

## Extracted Articles of Association of Praram 9 Hospital Public Company Limited related to Shareholders' Meeting

## 1. The Shareholders' Meeting

Article 31 The board of directors shall arrange for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company that it is called the "General Meeting".

The shareholders' meeting other than the one referred to in the first paragraph shall be called the "Extraordinary Meeting". The board of directors may call the shareholders' meeting to be the extraordinary meeting at any time as it deems appropriate.

One or more shareholder(s) holding shares amounting to not less than ten per cent of the total number of shares sold may submit his/their name(s) in a request directing the board of director to call a shareholders' extraordinary meeting at any time, but the subject and reasons for calling such meeting shall be clearly stated in such request. In such case, the board of directors shall arrange for the shareholders' meeting within forty-five days of the date of receipt of such request from the said shareholder(s).

If the board of directors does not arrange for a meeting within the period specified in third paragraph, the shareholders who have submitted their names or other shareholders who have collected shares up to the required number of shares may call a meeting by themselves within forty-five days of the due date under third paragraph. In such case, it shall be deemed that the shareholders' meeting is called by the board of directors, which the Company shall be liable for necessary expenses incurred from the proper arrangement and facilitate payment for meeting.

If it appears that any time the shareholders' meeting called from the shareholders under fourth paragraph do not reach the number of shareholders attending the meeting to constitute a quorum under the terms specified in Article 33., the shareholders under fourth paragraph shall be jointly liable for expenses incurred from such arrangement to the Company.

Article 32 In calling the shareholders' meeting, the board of directors shall prepare a written notice calling for the meeting that states the place, date, time, agenda of the meeting, and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their acknowledgement at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper or use other means of advertising through electronic media instead according to the regulations prescribed by the Registrar for three (3) consecutive days and at least three (3) days prior to the date of the meeting.

The place used for the meeting may be within or nearby a province where the head office of the Company is located as the board of directors deems appropriate.

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Article 33 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons, or not less than half (1/2) 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.

If it appears at any shareholders' meeting when one (1) hour has passed from due time of the meeting and the number of shareholders attending is unable to constitute a quorum as specified according to the first paragraph, if such shareholders' meeting was called as a result of a request of the shareholders, the meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request of the shareholders, the meeting shall be called once again in which the notice calling for the meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting, and the subsequent meeting shall not be required to constitute a quorum.

The shareholders' meeting can be convened via electronic media subjected to the conditions, procedures and methods specified by the law. The location of the head office of the company shall be considered the meeting venue.

Sending of invitation letters to shareholders' meetings and appointing proxies may alternatively be made via electronic means in accordance with relevant laws and regulations required by the Registrar. Giving proxy via electronic means must be secure and trustworthy, ensuring that the proxy is made by the shareholder, in accordance with the relevant laws and regulations prescribed by the Registrar.

Article 34 The chairman of the board of director shall preside over the meeting of shareholders. In the case where the chairman is not present in the meeting or is unable to perform the duty, the vice chairman shall act as the chairman in the meeting. If there is no a vice chairman or there is a vice chairman but he is not in the meeting or is unable to perform the duty, the shareholders attending at the said meeting shall elect any one shareholder to be the chairman.

Article 35 Voting in the shareholders' meeting, one (1) share is entitled to one (1) vote, and a shareholder who has any special interest in any issue is not entitled to vote on such issue except for voting on the election of directors. A resolution of the shareholders' meeting shall be pass by the following votes:

- (1) In a normal case, it shall be held by the majority votes of the shareholders attending the meeting and voting. In case of a tie vote, the chairman of the meeting shall have a casting vote;
- (2) In the following cases, it shall be held by votes not less than three-fourth (3/4) of the total number of votes of the shareholders attending the meeting with the right to vote:
  - (a) the sale or transfer of business of the Company, in whole or in essential part, to a third party;
  - (b) the purchase or acceptance of transfer of business of other private companies or public companies by the Company;

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- (c) entering into, amending, or terminating regarding a lease of business of the Company in whole or in essential part, appointing a third party for the provision of management of the Company's business; or amalgamating business with a third party for the purpose of sharing profit and loss between them;
- (d) amending the memorandums or articles of the Company;
- (e) increasing or decreasing the registered capital of the Company;
- (f) dissolving the Company;
- (g) issuing the Company's debentures and other securities under the law governing the securities and stock exchange;
- (h) amalgamating business with other companies.

