



Vibhavadi Medical Center Public Company Limited
Invitation Letter of the 2025 of Annual General Meeting of Shareholders
on Monday, April 28, 2025 at 13.30 hours

For convenience,
please bring printed registration form
with barcode on the Meeting date

at Vibhavadi Hospital conference room 9 floors, building 4
51/3 Ngarmvongvan Road, Ladyao, Jatujak, Bangkok 10900

Registration opens from 12.30 hours onwards.

No Souvenirs Policy

Ref. 9/2025

March 25, 2025

Subject: Notice of the 2025 of Annual General Meeting of Shareholders

To: Shareholders

Attachment: 1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders.
2. Annual Report for the year 2024 (56-1 One Report) (QR Code).
3. Profile of persons to be elected as Directors to replace the Directors who retired by rotation /
Definition of Independent Director
4. Profiles of the Auditors proposed for appointment for Year 2025.
5. The Company's Articles of Association concerning Shareholders Meeting.
6. Registration and proxy guideline for attending AGM 2025
7. Proxy form A, form B and form C.
8. Names and profiles of independent directors in the case the shareholders wish to appoint them
as the proxies to attend the meeting.
9. Map of the meeting's venue.

The resolution of the Board of Directors' Meeting of Vibhavadi Medical Center Public Company Limited ("VIBHA") no.1/2025, held on February 28, 2025, the 2025 Annual General Meeting of Shareholders will be held on Monday, April 28, 2025 at 13.30 hours at Vibhavadi Hospital conference room 9 floors, building 4, 51/3 Ngarmvongvan Road, Ladyao, Jatujak, Bangkok 10900, as the schedule as follows;

12.30 hours	Register
13.30 hours	Start the meeting

Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.
(Details of which are enclosed hereto as Attachment No. 1)

Objective and Rationale: The Company has prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on April 29, 2024. The Company has prepared and submitted these minutes to the Stock Exchange of Thailand and Ministry of Commerce within the fixed time, Additionally, a copy of the minutes has been published on the Company's website. Details regarding this publication are enclosed herewith as **Attachment No. 1**, which has been distributed to all shareholders along with the notice for this meeting.

Board of Directors' opinion: The Board of Directors considers and deems it appropriate to propose the Shareholders' Meeting adopts the Minutes of the 2024 Annual General Meeting of Shareholders, which the Board opines that said Minutes was convened and recorded correctly.

Votes required: A simple majority of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda 2 To consider and acknowledge the Company's operating results for the year 2024.

Objective and Rationale: The Company has summarized the overall performance and major changes of the year 2024 in the 56-1 One Report 2023, which the shareholders can download via the QR CODE enclosed herewith as **Attachment No. 2**.

Board of Directors' opinion: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to acknowledge the performance of the Company for the year 2024.

Votes required: This agenda item is for the shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve financial statements for the year ended December 31, 2024.
(Details of which are enclosed hereto as Attachment No. 2)

Objective and Rationale: Pursuant to Article 39 of the Article of Association and Section 112 of the Public Limited Companies ACT B.E. 2535 (and its amendment) which states that the Company will prepare Balance Sheet and Income Statement for the fiscal year and propose to the Annual General Meeting of Shareholders for consideration and approval. Details of the report and the financial statements of the Company and Subsidiaries for the fiscal year

ending 31 December 2024 that have been reviewed and audited by the auditors and have been considered by the Audit Committee as described in the section “Financial Statements” in the Annual Report 2024 (Form 56-1 One Report 2024) can be downloaded via QR CODE enclosed herewith as Attachment No.2. Relevant information can be summarized as follows:

Item	Consolidate (Baht)	Separate (Baht)
Total Assets	26,101,408,976	15,166,091,010
Total Liabilities	11,816,425,602	6,621,274,376
Total equity	26,101,408,976	14,901,648,354
Total Revenues	8,997,899,684	3,643,566,851
Net profit	839,095,296	812,066,708
Net profit : owners of the parent	698,606,420	812,066,708
Earnings per share	0.0517	0.0601

Board of Directors' opinion: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve t the financial statement of the Company for the fiscal year ended on 31 December 2024 which have been audited by an auditor and approved by the Audit committee, also approved by the Board of Directors.

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment for the year 2024

Objective and Rationale: Pursuant to Section 115 of the Public limited companies ACT B.E. 2535 (and its amendment) which stipulates that the payment of dividends must be approved by a meeting of shareholders, the Board of Directors may, unless otherwise authorized, pay interim dividends to shareholders from time to time. Upon payment of dividends, the Board of Directors shall report it to the shareholders at the next meeting. Additionally, section 116 that the Company must allocate not less than five percent of the annual net profit as a capital reserve, less any accumulated losses, until the capital reserve reaches not less than ten percent of the registered capital. Furthermore, it is the Company's dividend policy to pay dividends at a rate not less than 80 percent of its net profits

with considering factors such as its cash flows, liquidity, terms and conditions of any contracts the Company is bound to and, as well as any investment plans by the Company and Joint Venture Companies in all material respects and appropriateness.

The Company's performances and the financial position for the year 2024, the Company has the consolidated net profit of 839,095,296 Baht and the net profit in the separated financial statements of 812,066,708 Baht. Therefore, the Board of Directors propose dividend payment of the year 2024 to shareholders of 13,484,611,474 (deduct treasury stock held for resale.) shares at the rate of 0.050 Baht per share, total not exceeding of 674,230,573.70 Baht or 83.03% of net profit in the separated financial statements. The comparison of the dividend payment for the year 2024 and 2023 is as follows:

Details of Dividend Payment	2024 (Baht)	2023 (Baht)
1. Net Profit (Separate)	812,066,708	929,981,190
2. Dividend per share	0.050	0.055
3. Dividend	674,230,573.70	678,800,573.70
4. Dividend ratio	83.03	72.99
5. Par Value	0.10	0.10

Remark Shares repurchased by the Company through the share repurchase program for financial management are not entitled to receive dividends.

The Company has already allocated the annual net profit of 149,390,828 Baht as a capital reserve not less than ten percent of its registered capital

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider and approve the dividend payment for year 2024 in cash to shareholders at the rate of 0.050 Baht per share. The Company sets the record date to determine the list of shareholders who shall be entitled to receive dividend on May 8, 2025. The dividend payment date is scheduled on May 28, 2025.

However, the dividend payment is still not confirmed as it is required to be approve by the shareholders' meeting.

Remarks: Ordinary shareholders shall receive a tax credit for dividend tax calculation in accordance with Section 47 Bis of the Revenue Code under the Thai law

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the election of directors to replace those who are retired by rotation.

Objective and Rationale: Pursuant to Clause 17 of the Article of Association and Section 71 of the Public Limited Companies ACT B.E. 2535 (and its amendment) which states that at every annual ordinary one-third of the number of directors shall vacate office. The director who vacates office under this section may be re-elected. The Board of Directors has 15 members therefore, 5 directors must retire by rotation as follows:

1. Mr. Chainarin Sairungsri Audit Committee member / Independent Director / Risk Management and Investment Committee member / Corporate Governance and Sustainability Committee member
2. Dr. Pramuk Unachak Director
3. Dr. Pongpat Patanavanich Director
4. Mr. Pitchaya Somburanasin Director
5. Mrs. Yada Putthkayon Director / Executive Committee Member / Corporate Governance and Sustainability Committee member

The Company has published the Invitation for shareholders to propose qualified candidates to be elected as directors on the Company's Website and throughout SET's Setlink from November 5, 2024 to February 17, 2025. however, no shareholders nominated any candidates for election of directors on this occasion.

The Nomination and Remuneration Committee, excluding the directors who have the conflict of interest has individually considered all candidates individually to ensure that all are fully qualified as prescribed by the relevant notification of the Stock Exchange of Thailand (SET), the regulations of the Office of the Securities and Exchange Commission (the SEC Office) and the Capital Market Supervisory Board. The Nomination and Remuneration Committee has considered the nomination of directors on an individual basis, who has conflict of interest did not vote for himself, having considered their suitability and benefit to the Company's operations as well as knowledge, abilities, experiences in line with the business strategy. Therefore, it was deemed appropriate to propose to the meeting to be re-elected as a director of the Company, and members of sub-committees for another term.

In this regard, Dr. Pongpat Patanavanich is capable of providing independent opinions, in accordance with the applicable laws, having knowledge expertise and understand the business and operations of the Company, which is evidently beneficial to the Company very much although holding the position of Independent Director of the Company for more than 9 consecutive years from the date of first appointment (including the agenda proposed for this appointment).

