



Vibhavadi Medical Center Public Company Limited
Invitation Letter of the 2026 of Annual General Meeting of Shareholders
on Monday, April 27, 2026 at 13.30 hours

For convenience,
please bring printed registration form
with barcode on the Meeting date

at Vibhavadi Hospital conference room 9 floors, building 4
51/3 Ngarmvongvan Road, Ladyao, Jatujak, Bangkok 10900

Registration opens from 12.30 hours onwards.

No Souvenirs Policy

Ref. 11/2026

March 27, 2026

Subject: Notice of the 2026 of Annual General Meeting of Shareholders

To: Shareholders

Attachment: 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025.
2. Annual Report for the year 2025 (56-1 One Report) (QR Code).
3. Profile of persons to be elected as Directors to replace the Directors who retired by rotation /
Definition of Independent Director
4. Profiles of the Auditors proposed for appointment for Year 2026.
5. The Company's Articles of Association concerning Shareholders Meeting.
6. Registration and proxy guideline for attending AGM 2026
7. Proxy form A, form B and form C.
8. Names and profiles of independent directors in the case the shareholders wish to appoint them
as the proxies to attend the meeting.
9. Map of the meeting's venue.

The resolution of the Board of Directors' Meeting of Vibhavadi Medical Center Public Company Limited ("VIBHA") no.1/2026, held on February 27, 2026, the 2025 Annual General Meeting of Shareholders will be held on **Monday, April 27, 2026 at 13.30 hours** at Vibhavadi Hospital conference room 9 floors, building 4, 51/3 Ngarmvongvan Road, Ladyao, Jatujak, Bangkok 10900, as the schedule as follows;

12.30 hours	Register
13.30 hours	Start the meeting

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025.
(Details of which are enclosed hereto as Attachment No. 1)

Objective and Rationale: The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025 held on November 19, 2025. The Company has prepared and submitted these minutes to the Stock Exchange of Thailand and Ministry of Commerce within the fixed time, Additionally, a copy of the minutes has been published on the Company's website. Details regarding this publication are enclosed herewith as **Attachment No. 1**, which has been distributed to all shareholders along with the notice for this meeting.

Board of Directors' opinion: The Board of Directors considers and deems it appropriate to propose the Shareholders' Meeting adopts the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025, which the Board opines that said Minutes was convened and recorded correctly.

Votes required: A simple majority of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda 2 To consider and acknowledge the Company's operating results for the year 2025.

Objective and Rationale: The Company has summarized the overall performance and major changes of the year 2025 in the 56-1 One Report 2025, which the shareholders can download via the QR CODE enclosed herewith as **Attachment No. 2**.

Board of Directors' opinion: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to acknowledge the performance of the Company for the year 2025.

Votes required: This agenda item is for the shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve financial statements for the year ended December 31, 2025.
(Details of which are enclosed hereto as Attachment No. 2)

Objective and Rationale: Pursuant to Article 39 of the Article of Association and Section 112 of the Public Limited Companies ACT B.E. 2535 (and its amendment) which states that the Company will prepare Balance Sheet and Income Statement for the fiscal year and propose to the Annual General Meeting of Shareholders for consideration and approval. Details of the report and the financial statements of the Company and Subsidiaries for the fiscal year

ending 31 December 2025 that have been reviewed and audited by the auditors and have been considered by the Audit Committee as described in the section “Financial Statements” in the Annual Report 2025 (Form 56-1 One Report 2025) can be downloaded via QR CODE enclosed herewith as **Attachment No.2**. Relevant information can be summarized as follows:

Item	Consolidate (Baht)	Separate (Baht)
Total Assets	21,678,271,933	14,012,053,996
Total Liabilities	9,202,097,391	5,928,619,592
Total equity	12,476,174,542	8,083,434,404
Total Revenues	6,106,224,556	4,241,551,734
Net profit	1,813,161,157	1,328,800,333
Net profit : owners of the parent	1,694,895,448	1,328,800,333
Earnings per share	0.1257	0.0985

Board of Directors' opinion: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve t the financial statement of the Company for the fiscal year ended on December 31, 2025 which have been audited by an auditor and approved by the Audit committee, also approved by the Board of Directors.

