational Management ▪ Investment ▪ Information Technology ▪ Corporate Governance ▪ Human Resource Management ▪ Risk Management ▪ Audit / Internal Audit
Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the NRC to propose the reappointment of Mr. Paiboon Eksaengsri, (M.D.) as a director for another term. This is in accordance with the criteria and procedures for the nomination of directors of the Company (as disclosed in the Form 56-1 One report under the Heading of “Policy and criteria for selection of director”).</p>
Meeting Attendances for the year 2025	<ul style="list-style-type: none"> ▪ 2025 Shareholders’ Meeting: 2/2 times ▪ Board of Directors’ Meeting: 15/15 times ▪ Strategic Meeting: 1/1 time ▪ Risk Management Committee’s Meeting: 5 /5 times

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Name - Surname:	Mr. Chalermkul Apibunyopas	
Type of Director and Sub-Committee Nominated	<ul style="list-style-type: none"> ▪ Director (Executive) ▪ Chairman of the Corporate Governance and Sustainability Committee ▪ Vice Chairman of the Risk Management Committee 	
Nationality:	Thai	
Age:	70 years old	
Date of Appointment as Director	2 May 1993	
Term of Directorship	<ul style="list-style-type: none"> ▪ 32 years 11 months (until the date of the shareholders meeting) ▪ 35 years 11 months (including the proposed agenda for this time) 	
Executive Title (Date of Appointment)	<ul style="list-style-type: none"> ▪ Chief Executive Officer of Thonburi Thawiwatthana Hospital (1 November 2024) ▪ Acting Chief Sustainability Officer (26 June 2025) 	

Educational Qualifications:

- Master of Business Administration, Kasetsart University
- Bachelor of Science, Computer, University of Baltimore, United States of America
- Bachelor of Business Administration, Dhurakij Pundit University
- Mini MBA in Health, Chulalongkorn University

Training History:

Training by the Thai Institute of Directors (IOD):

- Corporate Governance for Executives (CGE) Course, Class 11/2018
- Risk Management Program for Corporate Leaders (RCL) Course, Class 7/2017
- Director Accreditation Program (DAP), Class 125/2016

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Other Training:

- THON TOP’s Executives Acceleration Program, Sasin School of Management
- ESG101 Course: Fundamentals of Sustainability Knowledge, SET, 2025
- CE102 Course: How to be a zero-waste office?, SET, 2025
- BHR101 Course: Introduction to Human Rights Due Diligence), SET, 2025
- CFO01 Course: Business and GHG Emission Reduction, SET, 2025

Work Experience (for at least the past five years)

Position in the Company:

Jun 2025 – Present	Acting Chief Sustainability Officer
Nov 2024 – Present	Chief Executive Officer of Thonburi Thawiwatthana Hospital
Mar 2018 - Present	Chairman of the Corporate Governance and Sustainability Committee
Mar 2016 – Present	Vice Chairman of the Risk Management Committee
Dec 2015 - Present	Member of the Group Executive Committee
May 1993 - Present	Director
1993 – Present	Hospital Director of Thonburi Thawiwatthana Hospital
Nov 2020 - Jun 2025	Chief Hospital Group 2
Jan 2019 - Nov 2020	Acting Chief Hospital Business Domestic 1
Mar 2018 - Nov 2020	Chief Hospital Business Domestic 2
2015 - Mar 2018	Operation Director 1
2001 - 2017	Administration Director of Thonburi Hospital

Position in Other Company:

Other Listed Companies: - None -

Non-Listed Companies/Other Organizations: 4 Companies

Dec 2023 - Present	Director	Thonburi Partners Pte. Limited (Singapore) (In the process of closing the company)
Jan 2023 - Present	Director	TeleHealth Care Co., Ltd. (In the process of closing the company)
2022 - Present	Director	Thonburi Rangsit Hospital Co., Ltd.
2018 - Present	Director	Thanarad Thung Song Co., Ltd.
Nov 2022 – Jun 2025	Director	Lanta Vechakit Co., Ltd.

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Nov 2022 – Jun 2025	Director	Trang Medical Trading Co., Ltd.
Apr 2021 – Jun 2025	Director	TH Health Co., Ltd.
Jul 2020 – Jun 2025	Director	Sirivej Chanthaburi PCL.
Jul 2017 – Jun 2025	Director	Ubonrak Co., Ltd.
2017 – Jun 2025	Director	Rajyindee Hospital PCL.
2002 – Jun 2025	Director	Thanakan Hospital Co., Ltd.
1993 – Jun 2025	Director	Modular Software Expertise Co., Ltd.
Jan 2019 - Feb 2023	Director	Thonburi Bamrungmuang Hospital Co., Ltd.
Dec 2016 - 2020	Director	Phatara Hospital Co., Ltd.