Board of Directors' opinion: The Board of Directors, without the participation of any director having interest therein, has considered the matter with the recommendation of the Nomination and Remuneration Committee which is in line with the nomination guideline set out by the Board of Directors. After carefully considering the profile of each director proposed to be elected as the Company's director, the Board of Directors was of view that the proposed directors and independent directors are appropriately qualified without any prohibited characteristics under applicable rules and laws, have knowledge, skills and expertise which will benefit the organization, business ethic, vision, and good attitude toward the Company. Moreover, they are able to devote their full capability for the interests of the Company and provide independent opinions in accordance with relevant rules and regulations. The Board of Directors agrees with the Nomination and Remuneration Committee's proposal to be proposed at the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of

1. Mr. Chainarin Sairungsri Audit Committee member / Independent Director / Risk Management and Investment Committee member / Corporate Governance and Sustainability Committee member
2. Dr. Pramuk Unachak Director
3. Dr. Pongpat Patanavanich Director
4. Mr. Pitchaya Somburanasin Director
5. Mrs. Yada Putthkayon Director / Executive Committee Member / Corporate Governance and Sustainability Committee member

For the profile and expertise of the nominated directors, period of being a director, the number of attendances of meetings of each member in the past year, company shareholding, directorships or executive positions in listed companies and other companies and nature of relationship of the nominated persons, the details are as **Attachment No.3**

Remarks: Article 16 of the Article of Association states voting policy and criteria for selecting appointed directors as follows:

- (1) The shareholder shall have 1 vote equal 1 share.
- (2) Each shareholder has to use all of their voting shares as prescribed (1) In an agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee but cannot not be divided to place the votes unequally to specific directors.
- (3) The next person who gets more votes than other candidates shall be selected as director until the vacancy is fulfilled in cases of a tie, the president of the meeting gets to decide the final vote.

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes, the Company shall consider and approve each nomination and election on an individual basis.

Agenda 6 To consider and approve the Directors' and the Committee's remuneration and bonus 2025

Objective and Rationale: Pursuant to Section 90 of the Public limited companies ACT B.E. 2535 (and its amendment) which states that a company shall not pay money or give any other property to directors, unless it is the payment of remuneration under the Articles of Association of the Company and Article 24 of the Article of Association which states that the Directors' bonus and remuneration shall be payable based on the resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the directors' remuneration criteria from operating result, individual performance, duties, responsibilities, growth and the Company's performance, cash flows, as well as a comparison of approved remuneration limits with other healthcare companies and companies in similar fields in Thailand. The Nomination and Remuneration Committee deemed it appropriate to propose the Board of Directors to submit to the Annual General Meeting of shareholders consider the Directors and the Committee's remuneration and bonuses 2024, not exceeding 10,770,000 Baht. The details are as follows:

Item	2024 (THB)	2023 (THB)	+/(-)
1. Bonus	5,250,000.00	5,250,000.00	-
2. The Chairman of the Board of Directors	1,560,000.00	1,560,000.00	-
3. Meeting allowance (For the meeting 8 times Meeting allowance 25,000 Baht / person/ time)	3,000,000.00	3,000,000.00	-
4. Audit Committee	960,000.00	960,000.00	-
5. Other benefit	none	none	-
Total	10,770,000.00	10,770,000.00	-

Board of Directors' opinion: The Board of Directors agrees with the Nomination and Remuneration Committee to propose to submit the Shareholders' Meeting for consideration and approval the bonus, the Committee's remuneration, meeting allowance and the Audit Committee's remuneration in 2024, totaling 10,770,000 Baht. Meeting allowances will be paid only to directors attending the meetings.

Votes required: Not less than two-thirds of the total number of votes of the shareholders present at the Meeting

Agenda 7 To consider and approve the appointment of auditors and the auditing fees for the year 2025

Objective and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) which stipulate that the Annual General Meeting of Shareholders shall appoint the auditor and determine an audit fee of the Company each year, and Section 121 which stipulate that the auditor must not be a director, employee, or take any position in the company. Furthermore, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has reviewed, audited, and provided opinions on the Company's financial statements for a total period of 7 years, whether consecutive or not. The company is allowed to reappoint the same auditor when at least 5 consecutive accounting periods have passed.

Audit Committee's opinion: The Audit Committee has considered electing auditor for the year 2025 based on skill, knowledge, abilities and work experience that would benefit the Company, ensuring the audit fee is reasonable. the Audit Committee has proposed to the Board of Directors to considered to propose to the Shareholders' meeting appoint Dhammarniti auditing Co., Ltd. as the Company's auditor for the year 2025. The details are as follows;

Name	Certified Public Accountant No.	Years of service as auditor for VIBHA
1. Mr. Peradate Phongsathainsak	4752	2
2. Mr. Thanawut Piboonsawat	6699	-
3. Miss Soraya Tintasuwan	8658	-
4. Mr. Suwat Maneekanoksakul	8134	-
5. Miss Potjanarat Siripipat	9012	-
6. Miss Roongnapha Saengchan	10142	2
7. Miss Techinee Pornpenpob	10769	-

Any of the appointed auditors or any auditors appropriately selected by The Office of the Securities and Exchange Commission (SEC) from the said audit firm shall be authorized to report and provide opinions on the Company's financial statements. In cases where the appointed auditors are unable to perform their duties, Dharmniti Auditing Co.,Ltd. shall be authorized to appoint other approved auditors from Dharmniti Auditing Co., Ltd. by the SEC office. For personal profiles of the appointed auditors please refer to **Attachment No. 4**. The audit fees are fixed at the amount of 1,620,000 Baht which is higher than the year 2023's details as follows;

Audit fees (THB)	2025	2024	Change (+ / -)
1. Review of separate and consolidated financial statements (3 quarters)	720,000.00	690,000.00	30,000.00
2. Audit the separate and consolidated financial statements.	870,000.00	850,000.00	20,000.00
3. Audit of the consolidated financial statements of associate companies	80,000.00	80,000.00	-
Total	1,670,000.00	1,620,000.00	50,000.00

Remark There are no other service fees.

Dhammarniti Auditing Co., Ltd. and the seven appointed auditors are approved by The Office of the Securities and Exchange Commission (SEC) and are not relationship and / or do not have any interest in the Company, Subsidiaries, Executives, Major shareholders or anyone related to the aforementioned persons and does not shareholders of the Company. Therefore, the independent is appropriate for the auditors to give opinions on the Company's financial statements. The appointed auditors from Dharmniti Auditing Co.,Ltd. are responsible for the Company, Subsidiaries and Affiliate companies of which the Company possess the shares.

Board of Directors' opinion: The Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Dhammarniti Auditing Co., Ltd. by;

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|---------------------------------|------------------------|----|
| 1. Mr. Peradate Phongsathainsak | Registration No. 4752 | or |
| 2. Mr. Thanawut Piboonsawat | Registration No. 6699 | or |
| 3. Miss Soraya Tintasuwan | Registration No. 8658 | or |
| 4. Mr. Suwat Maneekanoksakul | Registration No. 8134 | or |
| 5. Miss Potjanarat Siripipat | Registration No. 9012 | or |
| 6. Miss Roongnapha Saengchan | Registration No. 10142 | or |
| 7. Miss Techinee Pornpenpob | Registration No. 10769 | |

Any of the appointed auditors for the year 2025 shall be authorized to be a part in the remuneration fixing that complies with the careful and sufficient proposal of the Audit Committee and at the approval from the Board of Directors.

Votes required: The resolution on this agenda item shall be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 **Other matters, (if any)**

In accordance with Good Corporate Governance, the Company has provided minor shareholders with the opportunity to propose any meeting agenda items in advance, ensuring their right to nominate persons to be appointed as directors at the 2025 Annual General Meeting of Shareholders. This was achieved by publishing the Invitation on the Company's Website and throughout Setlink from November 5, 2024, to February 17, 2025. However, no shareholders nominated any candidates for election as directors on this occasion.

.All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders on Monday, April 28, 2025, at 13.30 hours in Meeting Room 9th Floor Building 4 Vibhavadi Medical Center Public Company Limited. For maps and directions, please refer to **Attachment No.9**.

In order to protect the rights and benefits of shareholders attending the 2024 of Annual General Meeting of Shareholders, please be advised to bring your ID card for identification before entrance. Shareholders unable to attend the meeting but wishing to grant proxy to the Company's independent directors to attend and vote on their behalf may do so by using Proxy Form A, B, or C (Form C is only for foreign investors authorizing their custodians in Thailand to keep and manage their shares). Please refer to **Attachment No.7** to appoint the Company's independent directors as follows:

1. Mr.Sirote Swasdipanich
2. Mr. Nikom Wairatpanij
3. Mr. Chainarin Sairungsri
4. Mr.Prasert Sriuranpong

(For profiles of the independent directors proposed by the Company to act as proxies for the shareholders please refer to **Attachment No.8**)

The Company requests compliance from shareholders and/or their proxies to familiarize themselves with the Company's terms and conditions for shareholder meeting registration, proxy granting, and voting policy as outlined in **Attachment No. 6**. To facilitate shareholder meeting registration, please bring the meeting registration form for identification before entrance.

In accordance with the Personal Data Protection Act B.E. 2562, the Company has officially established and published the Personal Data Protection Policy on the Company's Website (<https://www.vibhavadi.com/ir-corporate->

governance). The Company seeks cooperation from shareholders and/or their proxies to read and understand the Personal Data Protection Policy, which outlines the purpose of collecting and processing personal data provided to the Company, as well as the protection, access, and rights of personal data owners as required by law.

Sincerely Yours,



(Mr. Phijit Wiriya Mettakul)

Managing Director

Company Secretary

E-mail : cs@vibhavadi.com

Tel. 0-256-1111 ext. 2408, 2427

Minutes of the 2024 Annual General Meeting of Shareholder
Vibhavadi Medical Center Public Company Limited

Time and Place

The Meeting was held on Monday, 29 April 2024 at 1.30 p.m. at the conference room, 9th floors, 4 building, Vibhavadi Hospital, 51/3 Ngamwongwan Rd., Latyao, Jatujak Bangkok 10900.

