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Articles of Association
Of
Ratchaphruek Hospital Public Company Limited

Chapter 1


General

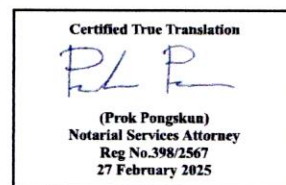
1. These regulations shall be called the Articles of Association of **Ratchaphruek Hospital Public Company Limited**.
2. The term "**Company**" in these Articles of Association shall mean **Ratchaphruek Hospital Public Company Limited**, unless otherwise specified in these Articles of Association.
3. Any matters not specified in these Articles of Association shall be governed and enforced in accordance with the provisions of the Public Limited Companies Act, the Securities and Exchange Act, and any other laws applicable to or related to the operations of the Company.

Chapter 2

Shares and Shareholders

4. The shares of the Company are ordinary shares of equal par value and are registered shares.
All shares of the Company must be fully paid either in cash or by assets other than cash. No subscriber or purchaser of shares shall be entitled to set off any debt with the Company.
Shares of the Company are indivisible. If two or more persons subscribe or hold shares jointly, they must appoint one person among them to exercise their rights as a subscriber or shareholder, as the case may be.
The Company is entitled to issue and offer for sale ordinary shares, preferred shares, debentures, warrants, or any other securities permitted by the Securities and Exchange Act.
5. Every share certificate of the Company shall specify the name of the shareholder and bear the signature of at least 1 (one) director, either manually signed or printed, along with the Company's seal. The Board of Directors may delegate the authority to the Securities Registrar, in accordance with the Securities and Exchange Act, to sign or print the signature on behalf of the Company.


(Signed) _____ Director applying for Registration
(Mr. Teerawat Srinakarin)



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6. The signature of the director or the Securities Registrar on share certificates or any other securities certificates may be affixed manually, by machine, by computer, or by any other method as prescribed by the Securities and Exchange Act.

The Company shall maintain the Shareholders Register Book and all related documents at the Company's head office. However, the Company may delegate the responsibility to the Thailand Securities Depository Co., Ltd. to act as the Securities Registrar of the Company. If the Company appoints Thailand Securities Depository Co., Ltd. as its Securities Registrar, the procedures concerning the Company's securities registration shall comply with the regulations set by the Securities Registrar.

7. The Company shall issue share certificates to shareholders within 2 (two) months from the date the Registrar registers the Company, or from the date the Company receives full payment for the shares, in the case of unsold shares or newly issued shares after the Company's registration.
8. In the event that a share certificate is damaged or materially defaced, the shareholder may request the Company to issue a new share certificate by returning the original certificate.

If a share certificate is lost or destroyed, the shareholder must present evidence of the police report or other relevant evidence to the Company.

In both cases, the Company shall issue a new share certificate to the shareholder within the time period specified by law. The Company may charge a fee for issuing a new share certificate, not exceeding the rate prescribed by law.

The lost, defaced, or damaged share certificate shall be deemed cancelled upon the issuance of the new certificate.

9. The Company shall not own or accept a pledge of its own shares, except in the following cases:
- (1) The Company may repurchase shares from shareholders who vote against a resolution of the shareholders' meeting that approves an amendment to the Company's Articles of Association regarding voting rights or dividend rights, if the dissenting shareholders consider the amendment to be unfair to them.

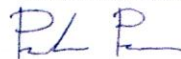
(Signed)



Mr. Teerawat Srinakarin

Director applying for Registration

Certified True Translation



(Prok Pongsukun)
Notarial Services Attorney
Reg No.398/2567
27 February 2025

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- (2) The Company may repurchase shares for financial management purposes in the event that the Company has retained earnings and surplus liquidity, provided that such repurchase does not cause the Company to face financial difficulties.

Shares held by the Company shall not be counted as part of the quorum at shareholders' meetings and shall have no voting rights or rights to receive dividends.