Directorship or executive positions in other companies that may result in conflicts of interest or business competition with the Company

- None -

Additional Details:	
Shareholding in THG (%) (Pursuant to Section 59 of the SEC Act)	Direct: 0.05% Indirect: - None -
Family relationships with directors, executives, or major shareholders of the Company or its subsidiaries	: None
Illegal Record in Past 10 Years	: None
Skills and Expertise	<ul style="list-style-type: none"> ▪ Business Management / Strategic Management / Organizational Management ▪ Accounting / Finance ▪ Law ▪ Sustainability ▪ Corporate Governance ▪ Human Resource Management ▪ Risk Management

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Additional Details:	
Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the NRC to propose the reappointment of Mr. Chalermkul Apibunyopas as a director for another term. This is in accordance with the criteria and procedures for the nomination of directors of the Company (as disclosed in the Form 56-1 One report under the Heading of “Policy and criteria for selection of director”).</p>
Meeting Attendances for the year 2025	<ul style="list-style-type: none"> ▪ 2025 Shareholders’ Meeting: 2 / 2 times ▪ Board of Directors’ Meeting: 15 / 15 times ▪ Strategic Meeting: 1 / 1 time ▪ Corporate Governance and Sustainability Committee’s Meeting: 2 / 2 times ▪ Risk Management Committee’s Meeting: 6 / 6 times

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Name - Surname:	Prof. Dr. Aasis Unnanuntana	
Type of Director and Sub-Committee Nominated	Director (non-executive)	
Nationality:	Thai	
Age:	50 years old	
Date of Appointment as Director	30 April 2015	
Term of Directorship	<ul style="list-style-type: none"> ▪ 11 years (until the date of the shareholder meeting) ▪ 14 years (including the proposed agenda for this time) 	
Executive Title (Date of Appointment)	- None -	

Educational Qualifications:

- Master of Science, Clinical Epidemiology and Health Service Research, Weill Cornell University, United States of America
- Doctor of Medicine (First Degree Honor), Mahidol University
- Certificate in Metabolic Bone Diseases, Hospital for Special Surgery, United States of America
- Certificate in Adult Reconstructive Surgery, University Hospital Case Medical Center, Cleveland, United States of America
- Certificate in Adult Reconstructive Surgery and Total Joint Replacement, Stanford Hospital and Clinics, United States of America
- Thai Board of Orthopedic Surgery, Mahidol University

Training History:

Training by the Thai Institute of Directors (IOD):

- Financial Statements for Directors (FSD) Course, Class 44/2021 (Online)
- Director Accreditation Program (DAP), Class 128/2016

Other Training by other :

- THON TOP's Executives Acceleration Program, Sasin School of Management
- Advanced Strategic Management (CEO) Program, Class 9/2023, Mahidol University

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

- Abridge Business Certificate (ABC) Program, Class of 7/2019, Mahidol University
- ESG101 Course: Fundamentals of Sustainability Knowledge, SET, 2025

Work Experience (for at least the past five years)

Position in the Company:

Apr 2015 - Present Director
Dec 2015 - Nov 2019 Executive Director

Position in Other Company:

Other Listed Companies: - None -

Non-Listed Companies/Other Organizations: - None -

Mar 2024 - Jun 2025 Director Thonburi Bamrungmuang Hospital Co., Ltd.
Nov 2017 - Feb 2019 Director Thonburi Bamrungmuang Hospital Co., Ltd.

Directorship or executive positions in other companies that may result in conflicts of interest or business competition with the Company

- None -

Additional Details:	
Shareholding in THG (%) (Pursuant to Section 59 of the SEC Act)	Direct: 2.18% Indirect: - None -
Family relationships with directors, executives, or major shareholders of the Company or its subsidiaries	: None
Illegal Record in Past 10 Years	: None
Skills and Expertise	Medical
Criteria and Recruitment Procedure	The Board of Directors has considered and agreed with the NRC to propose the reappointment of Prof. Dr. Aasis Unnanuntana as a director for another term. This is in accordance with the criteria and procedures for the nomination of directors of the Company (as disclosed in the Form 56-1 One report under the Heading of "Policy and criteria for selection of director").
Meeting Attendances for the year 2025	<ul style="list-style-type: none"> ▪ 2025 Shareholders' Meeting: 2 / 2 times ▪ Board of Directors' Meeting: 14 / 15 times ▪ Strategic Meeting: 1 / 1 time

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Name - Surname:	Mr. Paradorn Leosakul	
Type of Director and Sub-Committee Nominated	<ul style="list-style-type: none"> ▪ Independent Director ▪ Member of the Audit Committee ▪ Member of the Corporate Governance and Sustainability Committee 	
Nationality:	Thai	
Age:	49 years old	
Date of Appointment as Director	31 March 2025	
Term of Directorship	<ul style="list-style-type: none"> ▪ 1 year 1 month (until the date of the shareholders meeting) ▪ 4 years 1 month (including the proposed agenda for this time) 	
Executive Title (Date of Appointment)	- None -	

Educational Qualifications:

- Master of Laws (LL.M.), School of Law, New York University, United States of America
- Master of Laws (LL.M.), School of Law, Indiana University, United States of America
- Bachelor of Laws (LL.B.), Thammasat University

Training History:

Training by the Thai Institute of Directors (IOD):

- Director Certificate Program (DCP), Class 339/2016

Other Training:

- Executive Development Program (EDP), 2019, Thai Listed Companies Association (TLCA)
- Capital Market Academy Leadership Programs (CMA), SET
- Certificate in Top Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy (TEA)

**Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders**

Work Experience (for at least the past five years)

Position in the Company:

Nov 2025 – Present Member of the Audit Committee

Jun 2025 - Present Member of the Corporate Governance and Sustainability Committee

Mar 2025 - Present Independent Director

Position in Other Company:

Other Listed Companies: - None -

Non-Listed Companies/Other Organizations: 3 Companies

2023 - Present Member of the Audit Committee and Member of the Risk Management Committee Muze Innovation Co., Ltd.

2012 - Present Director and Senior Partner The Capital Law Office Limited

1981 - Present Director P.J.P. Enterprises Co., Ltd

2002 - 2012 Partner Weerawong, Chinnavat & Partners Ltd.