Opening of the meeting at 1.30 p.m.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that there were 42 attending the Meeting in person and by proxy 35 shareholders, totaling 77 shareholders attending the Meeting. The total number of shares at the opening of the meeting was 9,695,146,570 shares, equivalent to 71.4138 percent of the shares with voting rights. A quorum was formed in accordance to the Company's Articles of Association.

Mr. Nikom Wairatpanij, Chairman of the Board of Directors, declared the 2024 Annual General Meeting of Shareholders open. In this meeting, the Company had sent the meeting invitation letter via QR CODE, saving 449,328 sheets of paper. This action supports the Emission Reduction Program, which can reduce greenhouse gas emissions by 11,305.09 kgCO₂e, equivalent to planting 1,256 trees.

Mr. Nikom Wairatpanij, Chairman of the Board of Directors, assigned Mrs. Bavornphan Rathprasert, Director and Secretary, suggested the Board of Directors, sub- Committee, Management attending the 2024 Annual General Meeting of Shareholders as follows;

Directors attending the meeting (Directors attending the meeting accounted for 93.33%)

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| 1. Mr. Nikom Wairatpanij | Chairman of the Board of Directors / Independent Director / Audit Committee member / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Sustainability Committee |
| 2. Mr. Chaisith Viriyamettakul | Chairman of Executives Committee / Director / Chairman of the Risk Management and Investment Committee / Nomination and Remuneration Committee member |
| 3. Mr. Sirote Swasdipanich | Chairman of the Audit Committee / Independent Director |
| 4. Mr. Chainarin Sairungsri | Independent Director / Audit Committee member / Corporate |

- | | |
|---------------------------------|---|
| 5. Mr. Prasert Sriuranpong | Independent Director / Audit Committee member |
| 6. Gen. Boonloet Chuntarapas | Independent Director |
| 7. Mr. Sitthi Panupattanapong | Director / Executive Committee member |
| 8. Mr. Chamnan Chanapai | Director |
| 9. Mr. Pitchaya Somburanasin | Director |
| 10. Mr. Pongpat Patanavanich | Director |
| 11. Mrs. Yada Putthkayon | Director / Executive Committee member / Corporate Governance and Sustainability Committee |
| 12. Ms. Rukkagee Kanjanapitak | Director |
| 13. Mr. Phijit Wiriyamettakul | Director / Managing Director / Executive Committee member / Risk Management and Investment Committee member |
| 14. Mrs. Bavornphan Rathprasert | Director and Secretary / Executive Committee member / Risk Management and Investment Committee member |

Director who did not attend the meeting.

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| 1. Mr. Pramuk Unachak | Director |
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Attending Managements

- | | |
|-------------------------------|--|
| 1. Lt.Gen. Prompong Peerabool | Vice Chairman of Executive Committee |
| 2. Mr. Chaisit Kupwiwat | Executive Committee member / Risk Management and Investment Committee member / Hospital Director |
| 3. Mr.Yongyut Domesuriya | Chief Financial Officer |
| 4. Mrs. Sasithorn Noragrai | Executive Committee member / Company Secretary |

Auditor

- | | |
|-----------------------------|---|
| 1. Ms. Roongnapha Saengchan | Auditor from Dhammarniti Auditing Co., Ltd. |
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Shareholders' right protection volunteer

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| 1. Ms. Sudsanguan Ngamsuriyaroch | Thai Investors Association |
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The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of the voting procedures as follows;

1. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.
2. Shareholders attending in person and proxy holders, according to Form A, Form B, and Form C, cannot split their voting rights on each agenda. Voting contrary to these criteria will be considered a spoiled vote and counted as an abstention.

3. For each agenda requiring approval, shareholders in the meeting room who have not yet voted can vote to approve, disagree, or abstain.

4. If shareholders disagree or abstain from voting on any agenda, please raise your hand for the staffs collect your voting slip for further recording.

5. The vote counting will count only the votes of shareholders who vote disagree or abstain from voting on each agenda item. The votes disagree and abstentions will be deducted from the total votes attending at the meeting, and the remaining votes will be considered as approve, as proposed.

6. For every agenda, if shareholders or proxies wish to express opinions or propose questions, please raise your hand.

In this meeting, the Company utilized a shareholder meeting management program, which is a barcode system, and recorded the meeting in video format.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that the Company has disclosed and invited shareholders propose the agendas and nominate candidates to be elected as directors through the Stock Exchange of Thailand's website and announced on the Company's website on November 3, 2023 to February 14, 2024. It appears that there were no shareholders proposing agenda items or nominating candidates as directors.

Mrs. Bavornphan Rathprasert, Director and Secretary, invited a volunteer from shareholders, who attended the meeting to act as a meeting inspector by overseeing the vote counting with the Company's staff.

Ms. Wawrach Klinjampa, a shareholder, volunteered to participate in the vote counting.

The Chairman conducted the meeting according to the following agenda;

Agenda 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the shareholders about the details of this agenda.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed the Meeting that the minutes of the 2023 Annual General Meeting of Shareholders consist of 22 pages, as received by the shareholders. If any shareholders would like revisions, please raise your hand and notify the staff.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, certified the minutes of the 2023 Annual General Meeting of Shareholders. With voting results as follows:

Approved	9,696,296,570	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 2 To consider and acknowledge the Company's operating results for the year 2023.

The Chairman assigned Mr. Phijit Wiriyametakul, Managing Director, to present the details to the meeting.

Mr. Phijit Wiriyametakul, Managing Director, reported the Company's performance for the year 2023 as follows

Company Group Structure

The Company and its subsidiaries

Private Hospital Business	%	No. of Bed	SSO
Vibhavadi Hospital	100.00%	258	No.
Lanna Hospital	82.57%	330	Yes.
Chiangmai Ram Hospital	46.54%	220	No.
Theppanya 1&2 Hospital	46.54%	170	Yes.
Hariphunchai Ram Hospital	71.59%	220	Yes.
Maesot Ram Hospital	37.13%	100	No.
Ramkhamhaeng Chiangmai Hospital*	45.19%	-	-

Remark *not yet services

Other Business	%
Beauty Design Center Co., Ltd.	46.25%
V Precision Co., Ltd.	70.00%
FERTIVA Co., Ltd.	70.00%
Medica Bangkok Clinic Co., Ltd.	34.88%

Associates

Private Hospital Business	%	No. of Bed	SSO
Vibharam Hospital	33.85%	1,060	Yes.
Bangpo General Hospital	28.57%	100	No.
Khelangnakorn - Ram Hospital	11.84%	103	No.
Chiangrai Ram Hospital	23.34%	59	No.

Other Business	%
Thippayabadin Co., Ltd.	36.50%

Hospital group of Vibha Ram

Private Hospital Business	Status	Location	%	No. of Bed	SSO
Vibharam - Pattanakarn Hospital	Head office	Bangkok	100.00%	150	Yes.
Vibharam - Laemchabang Hospital	Branch	Chonburi	100.00%	100	Yes.
Vibharam - Samutsakhon Hospital	Branch	Samut Sakhon	100.00%	100	Yes.
Sirinart Buengkum Hospital	Temporary close	Bangkok	100.00%	-	No.
Vibharam - Pakkred Hospital	Subsidiary	Nonthaburi	88.46%	100	Yes.
Vibharam (Amata Nakorn) Hospital	Subsidiary	Chonburi	75.11%	137	Yes.
Vibharam - Samutprakan Hospital	Subsidiary	Samut Prakan	99.27%	100	No.
Dr. Panya General Hospital	Subsidiary	Bangkok	50.00%	125	Yes.
Vibharamamata-Cancer Hospital*	Subsidiary	Chonburi	37.56%	10	No.
Synphaet Seriruk Hospital	Associates	Bangkok	16.39%	238	No.

Remark * Vibharam (Amata Nakorn) is holder.

For the location of the hospital and its affiliated hospitals, most are situated in Bangkok, its vicinity, and the eastern region. Meanwhile, the hospitals group of Chiang Mai Ram Medical Business Public Company Limited are located in Chiang Mai, Chiang Rai, Lamphun, Lampang, and Tak.

Performance in 2023

Vibhavadi Hospital provides comprehensive medical services with a total of 12 Excellence Centers. In 2023, Vibhavadi Hospital had 534,456 OPD patients and an IPD bed occupancy rate of 88 percent. Additionally, the Company also provides skin care and beauty services under the name V Design Clinic, hair transplants under the name V Design Hair, and V Precision Clinic, which offers anti-aging services.

In 2023, the Company expanded its operations by establishing Fertiva Co., Ltd. with a registered capital of 40 million baht to operate a fertility treatment center. It is scheduled to open for service in July 2024.

Vibhavadi Hospital, in collaboration with MSD (Thailand) Co., Ltd., the importer of vaccines, opened a vaccination clinic for the public under the name "Jab&Go By Vibhavadi Hospital" at BTS Phaya Thai Station. Two more locations are planned at BTS Phloen Chit Station and MRT Chatuchak Station. Additionally, the hospital opened a Doctor's Choice store, which sells products from the hospital, such as health care products, supplements, skin care products, etc.

Furthermore, Vibhavadi Hospital collaborated with Filtech Enterprise 1994 Public Company Limited to use the Femto Lasik machine for Lasik treatment in 2023, providing treatment with the Femto Lasik machine for 292 eyes.

As for the Vi Plaza building, located within the area of Vibhavadi Hospital, it has opened a fitness center under the name "HEART FITNESS" on the 3rd floor, offering a variety of services such as exercise equipment, children's exercise programs, yoga, dancing, and Pilates.