The Company shall resell the repurchased shares within the period specified by the Ministerial Regulation. If the Company fails to resell or cannot resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by canceling the unsold registered shares.

The repurchase, resale, and cancellation of repurchased shares shall be conducted in accordance with the criteria and procedures prescribed by the Ministerial Regulation and relevant laws.

10. The repurchase of the Company's shares must be approved by the shareholders' meeting, except in cases where the Company is a listed company on the Stock Exchange of Thailand and the share repurchase does not exceed ten percent (10) of the paid-up capital. In such cases, the Board of Directors shall have the authority to approve the share repurchase.

Chapter 3

Transfer of Shares

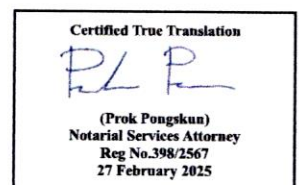
11. Shares of the Company are freely transferable without any restrictions, except where such transfer would result in non-Thai nationals collectively holding more than forty-nine percent (49) of the total issued shares at any given time.
12. A transfer of shares shall be valid when the transferor endorses the share certificate, specifying the name of the transferee, and both the transferor and transferee sign the endorsement. The share certificate must then be delivered to the transferee.

The transfer of shares shall be binding upon the Company only after the Company receives a request for the registration of the share transfer. The transfer shall be binding upon third parties only after the Company registers the share transfer in the Shareholders Register Book.

If the Company deems the share transfer to be lawful, it shall register the transfer within fourteen (14) days from the date of receipt of the request. If the Company considers the share transfer to be invalid or incomplete, it shall notify the applicant within seven (7) days from the date of receipt of the request.



(Signed) _____ Director applying for Registration
(Mr. Teerawat Srinakarin)



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If the Company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be governed by the Securities and Exchange Act.

13. If the transferee wishes to obtain a new share certificate, they must submit a written request to the Company, duly signed by the transferee and witnessed by at least one (1) witness, who shall certify the signature. The original share certificate or other relevant evidence must also be returned to the Company. If the Company deems the share transfer to be lawful, it shall register the transfer within seven (7) days from the date of receipt of the request and issue a new share certificate within one (1) month from the date of receipt of the request.

Chapter 4

Issuance, Offering, and Transfer of Securities

14. The issuance, offering, and transfer of securities to the public or any person shall be conducted in accordance with the Public Limited Companies Act and the Securities and Exchange Act.

The transfer of securities other than ordinary shares, which are registered as listed securities on the Stock Exchange of Thailand or other secondary markets, shall be governed by the Securities and Exchange Act.

The term "Securities" shall have the meaning as defined in the Securities and Exchange Act.

Chapter 5

Board of Directors

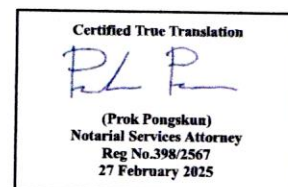
15. The Company shall have a Board of Directors to manage the Company's business, consisting of at least five (5) directors, of whom not less than half (1/2) of the total number of directors must reside in Thailand.

A director of the Company is not required to be a shareholder of the Company.

16. The election of directors by the shareholders' meeting shall be conducted in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share.

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(Mr. Teerawat Srinakaran)



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- (2) Each shareholder may cast all the votes they have under (1) to elect one or more persons as directors. If voting for multiple directors, the shareholder cannot allocate votes to any person in varying proportions.
- (3) Persons receiving the highest votes in descending order shall be elected as directors in the number equal to the number of directors required or to be elected on that occasion. In the event that the next candidates have equal votes, exceeding the number of directors to be elected, the Chairman of the meeting shall cast the deciding vote.
17. At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number of directors to retire shall be the nearest to one-third (1/3).

Retiring directors may be re-elected.

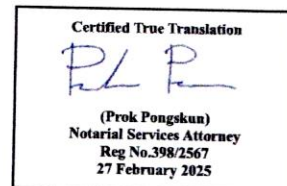
In the first and second years following the registration of the Company, the retirement of directors shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire.