Directorship or executive positions in other companies that may result in conflicts of interest or business competition with the Company

- None -

Having Interests in the Company / Parent Company / Subsidiaries / Associated Companies or Juristic Persons that May Have Conflicts of Interest at Present or During the Past 2 Years

1. Being a director involved in management, employee, staff member, or a salaried advisor	- No -
2. Being a professional service provider (e.g., auditor, legal advisor)	- No -
3. Having significant business relationships that may impair the ability to perform duties independently	- No -

Additional Details:

Shareholding in THG (%) (Pursuant to Section 59 of the SEC Act)	Direct: - None - Indirect: - None -
Family relationships with directors, executives, or major shareholders of the Company or its subsidiaries	: None

Details of persons nominated for appointment as directors
for the 2026 Annual General Meeting of Shareholders

Additional Details:	
Illegal Record in Past 10 Years	: None
Skills and Expertise	<ul style="list-style-type: none"> ▪ Law ▪ Corporate Governance ▪ Audit / Internal Audit
Criteria and Recruitment Procedure	The Board of Directors has considered and agreed with the NRC to propose the reappointment of Mr. Paradorn Leosakul as an Independent Director for another term. This is in accordance with the criteria and procedures for the nomination of directors of the Company (as disclosed in the Form 56-1 One report under the Heading of “Policy and criteria for selection of director”).
Meeting Attendances for the year 2025	<ul style="list-style-type: none"> ▪ 2025 Shareholders’ Meeting: 2 / 2 times ▪ Board of Directors’ Meeting: 9 / 10 times ▪ Strategic Meeting: 1 / 1 time ▪ Non-Executive Directors’ Mtteeting: 1 / 1 time ▪ Audit Committee’s Meeting: 0 / 0 time ▪ Corporate Governance and Sustainability Committee’s Meeting: 1 / 1 time

Details of the Auditor

Pricewaterhouse Coopers ABAS Ltd. (PwC)

1. Miss. Sanicha Akarakittilap	
CPA number	<ul style="list-style-type: none"> - Certified Public Accountant (Thailand) No. 8470 - Auditor approved by the office of Securities and Exchange Commission (SEC)
Education Qualifications	<ul style="list-style-type: none"> - Bachelor degree (First Class Honour), Kasetsart University
Working Experiences	
2019 – Present	Partner, PricewaterhouseCoopers ABAS Ltd.
2016 – 2019	Director, PricewaterhouseCoopers ABAS Ltd.
2012 – 2015	Senior Manager, PricewaterhouseCooper Hong Kong
2006 – 2012	Manager – Senior Manager, PricewaterhouseCoopers ABAS Ltd.
Others	<ul style="list-style-type: none"> - Subcommittee member of the Thai Federation of Accounting Professions - Accredited IFRS expertise of PwC network
Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons	-None-

2. Miss. Nopanuch Apichatsatien	
CPA number	<ul style="list-style-type: none"> - Certified Public Accountant (Thailand) No. 5226 - Auditor approved by the office of Securities and Exchange Commission (SEC)
Education Qualifications	<ul style="list-style-type: none"> - Master’s degree - MBA, Thammasat University - Certificate of Auditing, Thammasat University - Bachelor’s degree Accounting, Thammasat University
Working Experiences	
2012 – Present	Partner, PricewaterhouseCoopers ABAS Ltd.
2008 – 2012	Director, PricewaterhouseCoopers ABAS Ltd.
2006 – 2008	Manager – Senior Manager, PricewaterhouseCoopers ABAS Ltd.
1994 – 2006	Audit Assistant – Senior Associate, PricewaterhouseCoopers ABAS Ltd. and PwC Australia
Others	<ul style="list-style-type: none"> - Member of Thai Institute of Directors - Director Certification Programmes (DCP), class 227 - Thammasat Leadership Program” (TLP), class 12 - ASEAN CPA

2. Miss. Nopanuch Apichatsatien	
	<ul style="list-style-type: none"> - Member of Thailand Federation of Accounting Professions (TFAC) - Subcommittee member to set examination of the Thailand Federation of Accounting Professions (TFAC)
Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons	-None-

3. Miss Yuwanan Manomivisit	
CPA number	<ul style="list-style-type: none"> - Certified Public Accountant (Thailand) No. 9804 - Auditor approved by the office of Securities and Exchange Commission (SEC)
Education Qualifications	<ul style="list-style-type: none"> - Master of Business Administration (MBA), Chulalongkorn University - Bachelor of Accounting (Honors), Chulalongkorn University
Working Experiences	
2024 – Present	Partner in Assurance, PricewaterhouseCoopers ABAS Ltd.
2017 – 2024	Director in Assurance, PricewaterhouseCoopers ABAS Ltd.
2004 – 2017	Audit Assistant, Manager - Senior Manager, PricewaterhouseCoopers ABAS Ltd.
Others	- None -
Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons	-None-

**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.

**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
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).

**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
		<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>	

**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
		<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>	

**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
		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.

**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
			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.

**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
			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.

**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
			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.

**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
		<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.

**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
		<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>	

**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
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>

Profile of independent directors proposed as proxy of shareholders

(1) Name - Surname:	Dr. Vikrom Koompirochana	
Position:	Independent Director	
Age:	80 years old	
Address	611 Bamrung Mueang Rd, Khlong, Maha Nak, Pom Prap Sattru Phai, Bangkok 10100	
Special interest which is different from other directors in any agenda	- None -	

Educational Qualifications:

- Honorary Doctorate in Humanities, Schiller International University (London), UK
- Ph.D. in History of International Relations, Michigan State University, USA
- Master in history of international Relations, Michigan State University, USA
- Bachelor of Arts, Chulalongkorn University

Work Experience (during the recent 5 years)

Position in the Company:

Apr 2016 - Present Independent Director

Position in Other Company:

Other Listed Companies: 1 Company

2010 - Present Chairman Country Group Development PCL.

