

No. THG 24/2023

26 April 2023

Subject: Notification of Resolutions of the 2023 Annual General Meeting of Shareholders

To: President
The Stock Exchange of Thailand

The 2023 Annual General Meeting of Shareholders of Thonburi Healthcare Group Public Company Limited (the “Company”) held on 26 April 2023 at 10.00 hrs. at Nantha Park Club Building (Opposite Thonburi Hospital) no. 64 Soi Issaraparp 44, Baanchanglor Sub-district, Bangkok Noi District, Bangkok 10700 to consider the agendas as follows:

Agenda 1 Matters for acknowledgement

The meeting acknowledged as reported by the Chairman.

Agenda 2 To consider and acknowledge the operating results for 2022

The meeting acknowledged the operating results for the year 2022 as reported.

Agenda 3 To approve the financial statements for fiscal year 2022, ending on 31 December 2022

The meeting resolved to approve the financial statements for the year ending on 31 December 2022 with the majority votes of shareholders and proxies attending the meeting and are entitled to vote as follows:

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	588,931,940	100.0000
Disapproval	0	0.0000
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

Agenda 4 To approve appropriation of net profit as legal reserve and dividend payment for 2022

The meeting resolved to approve with the majority votes of shareholders and proxies attending the meeting and are entitled to vote : (i) the omission of net profit as legal reserve as the Company had appropriated reserve of Baht 112.5 million or equivalent to 13% of the Company’s registered capital according to the laws and Articles of Association of the Company; and (ii) dividend payment for the operating results of the year 2022 to shareholders at the rate of Baht 0.90 per share, equivalent to 73.52% of the total net profit from separate financial statements, totaling Baht 762.72 million.

The interim dividend had been paid for the business performance from 1 January 2022 to 30 September 2022 at the rate of 0.30 baht per share. The remaining dividends has been approved at the rate of 0.60 baht per share, totaling dividend payment is of Baht 508.48 million. The date for the right of shareholders to receive dividends will be on 20 March 2023, with the payment of dividends by 26 May 2023 as follows:

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	588,931,940	100.0000
Disapproval	0	0.0000
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

Agenda 5 To approve the appointment of auditors and audit fee for the fiscal year ending 31 December 2023

The meeting resolved to approve the appointment of the auditors for the year 2023 and the auditors fee for the fiscal year ended 31 December 2023 with the majority votes of shareholders and proxies attending the meeting and are entitled to vote as follows:

5.1 Appointed the following auditors from PricewaterhouseCoopers ABAS Ltd. (“PWC”) as auditors of the Company for the year 2023:

- | | |
|-----------------------------|--|
| 1) Mr. Krit Chatchawalwong, | Certified Public Accountant No. 5016; or |
| 2) Mrs. Anutai Poomsurakul, | Certified Public Accountant No. 3873; or |
| 3) Mr. Vichien Khingmontri, | Certified Public Accountant No. 3977 |

5.2 Authorized the director to consider and approve, if PWC is required to procure other authorized auditors instead of the above certified auditors who are not able to work.

5.3 Approved the auditor fee for the audit of company only and consolidated financial statements of THG for the financial year ending 31 December 2023, and the quarterly financial statements totaling 3,750,000 baht. To acknowledge the auditor fee of the PWC for THG’s subsidiaries totaling 5,500,000 baht, and the audit fees of other auditors' offices totaling 300,000 baht.