Cancer center operations, cancer centers have been opened at Vibharam Amata Nakorn Cancer Specialist Hospital and Vibharam Samut Prakan Hospital.

For current projects, the construction of Vibhavadi Hospital, Rama 2 branch, is underway and will be located on Rama 2 Road, Bang Nam Chuet Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province, with an investment budget of approximately 1,200 million baht and 59 beds. Additionally, the hospital group in the network, Vibharam Hospital-Laem Chabang, is currently constructing an additional building with an investment budget of 690 million baht, expected to be completed in the fourth quarter of 2024.

Performance – Financial in 2023

Revenues	2019	2022	2023
Revenues from medical treatment	6,450.68	8,540.17	8,100.29
Rental and service income	95.21	72.07	73.21
Dividend income	210.43	375.97	360.27
Other income	116.34	77.02	88.15
Total Revenues	6,872.66	9,065.22	8,621.91

Total revenue in 2023 decreased by 4.89 percent from 2022 because, in 2023, the number of COVID-19 patients decreased and there was no distribution of COVID-19 vaccines. However, when comparing the revenue in 2023 with 2019, before the COVID-19 outbreak, total revenue increased by 25.45 percent. The proportion of total revenue in 2023 was as follows: 92 percent from medical treatment, 4 percent from dividends, 2 percent from beauty and anti-aging, 1 percent from rent and services, and 1 percent from other sources.

Profitability Ratios	2019	2022	2023
Gross Profit	1,767.31	2,736.24	2,339.47
Gross Profit Margin	27.00%	31.77%	28.62%
Net Profit	992.80	1,615.24	1,074.51
Net Profit Margin	14.45%	17.82%	12.46%
EBITDA	1,813.73	2,786.57	2,224.19
EBITDA Margin	26.39%	30.74%	25.80%
Earnings per Share	0.0612	0.0987	0.0637

For gross profit and net profit in 2023, there was a decrease from 2022, which is consistent with the decreased revenue. However, when compared to 2019, gross profit and net profit increased in line with the increased revenue.

Total assets in 2023, the amount was 27,813.89 million baht, a decrease of 3,188.88 million baht from 2022. Due to the Company's investment in securities listed on the Stock Exchange of Thailand, whose prices declined, resulting in a reduction in total assets and shareholders' equity in 2023 as well.

For sustainability operations in 2023, Mr. Phijit Wiriyamettakul, Managing Director, assigned Mr. Awirut Niyomdech, Assistant Company Secretary, to present to the meeting for acknowledgment.

Mr. Awirut Niyomdech Assistant Company Secretary, reported to the meeting about the sustainability operations as follows:

1. Environmental Operations

1.1 Green & Clean Hospital Project

- The Company aims to be certified under the Green & Clean Hospital project by planning to increase green spaces and implement recycling waste separation.

1.2 Energy Management

- The Company utilizes 524,467 kWh of solar power, reducing greenhouse gas emissions by 255 tons of CO2 equivalent.

1.3 Waste Management

- The Company campaigns for waste separation before disposal. In 2023, the amount of recyclable waste was 53,787 kilograms, and the daily waste per inpatient decreased from 5.08 kilograms to 4.84 kilograms.

1.4 Greenhouse Gas Management

- The Company measured the greenhouse gas emissions across all three scopes, totaling 12,526 kilograms of CO2 equivalent.

2. Social Operations

2.1 Employee Engagement and Development

- The Company awarded 74 scholarships to employees' children.
- Training is provided to employees, with an average of 20.7 hours of training per person per year.
- The Company conducted an organizational engagement survey, which resulted in a score of 70%

2.2 Human Rights Operations

- The Company conducted a comprehensive human rights audit and implemented measures to compensate those affected by human rights issues. Additionally, a complaint channel was established for human rights violations, with no complaints reported in 2023.

2.3 Access to Medical Services

- The Company established a mobile clinic at the Ha Yaek Lat Phrao BTS station and set up health check-up booths for various communities.

2.4 Occupational Health, Safety, and Environment

- The Company provided health check-ups and flu vaccines (covering four strains) for employees and conducted air quality, lighting, and building inspections, all meeting standard criteria.

2.5 Community Engagement

- The Company organized various activities at the hospital, such as health seminars, training sessions, and blood donation drives, for patients and the interested public to participate in.

3. Governance and Economic Operations

3.1 The Company received an "Excellent" rating in the 2023 Corporate Governance Assessment for Thai Listed Companies by the Thai Institute of Directors Association (IOD).

3.2 The Company was certified as a member of the Thai Private Sector Collective Action Against Corruption, valid for three years (December 30, 2023 - December 30, 2026).

3.3 Quality of Medical and Health Services

- The Company procured efficient and modern medical equipment, such as the 3.0 Tesla MRI machine and the Femto Lasik machine.
- Inpatient rooms in Building 1, Wards 7 and 8, were renovated for greater patient comfort.
- Patient satisfaction was 95% for OPD services and 92% for IPD services.

The Chairman gave the Meeting an opportunity to raise additional questions.

Mr. Kitti Sanitwong Na Ayutthaya, a shareholder, asked how the Company benefited from investing in several other hospitals.

Mr. Chaisit Viriyamettakul, the Chairman of the Executive Committee, explained that for the hospital business, starting from construction until opening for service takes about 5 years. Therefore, the Company has chosen to invest by buying shares in companies that are already established in the hospital business. The Company selects investments in companies that have the potential to operate successfully and pay dividends continuously.

No shareholders raised any further questions. The Chairman proposed to the Meeting acknowledge the Company's operating results for the year 2023.

Resolution The meeting acknowledged the Company's operational performance for the year 2023 as it was proposed.

Agenda 3 To consider and approve financial statements for the year ended December 31, 2023.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed that the financial statement of Vibhavadi Medical Center Plc. has been audited by the auditor, approved by the Audit Committee, and the Board of Directors. The Company has sent the financial statement to the shareholders in advance, along with the invitation letter, for their acknowledgment and consideration. The details are as follows:

Item	Consolidate (Baht)	Separate (Baht)
Total Assets	27,813,885,226	15,166,091,010
Total Liabilities	11,595,222,534	5,982,170,847
Total equity	16,218,662,692	9,183,920,163
Total Revenues	8,621,910,841	3,496,291,485
Net profit	1,074,505,191	929,981,190
Net profit : owners of the parent	865,124,836	929,981,190
Earnings per share	0.0637	0.0685

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, to approve the financial statements ended December 31, 2023. With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 4 To consider and approve the dividend payment for the year 2023.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed the Meeting that the Company has the Dividend Payment policy to pay dividends at a rate of not less than 50 % of the net profit of the Company after the deduction other legal reserves as annually prescribed by relevant laws and the Company. However, the dividend payment shall be subject to consideration of other factors such as cash flow, liquidity, contractual conditions and limitations, as well as the investment plans of the Company and its affiliates, along with other future necessities and suitability.

Based on the Company's performance and financial statement for the 2023 fiscal year, the Company had a net profit of 1,074,505,191 Baht according to the consolidated financial statements and 929,981,190 Baht according to the separate financial statements. Therefore, the Company propose dividend payment from the operational performance for the 2023 fiscal year to the shareholders in the amount of 13,576,011,474 shares, at rate of 0.050 Baht per share, totaling dividend not exceeding of 678,800,573.70 Baht, representing 72.99% of the net profit according to the separate financial statements, with various factors taken into consideration. The details are as follows:

Details of Dividend Payment	2023 (Baht)	2022 (Baht)
1. Net Profit (Separate)	1,163,432,606.00	901,781,170.00
2. Dividend per share	0.055	0.050
3. Dividend	746,680,631.07	678,793,279.10
4. Dividend ratio	64.18	75.27
5. Par Value	0.10	0.10

In addition, the shares repurchased by the Company will not be entitled to dividends.

In addition, the Company has allocated net profits as a legal reserve not less than ten percent of the paid-up capital in the amount of 149,390,828 Baht.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved dividend payment to shareholders from the operating results for the year 2023 at the rate of Baht 0.050 per share as proposed. In this regard the Company has determined the Record Date on

May 8, 2024, which shareholders have the right to receive dividend and the dividend payment would be paid on May 27, 2024. With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 5 To consider and approve the election of directors to replace those who are retired by rotation.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

The Company published an invitation for shareholders to propose qualified candidates for election as directors on the Company's website and through SET's Setlink from November 3, 2023, to February 14, 2024. The Company received no nominations from any shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed to the Meeting that the 2024 Annual General Meeting of Shareholders had 5 directors who are retired by rotation as follows;

1. Mr. Chaisith Viriyamettakul Director // Nomination and Remuneration Committee Member
/ Chairman of Risk Management and Investment Committee
member / Chairman of the Executive Committee
2. Mr. Sirote Swasdipanich Director / Chairman of Audit Committee / Independent Director
3. Mr. Prasert Sriuranpong Director / Audit Committee / Independent Director
4. Gen. Boonloet Chuntarapas Director / Independent Director
5. Mr. Sitthi Panupattanapong Director / Executive Director

The Board of directors, excluding the participation of any director having interest therein, has considered the matter with the recommendation of the Nomination and Remuneration Committee which is in line with the nomination guideline set out by the Board of Directors. After considering carefully the profile of each director who is proposed to be elected as the Company's director, the Board of Directors was of view that the proposed directors and independent directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations. The Board of Directors agrees with the Nomination and Remuneration Committee to propose to the 2024 Annual General Meeting of Shareholders to consider the name of all persons to be elected as directors to replace those who retired by rotation at the 2023 Annual General Meeting of Shareholders by voting individually.