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment for the year 2025

Objective and Rationale: Pursuant to Section 115 of the Public limited companies ACT B.E. 2535 (and its amendment) which stipulates that the payment of dividends must be approved by a meeting of shareholders, the Board of Directors may, unless otherwise authorized, pay interim dividends to shareholders from time to time. Upon payment of dividends, the Board of Directors shall report it to the shareholders at the next meeting. Additionally, section 116 that the Company must allocate not less than five percent of the annual net profit as a capital reserve, less any accumulated losses, until the capital reserve reaches not less than ten percent of the registered capital. Furthermore, it is the Company's dividend policy to pay dividends at a rate not less than 80 percent of its net profits

with considering factors such as its cash flows, liquidity, terms and conditions of any contracts the Company is bound to and, as well as any investment plans by the Company and Joint Venture Companies in all material respects and appropriateness.

The Company's performances and the financial position for the year 2025, the Company has the consolidated net profit of 1,813,161,157 Baht and the net profit in the separated financial statements of 1,328,800,333 Baht. Therefore, the Board of Directors propose dividend payment of the year 2025 to shareholders of 13,484,805,796 shares at the rate of 0.060 Baht per share, total not exceeding of 809,088,347.76 Baht or 60.89% of net profit in the separated financial statements. The comparison of the dividend payment for the year 2025 and 2024 is as follows:

Details of Dividend Payment	2025 (Baht)	2024 (Baht)
1. Net Profit (Separate)	1,328,800,333	812,066,708
2. Dividend per share	0.060	0.050
3. Dividend	809,088,347.76	674,230,573.70
4. Dividend ratio	60.89	83.03
5. Par Value	0.10	0.10

Remark Shares repurchased by the Company through the share repurchase program for financial management are not entitled to receive dividends.

The Company has already allocated the annual net profit of 149,390,828 Baht as a capital reserve not less than ten percent of its registered capital

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider and approve the dividend payment for year 2025 in cash to shareholders at the rate of 0.060 Baht per share. The Company sets the record date to determine the list of shareholders who shall be entitled to receive dividend on May 7, 2026. The dividend payment date is scheduled on May 27, 2026.

However, the dividend payment is still not confirmed as it is required to be approve by the shareholders' meeting.

Remarks: Ordinary shareholders shall receive a tax credit for dividend tax calculation in accordance with Section 47 Bis of the Revenue Code under the Thai law

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the election of directors to replace those who are retired by rotation.

Objective and Rationale: Pursuant to Clause 17 of the Article of Association and Section 71 of the Public Limited Companies ACT B.E. 2535 (and its amendment) which states that at every annual ordinary one-third of the number of directors shall vacate office. The director who vacates office under this section may be re-elected. The Board of Directors has 15 members therefore, 5 directors must retire by rotation as follows:

1. Mr. Nikom Wairatpanij Chairman of the Board of Directors / Audit Committee / Independent Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Sustainability Committee
2. Ms. Rukkagee Kanchanapitak Director
3. Mr. Phijit Viriyamettakul Director / Executive Committee member / Risk Management and Investment Committee member / Managing Director
4. Dr. Bavornphan Rathprasert Director and Secretary / Executive Committee Member / Risk Management and Investment Committee member

The Company has published the Invitation for shareholders to propose qualified candidates to be elected as directors on the Company's Website and throughout SET's Setlink from October 31, 2025 to January 30, 2026. however, no shareholders nominated any candidates for election of directors on this occasion.

The Nomination and Remuneration Committee, excluding the directors who have the conflict of interest has individually considered all candidates individually to ensure that all are fully qualified as prescribed by the relevant notification of the Stock Exchange of Thailand (SET), the regulations of the Office of the Securities and Exchange Commission (the SEC Office) and the Capital Market Supervisory Board. The Nomination and Remuneration Committee has considered the nomination of directors on an individual basis, who has conflict of interest did not vote for himself, having considered their suitability and benefit to the Company's operations as well as knowledge, abilities, experiences in line with the business strategy. Therefore, it was deemed appropriate to propose to the meeting to be re-elected as a director of the Company, and members of sub-committees for another term.

In this regard, Ms. Rukkagee Kanjanapitak, Director; Mr. Pijit Wiryamettakul, Director and Managing Director; and Dr. Bovornphan Ratprasert, Director, have each served in their positions for more than 9 consecutive years since their initial appointment (including the term proposed for appointment at this time). However, they possess extensive knowledge, expertise, and a strong understanding of the Company's business and operations, and are able to perform their duties effectively.