Non-Listed Companies/Other Organizations: 2 Companies

2024 - Present	Chairman	Falcon Insurance PCL.
2007 - Present	Honorary Advisor	British Chamber of Commerce Thailand
2015 - 2024	Chairman of the Risk Management Committee	MFC Asset Management PCL.
2014 - 2024	Director and Member of the Audit Committee	MFC Asset Management PCL
2014 - 2024	Director and Member of the Audit Committee	Falcon Insurance PCL.

Profile of independent directors proposed as proxy of shareholders

Non-Listed Companies/Other Organizations: 2 Companies

2021 - 2023	Chairman of the Audit Committee	Falcon Insurance PCL.
2014 - 2023	Member of the Corporate Governance Committee	Oishi Group PCL.
2006 - 2023	Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee	Oishi Group PCL.

Profile of independent directors proposed as proxy of shareholders

(2) Name - Surname:	Mr. Virachai Srikajon	
Position:	<ul style="list-style-type: none"> ▪ Independent Director ▪ Chairman of the Nomination and Remuneration Committee ▪ Member of the Audit Committee 	
Age:	73 years old	
Address	611 Bamrung Mueang Rd, Khlong, Maha Nak, Pom Prap Sattru Phai, Bangkok 10100	
Special interest which is different from other directors in any agenda	- None -	

Educational Qualifications:

- Master of Business Administration, South Eastern University, Washington D.C. USA
- Bachelor of Engineering, Mechanical Engineer, Kasetsart University

Work Experience (during the recent 5 years)

Position in the Company:

Dec 2015 - Present	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee
Apr 2020 – Oct 2024	Member of the Risk Management Committee

Position in Other Company:

Other Listed Companies: 1 Company

2022 - Present	Chairman of the Nomination and Remuneration Committee	Patkol PCL.
1991 - Present	Independent Director and Member of the Audit Committee	Patkol PCL.

Non-Listed Companies/Other Organizations: 2 Companies

Jan 2020 – Jul 2025	Director	DS All Co., Ltd.
2019 - 2024	Advisor attached to the Committee	Committee on Local Administration, the Senate
Jul 2020 - 2022	Director	Thonburi Wellbeing Co., Ltd.

Profile of independent directors proposed as proxy of shareholders

(3) Name - Surname:	Mrs. Kannika Ngamsopee	
Position:	<ul style="list-style-type: none"> ▪ Independent Director ▪ Chairwoman of the Audit Committee ▪ Member of the Nomination and Remuneration Committee ▪ Member of the Risk Management Committee 	
Age:	69 years old	
Address	611 Bamrung Mueang Rd, Khlong, Maha Nak, Pom Prap Sattru Phai, Bangkok 10100	
Special interest which is different from other directors in any agenda	- None -	

Educational Qualifications:

- Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master of Accountancy (Accounting), Thammasart University
- Bachelor of Laws, Thammasart University
- Bachelor of Business Administration in Accounting, (Second-Class Honors), Thammasart University
- Certified Public Accountant License No. 3156

Work Experience (during the recent 5 years)

Position in the Company:

- Sep 2022 - Present Member of the Nomination and Remuneration Committee
- Feb 2018 - Present Chairwoman of the Audit Committee & Member of the Risk Management Committee
- May 2016 - Present Independent Director

Position in Other Company:

Other Listed Companies: 4 Companies

Profile of independent directors proposed as proxy of shareholders

Dec 2021 - Present	Independent Director and Chairwoman of the Audit Committee	Bangkok Aviation Fuel Services PCL.
Sep 2019 - Present	Independent Director and Member of the Audit Committee	CP Aextra PCL.
Dec 2016 - Present	Independent Director, Chairwoman of the Audit Committee, Chairwoman of the Nomination, Remuneration and Corporate Governance Committee and Member of the Risk Management Committee	Scan Inter PCL.
Sep 2015 - Present	Independent Director, Member of the Audit Committee and Chairwoman of the Risk Management Committee	Global Green Chemicals PCL.

Non-Listed Companies/Other Organizations: 3 Companies

Nov 2023 - Present	Director	Auto X Co., Ltd.
Aug 2018 - Present	Member of the Finance and Budget Subcommittee	Equitable Education Fund
May 2017 - Present	Member of the Asset Management Committee	Vajiravudh College
Nov 2024 – Jun 2025	Director	Thonburi Wellbeing Co., Ltd.
Mar 2024 – Jun 2025	Director	Thonburi Bamrungmuang Hospital Co., Ltd.
May 2018 - Jun 2025	Director	ARYU International Health Care Co., Ltd. (Myanmar)
Nov 2023 - 2024	Director	Green Earth Power (Thailand) Co., Ltd.
Sep 2019 - 2024	Honorary Director (Finance, Accounting and Budgeting, Auditing and Evaluation, Risk Management) and Chairwoman of the Audit Committee	Digital Government Development Agency (Public Organization) (DGA)
Nov 2017 - Oct 2023	Honorary Member, Financial Institution Policy Committee	Bank of Thailand

Profile of independent directors proposed as proxy of shareholders

2020 - 2021	Member of the Finance and Property Management Committee	Chulabhorn Royal Academy
2019 - 2021	Subcommittee Member of the Audit and Assessment of Public Sector Administrative Work	Office of Public Sector Development Commission
2019 - 2021	Director	Thonburi Wellbeing Co., Ltd.
Mar 2016 - 2021	Member of the Audit Committee	Social Security Office
2021 - 2021	Director	Thonburi Canabiz PCL.

