

**Vibhavadi medical Center Public Company Limited (VIBHA)**  
**Criteria for Shareholders to Purpose Agenda and Nominate Candidates**  
**to be Elected as Directors for the 2023**

**Objective**

Vibhavadi Medical Center Public Company Limited realizes the importance of shareholders and the practice of good corporate governance. The Company therefore gives the opportunity for shareholders to participate in proposing an issue which is deemed important and appropriate for incorporation as an agenda in the Company's annual general meeting (AGM), and to be able to propose a candidate with appropriate knowledge, abilities and qualifications to be considered for the position of the Company's director. The issue should be proposed in advance before the AGM is held so that the Board of Directors will have sufficient time to consider and prepare to incorporate such proposed issue as an agenda in the AGM.

**Criteria and Guidelines in Proposing AGM Agenda**

**1. Qualification of Shareholder**

Shareholders wishing to propose an AGM agenda must be the Company's shareholders as one shareholder or a group of shareholders with shares held collectively not less than 5% of the Company's voting rights.

**2. Conditions in Proposing Annual General Meeting Agenda**

2.1 Shareholders must propose an AGM agenda in writing signed by shareholders, using the form available on the Company's website. In case that the issue is proposed by a group of shareholders, every shareholder must fill out and sign a form and collectively send the forms as one set.

2.2 Shareholders proposing an AGM agenda must specify their name, last name, address, contact telephone number, number of shares held as the proposed date, and complete all other required details.

**3. Agendas Qualified to be proposed**

**Part 1 General Agenda**

Specify name of agenda, together with details and reasons.

**Part 2 Agenda proposing a candidate to be elected as Directors**

1. Specify details of the candidate as required in the form.

2. The candidate must possess all qualifications and does not possess any forbidding

Qualifications as per rules and regulations stipulated by :

- Securities and Exchange Commission, Thailand
- The Stock Exchange of Thailand
- Public Company Act B.E. 2535
- The Securities and Exchange Act No. 4 B.E. 2551
- The Company's Articles of Association

#### **4. Submission of AGM Agenda Proposal form and Related Documents**

4.1 Shareholders must send original AGM proposal form with shareholders' signatures, together with the following documents :

4.1.1 Evidence of shareholding by every shareholders, such as certification letter of number of shares held issued by securities companies, or documents issued by the Thailand Security Depository Co., Ltd., The Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders.

4.1.2 Shareholders' documents from every shareholders :

a) Individuals :

Copy of valid identification card/passport (in case of non-residents), certified true copy

b) Juristic persons :

Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories.

4.1.3 Consent form of candidate to be elected for the position of the Company's director as provided by the company on the website and related documents including but not limited to evidence of education, training, work experience and shareholding (only for agenda proposing a candidate to be elected for the position of Company's director).

4.2 The Shareholders must send document which are correct and complete according to no. 4.1 by registered mail by February 14, 2023.

Administrative Department

Vibhavadi Medical Center Public Company Limited

51/3 Ngarmvongvan Road, Chatuchak,

Bangkok 10900

**5. Consideration of the incorporation of the proposed agenda as an AGM agenda**

5.1 Consideration of the proposed agenda as an AGM agenda.

The Audit Committee will consider the incorporation of the proposed issue as an AGM agenda before proposing to the Board of Directors for consideration. The decision of the Board of Directors on such matter is deemed final.

5.2 Consideration of the proposed candidate to be elected for the position of the Company's director.

The Nomination and Remuneration Committee will consider the qualification of the candidate before proposing to the Board of Directors for consideration. The decision of the Board of Directors on such matter is deemed final.

The Company reserves the right to consider the proposals which are complete with comprehensive supporting documents and are in accordance with the above criteria. The proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations.

In case that the Board of Directors has the resolution not to include such proposal as an AGM agenda or not to propose the proposed candidate to be considered for the position of the Company's director, the Board must have adequate reasons and notify the shareholders who proposed the agenda or the candidate accordingly.

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**Vibhavadi Medical Center Public Company Limited**  
**Agenda Proposal Form for Annual General Meeting for the Year 2023<sup>1</sup>**

1. Date.....

2. General Information

First – Last Name (Mr., Mrs., Miss) /Company.....

In Case of company, please specify contact person.....

Current contact address :

No.....Village/Building..... Moo.....

Lane/Soi.....Road.....

Sub-district..... Restrict.....

City..... Postal Code.....Country.....

Telephone..... Fax.....E-mail.....

Address Outside of Thailand (In case of non-residents, please also specify contact details  
in your country)

.....

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3. Number of shares held..... Shares

4. Proposed agenda :

4.1 General agenda

Agenda name.....

Objective       For consideration       For acknowledgement

Supporting details and reasons.....

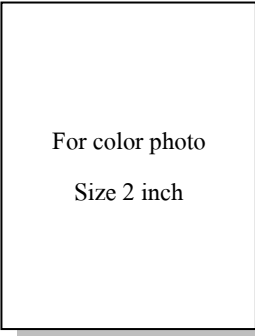
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Supporting documents attached       No documents attached

<sup>1</sup> In case that the agenda is proposed by a group of shareholders, every shareholder must fill out and sign a form and collectively send the forms as one set

4.2 Agenda proposing a candidate to be considered for the position of Company's director



Details on candidate :

- First – Last name .....
- Nationality .....
- Date of birth .....
- Marital status  Single  Married  Divorced
- Spouse's Name .....
- Address .....
- .....
- Present position / Company .....
- Education

<u>Year of Graduation</u>	<u>Institution</u>	<u>Degree and Major Subject</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

- Training with Thai Institute of Directors
- None  Yes ; list of training courses.....
- .....
- .....

- Work experience (last 5 years)

<u>Since (Year)</u>	<u>Company</u>	<u>Position</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

- Shareholding in Vibhavadi Medical Center Public Company Limited

None       Yes ; number of shares held.....Shares as  
of.....(the proposal date)

**(Including related persons which are spouses and minor children)**

5. Documents which shareholders must attach with the Agenda Proposal Form

5.1 Evidence of shareholding by every shareholders, such as certification letter of number of shares held issued by securities companies or documents issued by the Thailand Security Depository Co., Ltd., The Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

Documents attached       No documents

5.2 Shareholders' documents from every shareholders, including :

**Individuals :**

Copy of valid identification card/passport (In case of non-residents), certified true copy

**Juristic persons :**

Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories

Documents attached       No documents

5.3 Consent form of candidate to be elected for the position of the Company's director as provided by the Company on the website and related documents including but not limited to evidence of education, training, work experience and shareholding (only for agenda proposing a candidate to be elected for the position of Company's director)

Documents attached       No documents

6. Representation and Warranty

I hereby certify that the above information and supporting documents enclosed with this form are correct and complete and are true. I hereby give my permission to the Company to disclose such information and supporting documents.

Signature.....Shareholder

(.....)

## Consent Form <sup>2</sup>

1. Mr./Mrs./Miss..... which is a candidate proposed to be elected for the position of Company's director by.....  
..... ("the Shareholders"), hereby consent to the Shareholders' proposal, and hereby agree to accept the position of Company's director, if elected in the Annual General Meeting.

I hereby certify that my qualifications and details as specified by the Shareholders, including all supporting document enclosed with this form are correct, complete and true. I also hereby certify that I possess the required qualifications and do not possess the prohibiting qualifications in accordance with Securities and Exchange Act, rules and regulations for companies with securities listed on the Stock Exchange of Thailand, Public Company Act and the Company's articles of association

Signature.....Proposed Candidate

(.....)

Date.....

<sup>2</sup> The form is for the agenda to propose a candidate to be elected for the position of Company's director only