Article 36 The following businesses shall be proceeded in an annual general meeting of shareholders:

- (1) Consideration of the board of directors' report on operational results in the past year;
- (2) Approval for a balance sheet and profit and loss statement;
- (3) Approval for profit allotment and dividend payment;
- (4) Consideration of electing new directors as required by rotation basis;
- (5) Consideration of the remuneration of directors;
- (6) Consideration of the appointment of the Company's auditor and auditor fee; and
- (7) Other business.

**2. Board of Directors**

Article 15 For the purpose of the business operation of the Company, the Company shall have a board of directors consisting of at least five (5) directors and not less than half (1/2) of all directors shall have residence within the Kingdom of Thailand.

Any director may or may not be a shareholder of the Company.

Article 16 The meeting of shareholders shall elect directors of the Company in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share held by him;
- (2) Each shareholder shall exercise all of his voting rights under (1) hereof to elect one or more person(s) nominated for directors. In case of electing more persons to be directors, the shareholder cannot distribute his vote for any person more or less;
- (3) In case of electing more persons to be directors, the persons who receive the highest votes in respective order of the votes shall be elected as directors at the number equal to the number of directors as required or elected at such time. In case of equal vote among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors as required or elected at such time, the chairman shall have the casting vote.

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Article 17 At every annual general meeting of shareholders, one-third (1/3) of the directors shall vacate office. In case the number of directors is not divided into three equal parts, directors in the number nearest to one-third (1/3) shall vacate office.

Directors vacating office may be re-elected.

Directors to vacate office in the first and second years after the Company's registration shall draw lots. In subsequent years, the directors with longest period of directorship shall vacate office.

Article 22 The directors of the Company shall be entitled to receive remuneration from the Company in form of reward, meeting allowance, pension, bonus or other benefit allowance, of which shall be considered and passed by a resolution of the shareholders' meeting with votes not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting. The remuneration of the directors may be determined at fixed amounts or specific terms in which is from time to time or at all time until there will be any change in otherwise upon the resolution of the shareholders' meeting. In addition, the directors of the Company shall be entitled to receive per diem and other welfare in accordance with the Company's regulations.

The provision in the first paragraph will not affect the right of the appointed director from staffs or employees of the Company for the remuneration and benefit of the duty for being the staff or employee of the Company.

**3. Dividend and Reserve**

Article 44. No dividend shall be paid out of funds other than profits. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to the number of shares in equal amount for each share, unless the Company issues preferred shares and determines the right of preferred shares in respect of the receipt of the dividend different from the ordinary shares, therefore the dividend shall be allocated upon such determination. The payment of dividend shall be approved by the shareholders' meeting.

The board of directors may pay an interim dividend to the shareholders from time to time when it opines that the profits of the Company justify such payment, and after the interim dividend has been paid, it has the duty to report on such dividend payment to the shareholders at the following meeting of shareholders.

Payment of dividend shall be made within one (1) month from the date of shareholders' meeting, or from the date of the resolution of the board of directors, as the case may be. The written notice of dividend payment shall be delivered to shareholders and published in a newspaper or alternatively advertise through electronic means in accordance with the regulations prescribed by the Registrar for a period of not less than three (3) consecutive days.

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Article 45. The Company shall allocate one part of the annual net profit to be the reserve fund in an amount not less than five (5) per cent of the annual net profit less the sum of accumulated loss brought forward (if any) until the said reserve fund will attain amounts not less than ten (10) per cent of the registered capital.

**4. Accounting, Financing and Auditing**

Article 39. The board of directors shall provide a balance sheet and profit and lost statement at the end of the fiscal year of the Company so as to propose shareholders in an annual general meeting for an approval, which the board of directors shall appoint an auditor to complete the examination of the balance sheet and profit and lost statement prior to proposing in the shareholders' meeting.

Article 40. The board of directors shall deliver the following documents to shareholders together with the notice calling for an annual general meeting:

- (1) A copy of balance sheet and profit and loss statement as examined by an auditor together with the audited report of the auditor; and
- (2) An annual report of the board of directors together with other documents to support the report.

Article 43. The auditor has the duty to attend every shareholders' meeting in relation that the balance sheet, profit and loss statement and the problem relating to the account of the Company are to be considered for the purpose of explaining his auditing of accounts to the shareholders.