The Chairman gave the Meeting an opportunity to raise additional questions.

Ms. Sudsanguan Ngamsuriyaroach, a representative from the Thai Investors Association, asked whether the directors whose terms had expired should leave the meeting.

Mr. Awirut Niyomdech, Assistant Company Secretary, explained that directors whose terms have expired do not need to leave the meeting, as there is no legal requirement preventing them from remaining.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with majority vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the election of the directors to replace those who are retired by rotation, as follows:

1. Mr. Chaisith Viriyamettakul Director // Nomination and Remuneration Committee Member
/ Chairman of Risk Management and Investment Committee
member / Chairman of the Executive Committee

With voting results as follows:

Approved	9,520,536,929	votes	or	98.1254%
Disagreed	181,878,184	votes	or	1.8746%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

2. Mr. Sirote Swasdipanich Director / Chairman of Audit Committee / Independent Director

With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

3. Mr. Prasert Sriuranpong Director / Audit Committee / Independent Director

With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

4. Gen. Boonloet Chuntarapas Director / Independent Director

With voting results as follows:

Approved	9,702,119,413	votes	or	99.9970%
Disagreed	295,700	votes	or	0.0030%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

5. Mr. Sitthi Panupattanapong Director / Executive Director

With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 6 To consider and approve the Directors' and the Committee's remuneration and bonus 2024.

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of this agenda to the shareholders.

Mrs. Bavornphan Rathprasert, Director and Secretary, informed to the Meeting that the Nomination and Remuneration Committee has considered remuneration of directors and audit committee member based on the operating results, aligned with industry conditions in the vicinity, and taking into account their respective responsibilities. The details are as follows;

Item	2024 (THB)	2023 (THB)	+/(-)
1. Bonus	5,250,000.00	5,250,000.00	-
2. The Chairman of the Board of Directors	1,560,000.00	1,560,000.00	-
3. Meeting allowance (For the meeting 8 times Meeting allowance 25,000 Baht / person/ time)	3,000,000.00	3,000,000.00	-
4. Audit Committee	960,000.00	960,000.00	-
5. Other benefit	none	none	-
Total	10,770,000.00	10,770,000.00	-
% per total revenues (consolidate)	0.125%	0.119%	-

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the 2024 remuneration and bonus of Board of Directors and Subcommittee of the Company. With the details are as follow:

1. Directors' bonus in the amount of Baht 5,250,000.
2. Remuneration of the Chairman of the Board of Directors in the amount Baht 1,560,000.
3. Meeting allowance in the amount of Baht 3,000,000.
4. Remuneration of Audit Committee in the amount of Baht 960,000.

With voting results as follows;

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 7 To consider and approve the appointment of auditors and the auditing fees for the year 2024

The Chairman assigned Mr. Sirote Swasdipanich, Chairman of the Audit Committee, to inform the details of this agenda to the shareholders.

Mr. Sirote Swasdipanich, Chairman of the Audit Committee, informed to the Meeting that the Audit Committee has considered to elect auditor for the year 2024 from skill, knowledge abilities and work experience which is benefit to the Company and audit fee has reasonable. the Audit Committee has proposed to the Board of Directors to considered to propose to the Shareholders' meeting appoint Dhammarniti auditing Co., Ltd. as the auditor of the Company for the year 2024. The name, background, year of service as auditor as follows;

1. Mr. Peradate Phongsathainsak	Registration No.	4752
2. Mr. Thanawut Piboonsawat	Registration No.	6699
3. Miss Soraya Tintasuwan	Registration No.	8658
4. Mr. Suwat Maneekanoksakul	Registration No.	8134
5. Miss Potjanarat Siripipat	Registration No.	9012
6. Miss Roongnapha Saengchan	Registration No.	10142
7. Miss Techinee Pornpenpob	Registration No.	10769

Dhammarniti Auditing Co., Ltd. and the seven appointed auditors are approved by The Office of the Securities and Exchange Commission (SEC) and are not relationship and / or do not have any interest in the Company, Subsidiaries, Executives, Major shareholders or anyone related to the aforementioned persons and does not shareholders of the Company. Therefore, the independent is appropriate for the auditors to give opinions on the Company's financial statements. The appointed auditors from Dharmniti Auditing Co.,Ltd. are responsible for the Company, Subsidiaries and Affiliate companies of which the Company possess the shares.

Auditing fee for year 2024 in the amount of Baht 1,620,000 more than year 2023 in the amount of Baht 60,000, the details are as follows; Therefore, asking the Meeting to consider and approve the appointment of auditors for the year 2024 as proposed.

Audit fees (THB)	2024	2023	Change (+ / -)
1. Review of separate and consolidated financial statements (3 quarters)	690,000.00	660,000.00	30,000
2. Audit the separate and consolidated financial statements.	850,000.00	820,000.00	30,000
3. Audit of the consolidated financial statements of associate companies	80,000.00	80,000.00	-
Total	1,620,000.00	1,560,000.00	60,000

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman proposed that the meeting consider the matter for approval.

Resolution The meeting, with unanimous vote of the total votes of all shareholders attending the meeting and having the right to vote, approved the appointment of Dharmniti Auditing Co., Ltd. to be the Company's auditors by;

1. Mr. Peradate Phongsathainsak	Registration No.	4752
2. Mr. Thanawut Piboonsawat	Registration No.	6699
3. Miss Soraya Tintasuwan	Registration No.	8658
4. Mr. Suwat Maneekanoksakul	Registration No.	8134
5. Miss Potjanarat Siripipat	Registration No.	9012
6. Miss Roongnapha Saengchan	Registration No.	10142
7. Miss Techinee Pornpenpob	Registration No.	10769

Any one of audit and certify on the Company's financial statements for the year 2024, and auditing fee in the amount of Baht 1,620,000. With voting results as follows:

Approved	9,702,415,113	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%

Agenda 8 Other (If any)

The Chairman asked if any shareholders would like to propose any other matters. When no shareholders proposed any other matters, the Chairman provided the shareholders with an opportunity to ask questions or express their opinions.

Mr. Amnuay Limsakul, a proxy, asked if there was a possibility that the Company and Ramkhamhaeng Hospital Public Company Limited would merge to conduct business together, and what the Company's opinion was on Bangkok Hospital and Samitivej Hospital.

Mr. Chaisit Viriyamettakul, Executive Chairman, explained that the Company had explored a merger with a financial advisor, but due to tax issues, it could not proceed. Regarding a merger with Bangkok Hospital, he stated that such a merger could not happen because it would create a monopoly in the market.

Mr. Kitti Sanitwong Na Ayutthaya, a shareholder, asked what the company thought if a capital group from the Middle East invested in the hospital's shares.

Mr. Chaisit Viriyamettakul, Chairman of the Executive Committee, explained that the Company aims to expand its foreign customer base, which is expected to take about two years to prepare personnel and facilities. Additionally, the Company plans to open a fertility treatment center in the third quarter of 2024 and a cancer center at Vibhavadi Hospital, Rama 2 branch. However, if an investor wishes to purchase a large number of VIBHA shares, the Company may not be able to accommodate this due to insufficient shares available for sale.

Mr. Amnuay Limsakul, a proxy, asked two questions: 1. What are the Company's plans to increase revenue in the short and long term? 2. What are the Company's plans for genomic medicine?

Mr. Phijit Wiriyamettakul, Managing Director, responded to the first question regarding mid-term revenue growth. He noted that the Company has expanded its products and services, such as hair transplantation, which is expected to grow by 30-40 percent. Additionally, the opening of a fertility treatment clinic, set to begin operations in the third quarter, is expected to boost the Company's mid-term revenue. Regarding the long term, under the Company's hospital expansion plan, it is anticipated that once the new hospital is completed, it will take approximately 4-5 years to reach full patient capacity, depending on the hospital's location.

For the second question, V Precision Co., Ltd., a subsidiary, has been operating an anti-aging clinic under the name V Precision Clinic for over 4 years, providing services in anti-aging medicine with modern technology.

Ms. Sudsanguan Ngamsuriyaroch, a representative from the Thai Investors Association, asked that since many hospitals are currently adopting digital technology extensively in their management, how is the Company managing this, and what measures does the Company have in place to prevent cyber-attacks?

Mr. Phijit Wiriyamettakul, Managing Director, explained that regarding cyber-attack prevention, the Company is in the process of dividing the server into 3 parts to prevent data theft. The first part is real-time data backup, the second part is off-site data backup to prevent data loss in case of disasters affecting the hospital

building or fire, and the third part is offline data backup, which involves employees manually inputting data. The Company has invested over 10 million baht in this effort. As for Digital Transformation, it is currently in progress.

Mr. Kitti Sanitwong Na Ayutthaya, a shareholder, inquired whether the Company has any plans to issue debentures.

Mr. Chaisit Viriyamettakul, Chairman of the Executive Committee, explained that the Company has no plans to issue debentures because it has a good credit rating for borrowing from financial institutions, and the interest rates on debentures are higher than those offered by financial institutions.

When there were no further questions from the shareholders, the chairman thanked the shareholders for attending the meeting and for their questions, which provided the Company with the opportunity to explain and receive various suggestions.

The Meeting adjourned at 2.40 p.m.