**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

ARTICLES OF ASSOCIATION IN RELEATION TO THE SHAREHOLDERS' MEETING**Chapter 2 Issuance and Transfer of Shares**

Article 13 During 21 (twenty-one) days before the Annual General Meeting of shareholders, the Company may close its shares' register book and suspend transfer of its shares by giving the prior notice to the shareholders at the Company's headquarter and all branches not less than 14 (fourteen) days.

Chapter 3 Directors and Power of Directors

Article 15 A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has 1 (one) vote for each share;
- (2) Each shareholder may exercise the votes in electing 1 (one) or more persons to be the directors but the votes are indivisible; and
- (3) The person who obtains the highest votes will be elected as a director in respective order according to the required number of directors, but if 2 (two) or more persons obtain equal votes, the Chairman must exercise a casting vote.

Article 16 The directors' remuneration and other compensations shall be determined by the shareholders' meeting.

Article 18 At every annual general meeting, 1/3 (one-thirds) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to 1/3 (one-thirds) shall retire from the office. A retiring director is eligible for re-election. The directors to retire during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

Article 21 In case of a vacancy on the Board of Directors for reasons other than the expiration of the director's term, the Board of Directors shall elect a person who is qualified and does not possess any characteristics prohibited under the law on public limited companies to be a director in replacement at the next Board of Directors meeting, unless the remaining term of such director is less than two months.

The person who replaces such director shall hold the position of director only for the remaining term of the director whom they replace.

Article 22 The shareholders meeting may pass a resolution to remove any director from office prior to the expiration of the director's term of office by a vote of no less than 3/4 (three-fourths) of the number of the shareholders attending the meeting and having the right to vote and the shares held by them shall not, in aggregate, be less than 1/2 (half) of the number of the shares held by the shareholders attending the meeting and having the right to vote.

Chapter 4 The Shareholders' Meeting

- Article 33 The shareholders meeting may be held at the location where the Company's head office is situated or other locations as determined by the Board of Directors.
- Article 34 The Board of Directors shall convene an annual general meeting of shareholders within 4 (four) months from the last day of the Company's fiscal year.
- Shareholders' meetings, other than those specified above, shall be called the extraordinary meeting.
- The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board of Directors deems appropriate. The shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary General Meeting of Shareholders. The said letter shall clearly specify subject and reasons for such request. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five days from the date of receipt of such request from the shareholders.
- Article 35 In summoning the shareholders meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than 7 (seven) days prior to the date of the meeting.
- The notice of the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting for 3 (three) consecutive days.
- Article 36 In every shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than 25 (twenty-five) persons or not less than 1/2 (half) of the total number of shareholders, holding in aggregate of not less than 1/3 (one-thirds) of the total number of shares sold, in order to constitute a quorum.
- At any shareholders meeting, if 1 (one) hour has passed beyond the fixed time for the meeting and the number of shareholder's present is inadequate to constitute a quorum as specified, and if such shareholders' meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than 7 (seven) days before the date of the meeting. In the subsequent meeting, a quorum is not required.
- Article 37 In the shareholders' meeting, a shareholder can proxy other person to attend the meeting and vote on behalf of a shareholder

The proxy shall be made in writing and signed by a shareholder and in accordance with the form as specified by the Public Company Registrar, the details shall include the followings:

- (a) Number of shares held by a shareholder;
- (b) Name of shareholder; and
- (c) No. of meeting for proxy to attend the meeting and vote.

provided that the proxy form shall be presented to the Chairman of the Board of Directors or any other person designated by the Chairman of the Board of Directors before attending the meeting.

Article 38 If the meeting cannot complete the consideration of the agendas pursuant to the notice for convening the shareholders' meeting or the agendas proposed by the shareholders who have the shares not less than 1/3 (one-thirds) of the total number of shares sold and it is necessary to postpone the meeting, the shareholders' meeting shall determine the venue, date and time for the next meeting and the Board of Directors shall send the notice for convening the shareholders' meeting by specifying the venue, date, time and agendas to the shareholders not less than 7 (seven) days before the meeting. The notice of the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting for 3 (three) consecutive days.

Article 39 The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman is unable to perform his/her duty or the Chairman is not present at the meeting, the Vice-Chairman shall preside over the meeting. If the Vice-Chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect 1 (one) shareholder who attends the meeting to act as the Chairman of the meeting.

Article 40 In casting votes at the shareholders' meeting, 1 (one) share shall represent 1 (one) vote. 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. The resolution of the shareholders' meeting shall comprise of the following votes:

Voting for any resolution or approval, the shareholder's 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;

- (a) the sale or transfer of the whole or substantial part of business of the Company to other persons; or
- (b) the purchase or acceptance of transfer of the whole or substantial part of businesses of the Company to other persons; or

- (c) 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.