5.4 Granted the Board of Directors to have the authority to consider additional auditor fees as appropriate.

5.5 Acknowledged the auditor fee of subsidiaries in 2022 within the amount requested for approval.

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	586,209,240	99.5377
Disapproval	2,722,700	0.4623
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

Agenda 6 To consider and approve the appointment of directors in replacement of those who retire by rotation

The meeting resolved to approve the appointment of directors replacing those retired by rotation on an individual basis, with the majority votes of shareholders and proxies attending the meeting and are entitled to vote as follows:

1. Mrs. Charuvarn Vanasin (Chairman of the Board of Directors)

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	584,730,749	99.2866
Disapproval	4,201,191	0.7134
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

2. Ms. Nalin Vanasin (Director)

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	585,090,739	99.3478
Disapproval	3,841,201	0.6522
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

3. Prof. Dr. Aasis Unnanuntana (M.D.) (Director)

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	584,788,537	99.2965
Disapproval	4,143,403	0.7035
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

4. Dr. Linda Kraivit (M.D.) (Independent Director, Chairman of Risk Management Committee, Member of Audit Committee, Member of Nomination and Remuneration Committee, and Member of Corporate Governance Committee)

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	586,019,940	99.5055
Disapproval	2,912,000	0.4945
Abstinance	0	0.0000
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

Agenda 7 To increase the number of director and appoint 1 independent director.

The meeting resolved to approve the increasing number of directors for 1 people, from the current number of 13 directors to 14 directors and to approve the appointment of Clinical Prof. Dr. Visit Vamvani (M.D.) as the new director (Independent director), with the majority votes of shareholders and proxies attending the meeting and are entitled to vote as follows:

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	588,153,510	99.8678
Disapproval	731,400	0.1242
Abstinance	47,030	0.0080
Voided Ballot	0	0.0000
Total	588,931,940	100.0000

Agenda 8 To consider and approve the determination of remuneration of the Board of Directors and the subcommittee.

The Meeting approved the Board of Director and the subcommittee's remuneration for the year 2023 as follows:

1) Monetary remuneration

- 1.1) Annual Remuneration; pay to the Board of Directors and the subcommittees for a yearly basis at the specified rate.
- 1.2) Meeting Allowance; pay to the Board of directors and the subcommittee who attends the meeting at the specified rate.
- 1.3) Special Remuneration; pay special remuneration in 2023 in the amount of 5,000,000 baht by assigning the chairman to determine criteria of allocation.

The Meeting approved of the Annual Remuneration and Meeting Allowance for the year 2023 as follows as the followings:

Committee / Position	2023	
	Annual Remuneration	Meeting Allowance
	(baht/year)	(baht / time)
The Board of Directors		
Chairman of the Board	200,000	15,000
Director	150,000	15,000
4 Sub-committees;		
The Audit Committee		
Chairman	300,000	15,000
Member	150,000	15,000

Committee / Position	2023	
	Annual Remuneration	Meeting Allowance
	(baht/year)	(baht / time)
The Risk Management Committee		
Chairman	250,000	15,000
Member (non-Executive)	150,000	15,000
Member (Executive)	150,000	15,000
The Nomination and Remuneration Committee		
Chairman	200,000	15,000
Member (non-Executive)	150,000	15,000
Member (Executive)	150,000	15,000
The Corporate Governance Committee		
Chairman	150,000	15,000
Member (non-Executive)	150,000	15,000
Member (Executive)	150,000	15,000

2) Other Remunerations

2.1) Medical expenses fee in Thonburi Hospital for 2023 are the same amount of previous year as follows:

Position	Medical service for 2023
Chairman and the board of directors	150,000 Baht per year with 50% discount in excess amount
Parents	50% discount with unlimited amount
Spouse and underage children	50% discount with a limit of 150,000 Baht

2.2) Directors' and officers' liability insurance

The meeting resolved to approve with the votes of not less than two-thirds (2/3) of shareholders and proxies attending the meeting and are entitled to vote as follows:

The shareholders are entitled to vote	Number of votes (shares)	Percentage
Approval	590,342,787	99.9845
Disapproval	44,300	0.0075
Abstinance	47,030	0.0080
Voided Ballot	0	0.0000
Total	590,434,117	100.0000

Agenda 9 Other matters. (If any)

- None -

Please be informed accordingly,

Yours sincerely,

Thonburi Healthcare Group Public Company Limited

(Miss Nattakan Jittinapat)

Company Secretary