18. In addition to retirement by rotation, a director shall vacate office upon:

- (1) Death;
 - (2) Resignation;
 - (3) Disqualification or possession of prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act;
 - (4) Removal by resolution of the shareholders' meeting under Clause 20;
 - (5) Court order.
19. Any director wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect on the date the resignation letter is received by the Company.
- A resigning director under the first paragraph may notify their resignation to the Registrar as well.



(Signed) _____ Director applying for Registration
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20. The shareholders' meeting may resolve to remove any director from office before the expiration of their term by a vote of not less than three-fourths (3/4) of the shareholders present and entitled to vote, representing not less than half (1/2) of the total shares held by the shareholders present and entitled to vote at the meeting.
21. In the event of a vacancy in the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person who does not possess any prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act to fill the vacancy at the next Board of Directors' meeting, unless the remaining term of the vacated position is less than two (2) months. The newly appointed director shall hold office only for the remaining term of the director they are replacing.

The resolution of the Board of Directors under the first paragraph shall require a vote of not less than three-fourths (3/4) of the remaining directors.

22. Directors of the Company are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, as approved by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total votes of the shareholders present. Such remuneration may be fixed or determined according to specific criteria, and may be set on a case-by-case basis or in effect indefinitely until the shareholders' meeting resolves otherwise. In addition, directors are entitled to per diem allowances and other benefits as prescribed by the Company's regulations.

The provisions of the first paragraph shall not affect the rights of any director who is appointed from among the Company's employees or staff to receive remuneration and benefits as an employee or staff member of the Company.

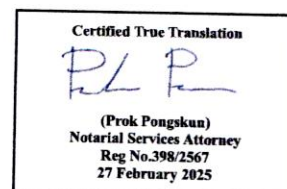
23. The Board of Directors shall elect one of the directors as the Chairman.

If the Board of Directors deems it appropriate, they may elect one or more directors as Vice Chairman. The Vice Chairman shall perform duties as assigned by the Chairman.

24. A quorum for a meeting of the Board of Directors shall be constituted when not less than half (1/2) of the total number of directors are present. The Chairman of the Board shall preside over the Board meeting. In the event that the Chairman is absent or unable to perform their duties, and



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a Vice Chairman is present, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is absent or unable to perform their duties, the directors present shall elect one of the directors to preside over the meeting.

Resolutions of the Board of Directors' meeting shall be passed by a majority vote. Each director shall have one (1) vote, except for any director with a conflict of interest, who shall have no voting right on the matter under consideration. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote as the deciding vote.

25. The Chairman of the Board shall convene the meetings of the Board of Directors.

In the event that there is no Chairman for any reason, the Vice Chairman shall convene the Board meetings. If there is no Vice Chairman for any reason, at least two directors may jointly convene a Board meeting.

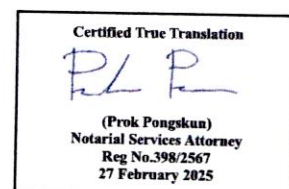
A notice of the Board meeting shall be sent to all directors not less than three (3) days before the date of the meeting, except in cases of urgent necessity to preserve the rights or benefits of the Company, in which case the meeting may be notified by electronic means or other methods, and the meeting may be scheduled sooner than the prescribed period.

If there is a reasonable cause or to preserve the rights or benefits of the Company, at least two directors may jointly request the Chairman to convene a Board meeting, specifying the agenda items and reasons for the meeting. In such a case, the Chairman shall convene and schedule the meeting within fourteen (14) days from the date of receiving the request.

If the Chairman fails to act according to the fourth paragraph, the directors who requested the meeting may jointly convene and schedule a Board meeting to consider the proposed matters within fourteen (14) days from the expiration of the period specified in the fourth paragraph.

The Board of Directors' meetings may be held at the location of the Company's head office, in any other province within the Kingdom, or via electronic means in accordance with the laws governing electronic meetings. In the case of electronic meetings, the Company's head office shall be deemed the meeting location.