Chapter 6 Dividend and Legal Reserve

- Article 47 Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preferred shares.
- Article 48 The Company must appropriate to a reserve fund, from the annual net profit, not less than 5 (five) percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 (ten) percent of the registered capital of the Company. In addition to such reserve, the Board of Directors may propose to the shareholders meeting to approve the allocation of other reserves as deemed beneficial to the Company's operation.

Chapter 8 Accounting, Financing and Auditing

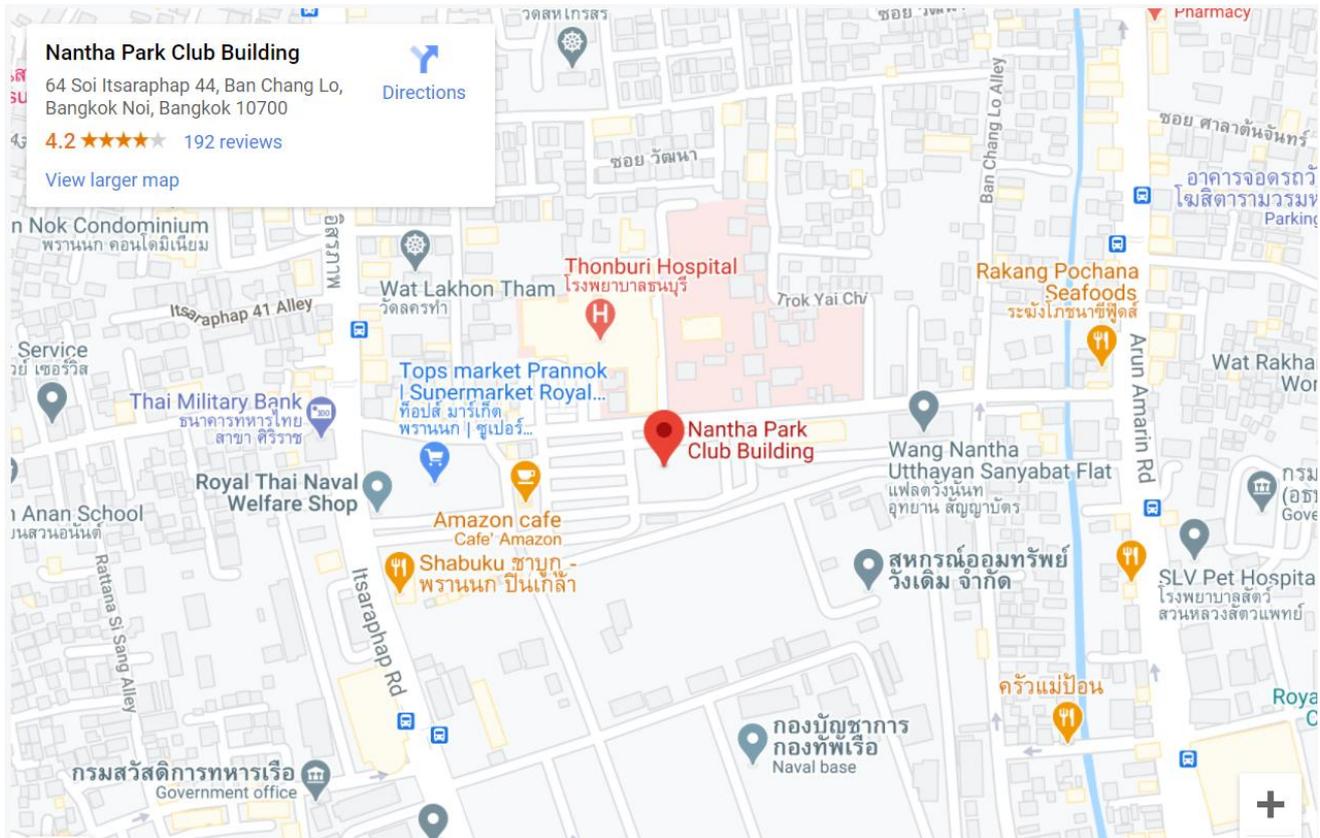
- Article 53 The Board of Directors must propose the balance sheet and profit and loss statement as at the end of the accounting period of the Company to the annual general meeting of shareholders for approval. The balance sheet and profit and loss statement must be audited by the auditors before they are proposed to the meeting of shareholders.
- Article 54 The Board of Directors must deliver the following documents to the shareholders together with the notice of the annual general meeting:
- (1) copies of the audited balance sheet and profit and loss statement together with the auditors' report; and
 - (2) the directors' annual report including its supporting documents.
- Article 55 The Board of Directors shall prepare the list of directors, minutes of Board of Directors' meeting and minutes of shareholders' meeting and all resolutions of the meeting as the due record and evidence and such evidences shall be kept at the headquarter of the Company or the Company shall assign a person to maintain it at any place within the area of headquarter or nearby province provided that in doing so, it shall provide prior notice to the Registrar.
- Article 56 The auditor shall be appointed by the Annual General Meeting of shareholders and the Auditor whose term has been expired, can be reappointed.
- Article 57 The auditor's compensation shall be determined by the shareholders' meeting.

Chapter 9 Miscellaneous

- Article 59 The auditor shall attend every shareholders' meeting of which it has agenda to consider the balance sheet, profit and loss statement and matters regarding the Company's accounting in order to clarify the audit of financial statement to the shareholders and the Company shall provide the financial statement report and other Company's documents to send to the shareholders to the auditor.

