

Criteria for shareholder to propose agenda items and nominate candidates for directorship  
at the Annual General Meeting of Shareholders  
Praram 9 Hosipital Public Company Limited

- **Objectives**

Praram 9 Hosipital Public Company Limited (“The Company”) recognizes the importance of treating all shareholders equitably. In order to enhance good corporate governance, the Company facilitates the advance proposal of item on the agenda of the annual general meeting of shareholders along with the nomination of qualified candidates for election to the Board of Directors.

- **Qualification of shareholder**

Shareholder who wishes to propose the matter must possess the following qualification:

- 2.1 Being the shareholder on the date the proposal of additional agenda and/or a nomination of qualified candidate for the company's director election in advance was submitted.
- 2.2 Being one shareholder or two or more shareholders in common, holding the Company's shares of not less than 5% of the total voting rights of the Company.

- **Proposing an agenda item**

1. The Board reserves the right not to include the following matters on the meeting agenda

- (1) Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance policy of the Company.
- (2) Any matter that proposed by a shareholder who does not have full qualifications stipulated by the Company.
- (3) Any matter that is beneficial to a specific person or group or is not beneficial to the Company.
- (4) Any matter that proposed is beyond the control of the Company to produce the purposed result.
- (5) Any matters that shareholders already proposed in the Annual General Meeting within the previous 12 months, and receive the supporting votes of less than 10% of total voting shares, unless the factual has significantly changed from that of the previous shareholders' meeting.
- (6) Any matter that is within the scope of management authority of the Company unless it has significant negative impact on the shareholder(s) as a whole;
- (7) Any matter where the information provided is incomplete, or incorrect.

## 2. Consideration Procedures

- (1) A shareholder(s) have full qualifications are entitled to propose an additional agenda in advance by submitting:
  - The Form for Proposal of agenda in the Annual General Shareholders Meeting (Form A)
  - The evidence of Shareholders specified in Form-A
- (2) The shareholders may informal send the initial information by E-mail to the Company Secretary marisarat@praram9.com prior submitting Form-A to the company later. However, all documents must be submitted to the Company within designate time prescribed by the company with other supplementary documents requested in Form-A
- (3) The shareholder(s) wishes to propose more than one agenda, the shareholder must make one set of Form A per one agenda to be proposed.
- (4) In case a group of shareholders proposes agenda, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company.
- (5) The Company Secretary shall initially consider the Form-A prior proposing to the Board of Directors Meeting for consideration respectively
- (6) All proposal accepted by the Board will be included with the Board's opinion in the notice for the annual general meeting of shareholders. In case of the board of directors declined to include such proposal as the agenda of the Annual General Meeting, the company shall inform the shareholder in the notice of the shareholders' meeting and in the Annual General Shareholders Meeting.

### ● **Proposing a candidate to be nominated as a director**

#### 1. All candidates nominated for directorship must satisfy the following conditions:

- (1) Meet all the requirements and not be disqualified of the Public Companies Act, the Securities and Exchange Act, and the Company's Corporate Governance Policy.
- (2) An independent director shall have qualifications on independence as specified by the Company and in line with the Notification of the Stock Exchange of Thailand on the Qualifications and Scope of Operations of an Audit Committee Member.
- (3) Be knowledgeable of the business, capable, honest and upstanding, and promise to conduct the business ethically and devote sufficient time to his or her duties.

## 2. Consideration Procedures

- (1) A shareholder(s) have full qualifications is entitled to nominate a candidate to be elected as the Company's director in advance by submitting:
  - The Form to Nomination of Person to be Director (Form-B).
  - The evidence of Shareholders specified in Form-B.
  - The evidence of Candidate specified in Form-B.
- (2) The shareholders may informal send the initial information by E-mail to the Company Secretary marisarat@praram9.com prior submitting Form-A to the company later. However, all documents must be submitted to the Company within designate time prescribed by the company with other supplementary documents requested in Form-A
- (3) The shareholder(s) wishes to propose more than one candidate, the shareholder must make one set of Form B per one candidate to be proposed.
- (4) In case a group of shareholders proposes candidate, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company.
- (5) The Company Secretary shall initially consider Form-B prior proposing to the Nomination and Remuneration Committee and the Board of Directors Meeting for consideration respectively.
- (6) The qualified candidate approved by the Nomination and Remuneration Committee and the Board shall be proposed to the Annual General Meeting of Shareholders for consideration accordingly. In case of the nominated candidate is disapproved by the Nomination and Remuneration Committee or the Board of Directors, the Company shall inform the shareholder in the notice of the shareholders' meeting and in the Annual General Shareholders Meeting.

The qualified candidate approved by the Nomination and Remuneration Committee and the Board shall be proposed to the Annual General Meeting of Shareholders for consideration accordingly.

### ● **Submission of Proposals**

E-mail : marisarat@praram9.com (submit the original copy by registered mail)

Registered mail : Company Secretary

Praram 9 Hospital Public Company Limited

No. 99 Bang Kapi, Huai Kwang, Bangkok 10310