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Company's Article of Association relating to shareholder's Meeting

Ratchaphruek Hospital Public Company Limited

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

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.



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. 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;
- (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.