(Signed) _____ Director applying for Registration
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26. In conducting the business of the Company, the directors shall perform their duties in compliance with the law, the objectives, and the Articles of Association of the Company, as well as the resolutions of the shareholders' meeting, with honesty and diligence to protect the interests of the Company.
27. A director is prohibited from engaging in any business of the same nature as and in competition with the business of the Company, or from becoming a partner in an ordinary partnership, or a partner with unlimited liability in a limited partnership, or a director of another limited company or public limited company conducting a business of the same nature and in competition with the business of the Company, whether for personal benefit or for the benefit of others, unless prior notice is given to the shareholders' meeting before a resolution to appoint such director is made.
28. A director shall promptly notify the Company if they have a direct or indirect interest in any contract entered into by the Company, or if the number of shares or debentures held by them in the Company or its affiliates increases or decreases.
29. The Board of Directors shall meet at least once every three (3) months at the location of the Company's head office, or at a nearby province, or at any other place within the Kingdom, as determined by the Chairman's discretion regarding the date, time, and venue of the meeting.
30. The authorized directors to sign on behalf of the Company shall be any two (2) directors jointly, along with the Company's seal affixed.

The Board of Directors shall have the authority to determine and amend the names of the authorized directors who are entitled to sign on behalf of the Company.

Chapter 6

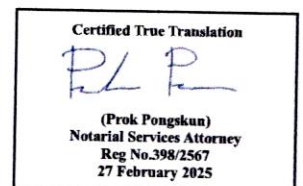
Shareholders' Meeting

31. The Board of Directors shall convene an Annual General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year.

Any other shareholders' meeting apart from the one mentioned in the first paragraph shall be referred to as an Extraordinary General Meeting. The Board of Directors may call for an Extraordinary General Meeting at any time as deemed appropriate. One or more shareholders holding not less than ten percent (10) of the total issued shares may submit a written request to the



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Board of Directors to convene an Extraordinary General Meeting at any time, provided that the agenda items and reasons for calling the meeting are clearly stated in the request. In such cases, the Board of Directors shall convene the shareholders' meeting within forty-five (45) days from the date of receipt of the shareholders' request.

If the Board of Directors fails to convene the meeting within the time period specified in the second paragraph, the shareholders who requested the meeting or other shareholders holding the required number of shares may convene the meeting themselves within forty-five (45) days from the end of the specified period in the second paragraph. The shareholders who call the meeting may send the meeting notice electronically if the shareholders have expressed their intention or given consent. In this case, it shall be deemed as a shareholders' meeting convened by the Board of Directors, and the Company shall be responsible for any necessary expenses incurred from the arrangement of the meeting and shall provide reasonable support.

If it appears that a shareholders' meeting convened by shareholders under the third paragraph fails to meet the quorum requirement specified in these Articles of Association, the shareholders who called the meeting shall jointly bear the expenses incurred from the meeting.

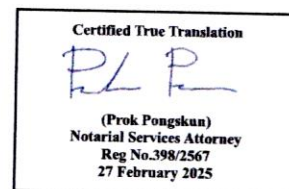
32. When calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the location, date, time, agenda, and matters to be proposed to the meeting with adequate details, indicating whether the matters are for acknowledgment, approval, or consideration, as the case may be, along with the Board of Directors' opinions on each matter. The notice of the meeting shall be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. Additionally, the meeting notice may be published in a newspaper or via electronic media as permitted by law, for not less than three (3) consecutive days and not less than three (3) days before the meeting date.

The meeting venue may be at the Company's head office, branch office, or at any other location within the Kingdom, as determined by the Board of Directors. In the case of a shareholders' meeting conducted via electronic means, the Company's head office shall be deemed as the meeting location.