Map of Meeting Venue

at Nantha Park Club Building (Opposite Thonburi Hospital)



Use of QR Code for Downloading Annual Report and Invitation to the Shareholders' Meeting

The Stock Exchange of Thailand through Thailand Securities Depository Company Limited as the securities registrar has developed the system for listed companies to submit their annual report in electronic through QR Code for shareholders to access the information easily and conveniently and to reduce nature resources.

The shareholder can download the information through QR Code (Enclosure 1) according to the following steps:

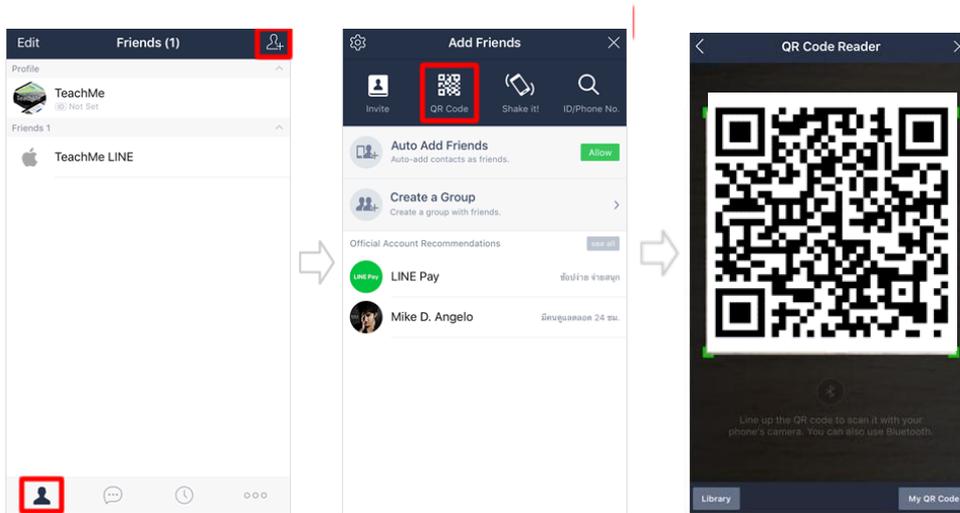
For IOS

Option 1

1. Turn on camera on mobile phone and scan QR Code on the document
2. The screen will appear "Notification" and then press the "Notification" to access the information of the meeting

Option 2

1. Open LINE application
2. Select "Add Friend" → Select "QR Code" → Scan QR Code on the document

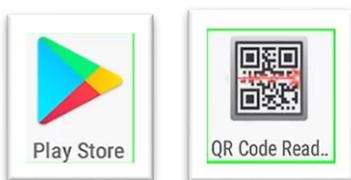


Remark: If it does not have the notification on mobile phone, the shareholder can scan QR Code from other applications such as QR CODE READER and Facebook etc.

3. It will have "Notification" appears on the screen. press the "Notification" to access the information of the meeting

For Android

1. Open application "QR CODE READER" or if the application has not been downloaded yet, it can download at Play Store. Open QR Code Reader which will be camera screen as usual and then scan QR Code on the document. The URL of the document will appear and then press OK or Open to access the information of the meeting



2. Access through LINE application Select "Add Friend" → Select "QR Code" → Scan "QR Code" same as IOS

Duty Stamp

20 Baht

Proxy Form B.

(Form with fixed and specific details authorizing proxy)

.....

Made at.....

DateMonth.....Year.....

(1) I/We..... Nationality.....
 Residing at No.....Road..... Sub District.....
 District.....Province..... Post Code.....

(2) As a Shareholders of **Thonburi Healthcare Group PCL.**
 Holding the Ordinary share in amount of.....shares, and is entitled to cast.....votes

(3) Hereby appoint (May grant proxy to the Company’s Independent Director of which details as shown in Enclosure 5.)

(1) Name.....AgeYear
 Residing at No. RoadSub District
 District Province.....Post Code..... or

(2) Name.....AgeYear
 Residing at No. RoadSub District
 District Province.....Post Code..... or

(3) Assign a proxy to the Independent Director... Dr. Vikrom Koompaichan ...Age... 80.....Years
 Residing at No. 611.....Road... Bamrung Mueang... Sub District... Khlong Maha Nak...
 District... Pom Prap Sattru Phai... Province... Bangkok... Post Code... 10100... or

(4) Assign a proxy to the Independent Director... Mr. Virachai Srikanon ...Age... 73.....Years
 Residing at No. 611.....Road... Bamrung Mueang... Sub District... Khlong Maha Nak...
 District... Pom Prap Sattru Phai... Province... Bangkok... Post Code... 10100... or

(5) Assign a proxy to the Independent Director... Mrs. Kannika Ngamsopee ...Age... 69.....Years
 Residing at No. 611.....Road... Bamrung Mueang... Sub District... Khlong Maha Nak...
 District... Pom Prap Sattru Phai... Province... Bangkok... Post Code... 10100.....

Just only one as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders on Wednesday, April 22, 2026 at 9.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or on such other date and at such other place as may be adjourned or changed.