(Mr. Nikom Wairatpanij)

Chairman of the Board Director



(Mrs. Bavornphan Rathprasert)

Director and Secretary

56-1 One Report 2024 in a QR Code.

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as the Securities Registrar, has developed such system for listed companies on the Stock Exchange of Thailand to submit documents regarding shareholders' meetings and One Report in electronic format via QR CODE, in order to enable the shareholders to conveniently and rapidly retrieve and review such information. The Shareholders can download such information via QR CODE as below;



For iOS and Android

1. Open Camera app on the mobile device.
2. Scan (turn the camera to) QR Code.
3. the notification at the top of the screen to view the information regarding the meeting.

Remark: If the notification is not displayed on the mobile device, shareholder may scan QR Code from another Application, e.g., QR CODE READER, or LINE, etc.

Profile of persons to be elected as Directors to replace the Directors who retired by rotation

Profile of nominated persons

1. Mr. **Chainarin Sairungsri** Age 54 years

Position :

- Audit Committee member / Independent Director / Risk Management and Investment Committee member / Corporate Governance and Sustainability Committee member

Education :

- Master of Business Administration, Chulalongkorn University

Training record with the Thailand Institute of Directors :

- Director Accreditation Program (DAP), class 198/2022

Work experience in the past 5 years :

- 2019 – Present Audit Committee member / Independent Director / Risk Management and Investment Committee member / Corporate Governance and Sustainability Committee member, Vibhavadi Medical Center Plc.
- 2013 – Present Managing Director, Advisory one Co., Ltd.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand : None
- Non - Listed Company :
 - Managing Director, Advisory one Co., Ltd.
- Business of a similar nature competing with the Company : None

Number of years as Director : 5 Years (2019 – Present)

Shareholding proportion in the Company as of 21 January 2025 : None

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Attachment 3

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2024 :

- The Board of Directors Meeting 6/6 times
- The Risk Management and Investment Committee Meeting 2/2 times
- The Governance and Sustainability Committee Meeting 1/1 times

Conflict of Interest in this AGM :

Agenda 5 : To consider and approve the election of directors to replace those who are retired by rotation.

2. Mr. Pramuk Unachak	Age	49	years
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Position :

- Director

Education :

- Doctor of Medicine, Mahidol University
- Diploma of the Thai Board of Surgery, Mahidol University

Training record with the Thailand Institute of Directors : None

Work experience in the past 5 years :

- 2019 – Present Director, Vibhavadi Medical Center Plc
- 2008 – Present Executive Committee Advisor, Chiang Mai Ram Medical Business Plc
- 2008 – Present Executive Committee member, Theppanya Business Co., Ltd.
- 2008 – Present Executive Committee member, Chiangmai Ram Hospital Co., Ltd
- 2008 – Present Surgeon, Chiangmai Ram Hospital.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - Executive Committee Advisor, Chiang Mai Ram Medical Business Plc.
- Non - Listed Company :
 - Executive Committee member, Theppanya Business Co., Ltd
 - Executive Committee member, Chiangmai Ram Hospital Co., Ltd.
- Business of a similar nature competing with the Company :
 - Theppanya Business Co., Ltd.
 - Chiangmai Ram Hospital Co., Ltd

Number of years as Director : 5 Years (2019 – Present)

Shareholding proportion in the Company as of 21 January 2025 : 0.74%

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2024 :

- The Board of Directors Meeting 6/6 times

Conflict of Interest in this AGM :

Agenda 5 : To consider and approve the election of directors to replace those who are retired by rotation.

3. Mr. Pongpat Patanavanich Age 73 years

Position :

- Director

Education :

- Master of Business Administration, Thammasat University
- Doctor of Medicine, Mahidol University

Training record with the Thailand Institute of Directors :

- Director Certification Program (DCP) Class 42/2004

Work experience in the past 5 years :

- 2012 – Present Advisor, The Private Hospital Association
- 2012 – Present Director, Vibhavadi Medical Center Plc.
- 2004 – Present Director / Executive Committee Member / Managing Director, Chao Phya Plc
- 1995 - Present Vice Chairman of the Board of Directors / Chairman of the Executive Committee / Managing Director, Mahachai Hospital Plc.
- Present Director, Thai Medical Group 88 Co., Ltd.
- Present Director, TPP Healthcare International Co., Ltd.
- Present Director, Mahachai Medical Group Co., Ltd.
- Present Director, Petchasem Vechakit Co., Ltd.
- Present Director, Maeklong Vechakit Co.,Ltd.
- Present Director, Petchburi Vechakit Co., Ltd.
- Present Director, Thai Value Care Co.,Ltd.
- Present Director, Wealthy Health Care Co., Ltd.
- Present Director, Promphaet Ratchaburi Co.,Ltd.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - Vice Chairman of the Board of Directors / Chairman of the Executive Committee / Managing Director, Mahachai Hospital Plc.
- Non - Listed Company :
 - Director / Executive Committee Member / Managing Director, Chao Phya Plc.
 - Director, Thai Medical Group 88 Co., Ltd.
 - Director, TPP Healthcare International Co., Ltd.
 - Director, Mahachai Medical Group Co., Ltd.
 - Director, Petchasem Vechakit Co., Ltd.
 - Director, Maeklong Vechakit Co.,Ltd.

- Director, Petchburi Vechakit Co., Ltd.
- Director, Thai Value Care Co.,Ltd.
- Director, Wealthy Health Care Co., Ltd.
- Director, Promphaet Ratchaburi Co.,Ltd.
- Business of a similar nature competing with the Company :
 - Chao Phya Plc
 - Mahachai Hospital Plc.
 - TPP Healthcare International Co., Ltd.

Number of years as Director : 12 Years (2012 – Present)

Shareholding proportion in the Company as of 21 January 2025 : None

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2024 :

- The Board of Directors Meeting 5/6 times

Conflict of Interest in this AGM :

Agenda 5 : To consider and approve the election of directors to replace those who are retired by rotation.

4. Mr. Pitchaya Somburanasin Age 52 years

Position :

- Director

Education :

- Doctor of Medicine, Chiang Mai University

Training record with the Thailand Institute of Directors : None

Work experience in the past 5 years :

- 2022 – Present Director, Vibhavadi Medical Center Plc.
Director, Chaiyaphum Ram Hospital Co., Ltd.
- 2021 – Present Director / Executive Committee member, Synphaet Seriruk Co., Ltd..
- 2021 – Present Director, Muangloei Ram Hospital Co., Ltd.
- 2021 - Present Director, Piya Siri Co., Ltd.
- 2021 - 2023 Director / Executive Committee member, Vibharam Hospital Co., Ltd.
- 2021 - Present Director / Executive Committee member / Risk Management and Investment
Committee member / Chief Operating Officer, Ramkhamhaeng Hospital Plc.
- 2021 - Present Director, Ramnakara Co., Ltd.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - Director / Executive Committee member / Risk Management and Investment Committee member / Chief Operating Officer, Ramkhamhaeng Hospital Plc.
- Non - Listed Company :
 - Director / Executive Committee member, Synphaet Seriruk Co., Ltd.
 - Director, Muangloei Ram Hospital Co., Ltd.
 - Director, Piya Siri Co., Ltd.
 - Director, Ramnakara Co., Ltd.
 - Director, Chaiyaphum Ram Hospital Co., Ltd.
- Business of a similar nature competing with the Company :
 - Chaiyaphum Ram Hospital Co., Ltd.
 - Synphaet Seriruk Co., Ltd.
 - Muangloei Ram Hospital Co., Ltd.
 - Vibharam Hospital Co., Ltd.
 - Ramkhamhaeng Hospital Plc.

Number of years as Director : 2 Years (2022 – Present)

Shareholding proportion in the Company as of 21 January 2025 : None

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2024 :

- The Board of Directors Meeting 6/6 times

Conflict of Interest in this AGM :

Agenda 5 : To consider and approve the election of directors to replace those who are retired by rotation.

5. Mrs. Yada Puthkayon Age 56 years

Position :

- Director / Executive Committee Member / Corporate Governance member

Education :

- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Diploma in Marketing, New York University

Training record with the Thailand Institute of Directors :

- Hot Issue for Directors: Climate Governance, class 4/2023

Work experience in the past 5 years :

- 2023 – Present Director, Fertiva Co., Ltd
- 2022 – Present Director, Vibhavadi Medical Center Plc.
- 2020 – Present Director, V Precision Co., Ltd.
- 2014 - Present Director, Beauty Design Center Co., Ltd.
- 2009 - 2022 Director, Princeton Park Suites Co., Ltd.
- 2009 - Present Executive Director, Vibhavadi Medical Center Plc.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - None
- Non - Listed Company :
 - Director, Fertiva Co., Ltd.
 - Director, V Precision Co., Ltd.
 - Director, Beauty Design Center Co., Ltd.
- Business of a similar nature competing with the Company : None

Number of years as Director : 3 Years (2022 – Present)

Shareholding proportion in the Company as of 21 January 2025 : 0.30%

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No

3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2024 :

- The Board of Directors Meeting 6/6 times
- The Executive Committee Meeting 12/12 times
- The Governance and Sustainability Committee Meeting 1/1 times

Conflict of Interest in this AGM :

Agenda 5 : To consider and approve the election of directors to replace those who are retired by rotation.

Definition of Independent Director

The Board of Directors of the Company has approved the specification of independent director qualifications in accordance with the Notification of the Capital Market Supervisory Board as follows:

1. Holding shares not exceeding 1 percent of all voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-tier subsidiary, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of applying for permission with the SEC Office, provided that these prohibited characteristics exclude such case where an independent director was a government officer or advisor of any government agency which is a major shareholder or controlling person of the Company.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring, of another director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary;

4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in such manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of appointment.