33. For a shareholders' meeting, whether in-person or via electronic means, a quorum shall be constituted when not less than twenty-five (25) shareholders or not less than half (1/2) of the total number of shareholders, whichever is less, are present in person or by proxy (if any), and such shareholders hold in aggregate not less than one-third (1/3) of the total issued shares.



(Signed) _____ Director applying for Registration
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If, after one (1) hour from the time set for the shareholders' meeting, a quorum is not present as required by the first paragraph, the meeting shall be dissolved if it was called at the request of shareholders. If the shareholders' meeting was not called at the request of shareholders, a new meeting shall be convened, and the notice of the new meeting shall be sent to the shareholders not less than seven (7) days before the meeting date. No quorum requirement shall apply to this subsequent meeting.

34. The Chairman of the Board shall preside over the shareholders' meeting. If the Chairman is absent or unable to perform their duties, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is absent or unable to perform their duties, the shareholders present shall elect one of the shareholders to act as the Chairman of that meeting.
35. The Chairman of the shareholders' meeting shall conduct the meeting in accordance with the Articles of Association related to meeting procedures, and shall follow the agenda specified in the notice of the meeting, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the shareholders present.

Once the agenda items specified in the first paragraph have been considered, shareholders holding in aggregate not less than one-third (1/3) of the total issued shares may request the meeting to consider additional matters not included in the notice of the meeting.

If the meeting is unable to complete the consideration of the agenda as per the first paragraph or the additional matters proposed by shareholders under the second paragraph, and it is necessary to adjourn, the meeting shall schedule the next meeting, specifying the location, date, and time. The Board of Directors shall send a notice of the adjourned meeting to the shareholders not less than seven (7) days before the date of the meeting, and publish the notice in a newspaper for three (3) consecutive days, not less than three (3) days before the meeting date.

36. All shareholders shall have the right to attend any shareholders' meeting, regardless of the type of meeting.
37. A shareholder may appoint a proxy to attend and vote on their behalf at a shareholders' meeting. The proxy form must be dated and signed by the shareholder appointing the proxy and must conform to the format prescribed by the Registrar under the Public Limited Companies Act.

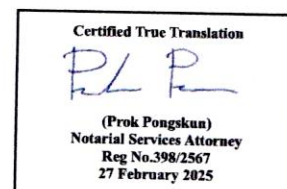
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) Director applying for Registration



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The proxy form shall be submitted to the Chairman of the meeting or to a person designated by the Chairman at the meeting before the proxy attends the meeting.

Proxy appointments may also be made electronically, provided that the method used is secure and reliable, ensuring that the proxy appointment is authentic and made by the shareholder, in accordance with the criteria set by the Registrar.

38. In voting at a shareholders' meeting, one (1) share shall have one (1) vote. Any shareholder with a special interest in any matter shall have no right to vote on that matter, except for the election of directors. Resolutions of the shareholders' meeting shall be passed by the following votes:

- (1) In ordinary cases, a majority vote of the shareholders present and entitled to vote shall constitute a resolution. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote as the deciding vote.
- (2) In the following cases, a resolution shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote:
 - (a) Sale or transfer of all or a substantial part of the Company's business to another person;
 - (b) Purchase or acceptance of the transfer of the business of a private company or public company to the Company;
 - (c) Entering into, amending, or terminating contracts related to the leasing of all or a substantial part of the Company's business, delegating another person to manage the Company's business, or merging with another entity for the purpose of profit and loss sharing;
 - (d) Amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) Increase or decrease of the Company's registered capital;
 - (f) Dissolution of the Company;
 - (g) Issuance of debentures by the Company;
 - (h) Merger of the Company with another company.

39. The Annual General Meeting of Shareholders shall consider the following matters:

- (1) Acknowledgment of the Board of Directors' report on the Company's business activities for the past year;
- (2) Approval of the balance sheet and profit and loss statement;

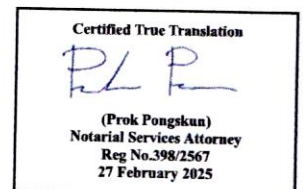
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) Director applying for Registration



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- (3) Approval of the allocation of profits;
- (4) Election of new directors to replace those retiring by rotation;
- (5) Determination of directors' remuneration;
- (6) Appointment of an auditor and determination of the audit fee;
- (7) Other business matters.