(4) I/We here authorize the Proxy to vote on my /our behalf in this meeting as follows:

Agenda 1 To acknowledge the operating results for the year 2025

- This agenda is for acknowledge and does not require the voting -

- Agenda 2** To consider and approve the annual financial statements ended 31 December 2025
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 3** To consider and approve the allocation of net profit as the legal reserve and the dividend payment for the year 2025
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 4** To consider and approve the appointment of the directors to replace those retired by rotation for the year 2026
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- The election of the entire group of nominated directors
- Approve Not approve Abstain
- The election and appointment of individual director(s) are as follows:
- (1) Mr. Paiboon Ekasangsri, (M.D.)
- Approve Not approve Abstain
- (2) Mr. Chalermkul Aphiunyopas
- Approve Not approve Abstain
- (3) Prof. Dr. Aasis Unnanuntana.
- Approve Not approve Abstain
- (4) Mr. Paradorn Leosakul
- Approve Not approve Abstain
- Agenda 5** To consider and approve the removal of Miss Nalin Vanasin from the position of Director
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain
- Agenda 6** To consider and approve the reduction of the number of directors from 18 to 15
- (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve Not approve Abstain

Duty
Stamp
20 Baht

Proxy Form C.

(For the shareholders who are specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

.....

Made at.....

Date Month Year.....

(1) I/We..... Nationality.....
Residing at No. Road..... Sub District.....
District Province Post Code.....
As a custodian of (Please specify the fund name/shareholder name).....
As a Shareholder of **Thonburi Healthcare Group Public Company**
Holding the Ordinary share in amount of.....shares, and eligible for.....votes

(2) Hereby appoint (May grant proxy to the Company’s Independent Director of which details as shown in Enclosure 5.)

(1) Name.....AgeYear
Residing at No. RoadSub District
District Province..... Post Code..... or

(2) Name.....AgeYear
Residing at No..... Road Sub District
District Province..... Post Code..... or

(3) Assign a proxy to the Independent Director...Dr. Vikrom Koompaichan...Age...80.....Years
Residing at No. 611.....Road...Bamrung Mueang... Sub District...Khlong Maha Nak...
District...Pom Prap Sattru Phai.....Province...Bangkok..... Post Code ...10100..... or

(4) (Assign a proxy to the Independent Director...Mr. Virachai Sriakajon.....Age...73.....Years
Residing at No. 611.....Road...Bamrung Mueang... Sub District...Khlong Maha Nak...
District...Pom Prap Sattru Phai.....Province...Bangkok..... Post Code ...10100..... or

(5) Assign a proxy to the Independent Director...Mrs. Kannika Ngamsopee.....Age...69.....Years
Residing at No. 611.....Road...Bamrung Mueang... Sub District...Khlong Maha Nak...
District...Pom Prap Sattru Phai.....Province...Bangkok..... Post Code ...10100.....

Just only one as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders on Wednesday, April 22, 2026 at 9.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Itsaraparp 44, Ban Chang Lo, Bangkok Noi Bangkok 10700 or on such other date and at such other place as may be adjourned or changed.

(3) I/We here authorize the Proxy holder to attend the meeting and vote on myour behalf in this meeting as follows:

- To authorize the Proxy to cast the votes pursuant to the total number of shares
- To authorize the Proxy to cast the votes less than the total number of shares

Ordinary share.....shares, and is entitled to cast.....votes

(4) I/We here authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To acknowledge the operating results for the year 2025

- This agenda is for acknowledge and does not require the voting -

Agenda 2 To consider and approve the annual financial statements ended 31 December 2025

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

(B) The proxy holder shall vote in accordance with my/our intention as follows:

Approve Not approve Abstain

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

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

(B) The proxy holder shall vote in accordance with my/our intention as follows:

Approve Not approve Abstain

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

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

(B) The proxy holder shall vote in accordance with my/our intention as follows:

The election of the entire group of nominated directors

Approve Not approve Abstain

The election and appointment of individual director(s) are as follows:

(1) Mr. Paiboon Ekasangsri, (M.D.)

Approve Not approve Abstain

(2) Mr. Chalermkul Aphibunyopas

Approve Not approve Abstain

(3) Prof. Dr. Aasis Unnanuntana.

Approve Not approve Abstain

(4) Mr. Paradorn Leosakul

Approve Not approve Abstain

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

(A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.

(B) The proxy holder shall vote in accordance with my/our intention as follows:

Approve Not approve Abstain

- Agenda 6** To consider and approve the reduction of the number of directors from 18 to 15
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 7** To consider and approve the determination of remuneration for directors and subcommittees for the year 2026
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- 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
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 9** To consider and approve the amendment to the Company’s Articles of Association
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- Agenda 10** Other mattes (If any)
 - (A) The proxy holder is entitled to consider and vote on my/our behalf as deem appropriate.
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:
 - Approve Not approve Abstain

- (5) Voting of proxy holder in any agenda that is not in accordance with this proxy shall be considered as invalid and not my/our voting as a shareholder.
- (6) In case I/We have not indicated my/our voting intention in any agenda or my intention is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or additional facts be given, the proxy holder shall have the right to consider and vote on my/our behalf as deem appropriate.

Any act (s) undertaken by the proxy at such meeting, unless the proxy holder does not vote as I/we specified herein, shall be deemed as my/our own act (s) in every respects.

Signed Grantor Signed Proxy
 (.....)
 (.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
 - (1) Letter of attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
4. In agenda regarding the appointment of directors, the voting can be either for all the nominated candidates as a whole or voting for each nominated candidate.
5. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to the Proxy Form C as attached.



Lifetime Health Guardian For All

ดูแลคุณ...ในทุกช่วงชีวิต

CONTACT US

บริษัท ธนบุรี เฮลท์แคร์ กรุ๊ป จำกัด (มหาชน)

THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED

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