The term 'business relationship' under the first paragraph shall include any normal business transaction for rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht Twenty Million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board on Rules on the Connected Transactions, as applicable. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit

firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of appointment.

6. Neither being nor used to be a provider of any professional services, including those services as legal advisor or financial advisor who receives service fees exceeding Baht Two Million per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless such characteristics have ceased for at least two years prior to the date of appointment.

7. Not being a director appointed as nominee of a director of the Company, major shareholder or shareholder who is related to a major shareholder.

8. Not undertaking any business in the same nature as and in competition with the business of the Company or its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of all voting shares of other company which undertakes business in the same nature as and in competition with the business of the Company or its subsidiary.

9. No other character that causes the inability to give opinion to operation of the Company independently.

Profiles and Experience of Auditors for the year 2024

Profiles and Experience of Auditor

1. Mr. Peradate Phongsathainsak

Auditor Registration No. : 4752

Auditor Registration Date : year 1996

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Auditor Partner

Education : - Bachelor of Business Administration, Accounting,
Ramkhamhaeng University.
- Mini MBA, Thammasat University.

Work experience : more than 30 years

Years of service as auditor for VIBHA : 5 years

Position in other entities which may
cause conflicts of interest : - None -

2. Mr. Thanawut Piboonsawat

Auditor Registration No. : 6699

Auditor Registration Date : year 2002

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Auditor Partner

Education : - Bachelor of Business Administration (BBA) in Accounting,
Ramkhamhaeng University.
- Graduate Diploma in Auditing, Chulalongkorn University.

Work experience : more than 30 years

Years of service as auditor for VIBHA : 5 years

Position in other entities which may
cause conflicts of interest : - None -

3. Miss Soraya Tintasuwan

Auditor Registration No. : 8658
 Auditor Registration Date : year 2007
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Auditor
 Education : - Master of Accounting (MACC), Chulalongkorn University.
 - Bachelor of Business Administration (BBA) in Accounting,
 Rajamangala University of Technology Thanyaburi
 Work experience : more than 20 years
 Years of service as auditor for VIBHA ; 4 years
 Position in other entities which may
 cause conflicts of interest : - None -

4. Mr. Suwat Maneekanoksakul

Auditor Registration No. : 8134
 Auditor Registration Date : year 2006
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Auditor Partner
 Education : - Master of Accounting (MACC), Thammasat University.
 - Bachelor of Accounting (BACC), Kasetsart University
 Work experience : more than 25 years
 Years of service as auditor for VIBHA : 5 years
 Position in other entities which may
 cause conflicts of interest : - None -

5. Miss Potjanarat Siripipat

Auditor Registration No. : 9012
 Auditor Registration Date : year 2007
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Senior Manager
 Education : - Bachelor of Business Administration (BBA) in Accounting,
 Burapha University

Work experience : more than 20 years
 Years of service as auditor for VIBHA : 4 years
 Position in other entities which may
 cause conflicts of interest : - None -

6. Miss Roongnapha Saengchan

Auditor Registration No. : 10142
 Auditor Registration Date : year 2009
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Senior Audit Manager
 Education :
 - Master of Financial (MSC), Thammasat University.
 - Bachelor of Accounting (BACC), Thammasat University.
 Work experience : more than 20 years
 Years of service as auditor for VIBHA : 4 years
 Position in other entities which may
 cause conflicts of interest : - None -

7. Miss Techinee Pornpenpob

Auditor Registration No. : 10769
 Auditor Registration Date : year 2011
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Senior Audit Manager
 Education :
 - Bachelor of Accounting (BACC), Naresuan University.
 Work experience : more than 15 years
 Years of service as auditor for VIBHA : 4 years
 Position in other entities which may
 cause conflicts of interest : - None -

The Company's Articles of Association concerning Shareholders Meeting
Chapter 4 The Shareholders' Meeting

Article 32. The Board of Directors shall hold an annual general meeting within four months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting"

The Board of Directors may summon an extraordinary shareholders' meeting at any time as they may think fit; or any shareholder or shareholders holding an aggregate of at least one tenth of the total shares sold may at any time subscribe their names requesting in writing that an extraordinary shareholder's meeting shall be held, by clearly stating the reason for convening such meeting in the written request. In this case, the Board of Directors shall hold a shareholder's meeting within forty-five days after receipt of such written request from the shareholder(s).

In the event the Board of Directors fails to convene the shareholder's meeting within the period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph three. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event, at the shareholders' meeting called by the shareholders under paragraph four, the number of the shareholders present in the meeting does not constitute quorum as prescribed in this Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

Article 33. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be

given to each shareholder and the Share Registrar at least seven days prior to the meeting and shall also be published in a daily newspaper for three days consecutively and at least three days in advance of the meeting. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.

The place of the meeting is under the authority of the Board of Directors prescribed. In the event any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

Article 34. At a shareholders' meeting, whether a physical meeting or a meeting via electronic means, there shall be not less than twenty-five shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted.

The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Share Registrar.

At any shareholders' meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 35. Except the Public Limited Companies Act In any case, in particular, the resolution of the shareholders' meeting shall consist of votes the following :

- (1) In a general case, resolutions shall be passed by a simple majority vote cast by the shareholders who attend the meeting and cast their votes. In the event of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following cases, resolutions shall be passed by not less than three-fourths of the total votes of the shareholders who attend the meeting and cast their votes:
 - (a) The sale or transfer of the entire or substantial parts of the Company's business to the shareholders;

- (b) The purchase or acquisition of business of another company or private company by the Company;
- (c) The execution, amendment, termination of contracts with respect to lease of the entire or substantial parts of the Company's business, assignment of the management of the Company's business to any person or merger of its business with another person for profit and loss sharing;
- (d) In the event the Company or its subsidiaries entire the connected transactions or the acquisition of disposal of assets transactions of the Company or its subsidiaries according to the definition of connected transactions of listed company as the case may be. The company shall also comply with the rules and procedures as specified in the said announcement.

Article 36. The business to be transacted at an Annual General Meeting of Shareholders shall be as follows:

- (1) To consider the Board of Director's report on the past operational results;
- (2) To consider and approve the Company's balance sheet;
- (3) To consider the appropriation of the profit;
- (4) To consider the election of director in replacement to those who are due to retire by rotation;
- (5) To approve the appointment of the Company's auditor;
- (6) Other matters.

Registration and proxy guideline for attention AGM 2025
Vibhavadi Medical Center Public Company Limited

The policy of the Board of the Stock Exchange of Thailand, dated 19 February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders.

✦ In case the shareholders attend the meeting in person

1. Ordinary Person - Personal I.D. or Identification Card of Government officer or Passport of the shareholder (in case of a foreigner) for register, including the evidence of name or last name's change (if any).

✦ In case the proxy

1. In case of the shareholder is an ordinary person who are Thai and Foreign

Documents and Evidences Requirement

- 1.1 One of Proxy Form as attached to the invitation letter to shareholders' meeting (Form A. Form B. or Form C.), completely filled in and signed by shareholder and proxy, affixed with the stamp duty 20 Baht.
- 1.2 Certified true copy of personal I.D. or Certified true copy Passport of the shareholder.

2. In case of the shareholder is a juristic person

Documents and Evidences Requirement

- 2.1 One of Proxy Form as attached to the invitation letter to shareholders' meeting (Form A. Form B. or Form C.), completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Copy of shareholder's Affidavit (not over 1 year) and certify by the authorized director(s) who is sign in Proxy Form.
- 2.3 Copy of the authorized director(s) and certify by the authorized director who is sign in Proxy Form.
- 2.4 Copy of personal I.D. of the proxy.

3. In case of Foreign Shareholder appointing a Custodian in Thailand

Documents and Evidences Requirement

- 3.1 All evidences similar to those of the Juristic Person as specified in items 1 or 2.

- 3.2 The Company Affidavit or Certificate of Incorporation of such juristic person issued by the governmental authority of the country where such juristic person is located and certified by the notary public or the governmental authority issued no more than 1 year prior to the date of this Meeting. Such Company Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office, and the name(s) of the authorized person(s) to sign on behalf of the juristic person, any restrictions or conditions of the authorized person(s); and
- 3.3 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
- 3.3.1 Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
- 3.3.2 Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business.
4. For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian in as his/her Proxy in item 3)

Please provide the documents in accordance with the above items no. 1 or 2 as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder or the authorized director(s) of the Shareholder shall be required.

Attached to the invitation letter to shareholders' meeting are three Proxy Forms by Department of Business

Development, Ministry of Commerce, as follows:

- **Form A.** general proxy form.
- **Form B.** Specific proxy form.
- **Form C.** proxy form for foreign shareholder appointing the custodian in Thailand.

Shareholder who is not able to attend the meeting may appoint a person as your Proxy, as follows:

1. Shareholders other than foreign shareholders appointing Custodian in Thailand as their proxy shall complete either Proxy Form A. or Form B. or Form C. Foreign shareholders appointing Custodian in Thailand as their proxy may choose to use Proxy Form C. In any case, each Shareholder shall complete only one of the above Proxy Forms.

2. Authorize a person to attend and vote at the Meeting on your behalf by specifying the name with details of a person or an Independent Director of the Company (as attached) to be your proxy and sign the form as the Grantor.
3. Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality.