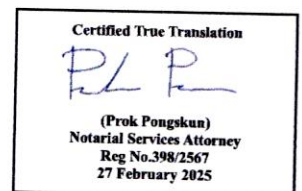
Chapter 7

Accounting, Finance, and Auditing

- 40. The fiscal year of the Company shall commence on January 1 and end on December 31 of each year.
- 41. The Company shall maintain and keep accounting records and conduct audits as required by applicable laws, and shall prepare a balance sheet and profit and loss statement at least once every twelve (12) months, corresponding to the Company's fiscal year.
- 42. The Board of Directors shall prepare a balance sheet and profit and loss statement as of the end of the Company's fiscal year to be submitted to the Annual General Meeting of Shareholders for approval. The Board of Directors shall arrange for an auditor to audit the balance sheet and profit and loss statement before they are submitted to the shareholders' meeting.
- 43. The Board of Directors shall send the following documents to the shareholders along with the notice of the Annual General Meeting:
 - (1) A copy of the audited balance sheet and profit and loss statement, together with the audit report of the auditor.
 - (2) The Annual Report of the Board of Directors, along with supporting documents related to the report.
- 44. The auditor shall not be a director, employee, staff member, or person holding any position in the Company.
- 45. The auditor shall have the authority to examine the accounts, documents, and other evidence related to the Company's income, expenses, assets, and liabilities during the Company's business hours. The auditor shall have the right to inquire of the directors, employees, staff members, or



(Signed) _____ Director applying for Registration
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agents of the Company, and require explanations or documents related to the Company's business operations.

46. The auditor shall attend every shareholders' meeting at which the balance sheet, profit and loss statement, and issues related to the Company's accounts are considered, in order to clarify the audit findings to the shareholders. The Company shall provide the auditor with all reports and documents that shareholders are entitled to receive for the shareholders' meeting.

Chapter 8

Dividends and Reserves

47. Dividends shall not be paid from any funds other than profit. In the event that the Company has accumulated losses, no dividends shall be paid.

Dividends shall be distributed equally per share, except in the case where the Company issues preferred shares and specifies that preferred shares receive dividends differently from ordinary shares, in which case the dividends shall be distributed as specified. The payment of dividends must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time if it determines that the Company has sufficient profits to do so. After the interim dividend is paid, the Board of Directors shall report the dividend payment to the next shareholders' meeting.

Dividends shall be paid within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as the case may be. A notice of dividend payment shall be sent to shareholders and may also be published in a newspaper or electronically, as permitted by the Registrar's regulations, for a consecutive period of not less than three (3) days.

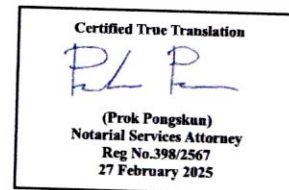
48. The Company shall allocate a portion of the annual net profit as a legal reserve at a rate of not less than five percent (5) of the annual net profit, deducted by the accumulated losses brought forward (if any), until the legal reserve reaches not less than ten percent (10) of the registered capital.

(Signed)



(Mr. Teerawat Srinakaran)

Director applying for Registration




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Chapter 9

Additional

49. The Company's seal shall be as impressed below.
50. In cases where the Company or the Board of Directors is required to send notices or documents under the Public Limited Companies Act B.E. 2535 (including any amendments thereof) to the directors, shareholders, or creditors of the Company, and if such persons have expressed their intention or consent to receive notices or documents electronically, the Company or the Board of Directors may send such notices or documents electronically. Such electronic delivery shall comply with the criteria set by the Registrar or as prescribed by law.

(Signed)  Director applying for Registration
(Mr. Teerawat Srinakarin)