The registrations for attending the meeting will be opened at 12.30 hours on Monday, April 28, 2025 at the conference room, 9th Floor, Building 4, Vibhavadi Hospital, 51/3 Ngamwongwan Road, Ladyao, Jatujak, Bangkok 10900, as the meeting place map (Attachment 9) in the invitation letter to shareholders' meeting.

Remark :

1. In case of proxy to independent director, please submit proxy form and documents requirement to company secretary department within on Monday, April 23,2025.

2. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed

3. Affix the 20 Baht stamp duty and specify the date on the proxy form.

4. In case of juristic person, if the authorized director(s) in Power of Attorney or Proxy Form are not the authorized director(s) as Business Registration Certificate. The attendee must show evidence of a Power of Attorney all along the line stating that the person attending the meeting has the right to attend the meeting and vote on behalf of a juristic person

อากรแสตมป์ 20 บาท
Duty Stamp 20 ฿

หนังสือมอบฉันทะ(แบบ ก)

PROXY Form A.

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date.....Month.....Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้ (Hereby appoint)

(1) นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พาณิชย์ อายุ 76 ปี

1. Mr. Sirote Swasdiapanich Age 76 years

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช อายุ 77 ปี

2. Mr. Nikom Wairatpanij Age 77 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

อากรแสตมป์ 20 บาท
Duty Stamp 20 ฿

หนังสือมอบฉันทะ แบบ ข.

PROXY Form B.

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date.....Month.....Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้ (Hereby appoint)

นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พานิชย์ อายุ 76 ปี

1. Mr. Sirote Swasdipanich Age 76 years*

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช อายุ 77 ปี

2. Mr. Nikom Wairatpanij Age 77 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

3. นายชัยนรินทร์ สายรังษี อายุ 54 ปี*

3. Mr. Chainarin Sairungsri Age 54 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 488/19 ซอยสุขุมวิท 55 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Residing at 488/19 Soi Sukhumvit 55 Sukhumvit Road, Klongtanneur, Wattana, Bangkok

Residing at 422/3 Rajavithi Road, Rajthevee, Bangkok

 4. นายประเสริฐ ศรีอุฬารพงศ์ อายุ 60 ปี

4. Mr. Prasert Sriuranpong Age 60

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 114 ซอยสุนทรพิมล แขวงรองเมือง เขตปทุมวัน กรุงเทพมหานคร

Residing at 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 28 เมษายน 2568 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน ลาดยาว จตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2025 Annual General Meeting of Shareholders to be held on 28 April 2025 at 13.00 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Ladyao, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote as follows for each agenda item:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567**Agenda Item 1:** To consider and certify the Minute of the 2024 Annual General Meeting of Shareholders. (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)**ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567****Agenda Item 2:** To acknowledge the report of the Company's operational performance for the year 2024. (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567**Agenda Item 3:** To consider and approve the financial statements ended December 31, 2024.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2567**Agenda Item 4:** To consider and approve dividend payment to shareholders from the operating results for the year 2024.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งออกจากตำแหน่งตามวาระ**Agenda Item 5:** To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- แต่งตั้งกรรมการทั้งหมด (Election of all nominees as a whole)
 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

- แต่งตั้งกรรมการเป็นรายบุคคล (Election of each nominee individually)

ชื่อกรรมการ นายชัยนรินทร์ สายรังษี

Director Name: Mr. Chainarin Sairungsri

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายประมุข อุณจักร

Director Name: Mr. Pramuk Unachak

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพงษ์พัฒน์ ปธานวนิช

Director Name: Mr. Pongpat Patanavanich

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพิชญ์ สมบูรณ์สิน

Director Name: Mr. Pitchaya Somburanasin

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นางยุดา พัทธคายอน

Director Name: Mrs. Yada Putthkayon

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 6 พิจารณานุมัติค่าตอบแทน และโบนัสกรรมการบริษัท และคณะกรรมการชด้อยประจำปี 2568

Agenda Item 6: To consider and approve the 2025 remuneration and bonus of Board of Directors and Subcommittee of the Company.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชีประจำปี 2568

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 8: Other matters. (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination 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 addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

The Proxy of the shareholder of Vibhavadi Medical Center Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน) ในวันที่ 28 เมษายน 2568 เวลา 13.30 น. ณ ห้องประชุมชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the 2025 Annual General Meeting of Shareholders of Vibhavadi Medical Center Public Company Limited. Meeting to be held on 28 April 2025 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Chautchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ.....ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

อากรแสตมป์ 20 บาท
Duty Stamp 20 ฿

หนังสือมอบฉันทะ แบบ ค.

PROXY Form C.

(ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For Foreign Shareholder appointing the Custodian in Thailand)

เขียนที่/Written at.....

วันที่/Date.....เดือน/Month.....พ.ศ./Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้ (Hereby appoint)

(1) นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พานิชย์ อายุ 76 ปี

1. Mr.Sirote Swasdipanich Age 76 years

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช อายุ 77 ปี

2. Mr. Nikom Wairatpanij Age 77 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

3. นายชัยนรินทร์ สายรังษี อายุ 54 ปี*

3. Mr. Chainarin Sairungsri Age 54 years*

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 488/19 ซอยสุขุมวิท 55 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Residing at 488/19 Soi Sukhumvit 55 Sukhumvit Road, Klongtanneur, Wattana, Bangkok

 4. นายประเสริฐ ศรีอุฬารพงศ์ อายุ 60 ปี

4. Mr. Prasert Sriuranpong Age 60 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 114 ซอยสุนทรพิมล แขวงรองเมือง เขตปทุมวัน กรุงเทพมหานคร

Residing at 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 28 เมษายน 2568 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคาร 4 โรงพยาบาลวชิรพยาบาล เลขที่ 51/3 ถนนงามวงศ์วาน ลาดยาว จตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2025 Annual General Meeting of Shareholders to be held on 28 April 2025 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Ladyao, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote as follows for each agenda item:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567**Agenda Item 1:** To consider and certify the Minute of the 2024 Annual General Meeting of Shareholders. (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)**ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567****Agenda Item 2:** To acknowledge the report of the Company's operational performance for the year 2024. (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567**Agenda Item 3:** To consider and approve the financial statements ended December 31, 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2567**Agenda Item 4:** To consider and approve dividend payment to shareholders from the operating results for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งออกจากตำแหน่งตามวาระ**Agenda Item 5:** To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- แต่งตั้งกรรมการทั้งหมด (Election of all nominees as a whole)
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

- แต่งตั้งกรรมการเป็นรายบุคคล (Election of each nominee individually)

ชื่อกรรมการ นายชัยนรินทร์ สายรังษี

Director Name: Mr. Chainarin Sairungsri

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายประมุข อุณจักร

Director Name: Mr. Pramuk Unachak

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพงษ์พัฒน์ ปธานวนิช

Director Name: Mr. Pongpat Patanavanich

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพิชฌุ สมบูรณ์สิน

Director Name: Mr. Pitchaya Somburanasin

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นางญาดา พัทธคายอน

Director Name: Mrs. Yada Putthkayon

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 6 พิจารณานุมัติค่าตอบแทน และโบนัสกรรมการบริษัท และคณะกรรมการชด้อยประจำปี 2568
Agenda Item 6: To consider and approve the 2025 remuneration and bonus of Board of Directors and Subcommittee of the Company.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชีประจำปี 2568
Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 8: Other matters. (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination 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 addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

The Proxy of the shareholder of Vibhavadi Medical Center Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน) ในวันที่ 28 เมษายน 2568 เวลา 13.30 น. ณ ห้องประชุมชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ ที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the 2025 Annual General Meeting of Shareholders of Vibhavadi Medical Center Public Company Limited. Meeting to be held on 28 April 2025 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Chautchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ.....ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

Names and profiles of independent directors in
the case the shareholders wish to appoint them as the proxy to attend the meeting



1. Mr. Sirote Swasdipanich Age 76

Position Chairman of the Audit Committee / Independent Director

Address 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2025)



2. Mr. Nikom Wairatpanij Age 77

Position Audit Committee / Independent Director

Address 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2025)



3. Mr. Chainarin Sairungsri Age 54

Position Audit Committee / Independent Director

Address 488/19 Soi Sukhumvit 55, Sukhumvit Road, Klongtanneur, Wattana, Bangkok

(The Board has special interest on Agenda 5 Re: To consider and approve the election of directors to replace those who are retired by rotation, Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2025)



4. Mr. Prasert Sriuranpong Age 60

Position Audit Committee / Independent Director

Address 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2025)

In case of proxy to Independent Director, please send Proxy Form together with Copy of Identification card of Proxy Grantor or Company Affidavit, which certified the correct of which to the Company within April 23, 2025 to following address:

Company Office Department – Company Secretary
Vibhavadi Medical Center Public Company Limited
51/3 Ngamwongwan Rd., Latyao, Jatujak, Bangkok 10900
or E-mail: cs@vibhavadi.com



Vibhavadi Medical Center Public Company Limited

Vibhavadi Hospital

51/3 Ngamwongwan Rd., Latyao, Jatujak

Bangkok 10900

Telephone : 0-2941-2800, 0-2561-1111

Fax : 0-2561-1462, 0-2561-1466



Public Transportation

Bus no. 24, 52, 104

Air-conditioned bus no. 29, 63, 69, 104, 134, 206, 510, 522

Red Line SRTET, Bang Khen Station.