Board of Directors' opinion: The Board of Directors, without the participation of any director having interest therein, has considered the matter with the recommendation of the Nomination and Remuneration Committee which is in line with the nomination guideline set out by the Board of Directors. After carefully considering the profile of each director proposed to be elected as the Company's director, the Board of Directors was of view that the proposed directors and independent directors are appropriately qualified without any prohibited characteristics under applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company. Moreover, they are able to devote their full capability for the interests of the Company and provide independent opinions in accordance with relevant rules and regulations. The Board of Directors agrees with the Nomination and Remuneration Committee's proposal to be to propose at the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of

1. Mr. Nikom Wairatpanij Chairman of the Board of Directors / Audit Committee / Independent Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Sustainability Committee
2. Ms. Rukkagee Kanchanapitak Director
3. Mr. Phijit Viriyamettakul Director / Executive Committee member / Risk Management and Investment Committee member / Managing Director
4. Dr. Bavornphan Rathprasert Director and Secretary / Executive Committee Member / Risk Management and Investment Committee member

For the profile and expertise of the nominated directors, period of being a director, the number of attendances of meetings of each member in the past year, company shareholding, directorships or executive positions in listed companies and other companies and nature of relationship of the nominated persons, the details are as **Attachment No.3**

Remarks: Article 16 of the Article of Association states voting policy and criteria for selecting appointed directors as follows:

- (1) The shareholder shall have 1 vote equal 1 share.
- (2) Each shareholder has to use all of their voting shares as prescribed (1) In an agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee but cannot not be divided to place the votes unequally to specific directors.
- (3) The next person who gets more votes than other candidates shall be selected as director until the vacancy is fulfilled in cases of a tie, the president of the meeting gets to decide the final vote.

Votes required: A simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes, the Company shall consider and approve each nomination and election on an individual basis.

Agenda 6 To consider and approve the remuneration of the Board of Director for the year 2026.

Objective and Rationale: Pursuant to Section 90 of the Public limited companies ACT B.E. 2535 (and its amendment) which states that a company shall not pay money or give any other property to directors, unless it is the payment of remuneration under the Articles of Association of the Company and Article 24 of the Article of Association which states that the Directors' bonus and remuneration shall be payable based on the resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the directors' remuneration criteria from operating result, individual performance, duties, responsibilities, growth and the Company's performance, cash flows, as well as a comparison of approved remuneration limits with other healthcare companies and companies in similar fields in Thailand. The Nomination and Remuneration Committee deemed it appropriate to propose the Board of Directors to submit to the Annual General Meeting of shareholders consider the Directors and the Committee's remuneration and bonuses 2026 , not exceeding 12,000,000 Baht, representing an increase of 1,230,000 Baht compared to 2025.

Details of Directors' and Sub-Committee Remuneration in the Previous Years

Year	Approved	Actual Payment
2024	10.77 Million Baht	9.97 Million Baht
2025	10.77 Million Baht	10.22 Million Baht

Proposed Directors' and Sub-Committee Remuneration for 2026 (Proposed Year) Compared with Previous Year

Item	2025 (Baht)	2024 (Baht)	Change (+ / -)
1. Directors' Bonus	5,250,000	5,250,000	-
2. Chairman's Remuneration	1,560,000	1,560,000	-
3. Directors' Meeting Allowance (8 meetings at Baht 25,000/person/meeting)	3,120,000	3,000,000	120,000
4. Audit Committee Remuneration	1,020,000	960,000	60,000
5. Other Benefits	None	None	-

The remaining amount after deducting bonuses, remuneration, and meeting allowances for 2026 shall be allocated at the discretion of the Chairman, provided that the total remuneration does not exceed Baht 12,000,000.

Board of Directors' opinion: The Board of Directors agrees with the Nomination and Remuneration Committee to propose to submit the Shareholders' Meeting for consideration and approval the bonus, the Committee's remuneration, meeting allowance and the Audit Committee's remuneration in 2026, totaling 12,000,000 Baht. Meeting allowances will be paid only to directors attending the meetings.

Votes required: Not less than two-thirds of the total number of votes of the shareholders present at the Meeting

Agenda 7 To consider and approve the appointment of auditors and the auditing fees for the year 2026

Objective and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) which stipulate that the Annual General Meeting of Shareholders shall appoint the auditor and determine an audit fee of the Company each year, and Section 121 which stipulate that the auditor must not be a director, employee, or take any position in the company. Furthermore, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has reviewed, audited, and provided opinions on the Company's financial statements for a total period of 7 years, whether consecutive or not. The company is allowed to reappoint the same auditor when at least 5 consecutive accounting periods have passed.

Audit Committee's opinion: The Audit Committee has considered electing auditor for the year 2026 based on skill, knowledge, abilities and work experience that would benefit the Company, ensuring the audit fee is reasonable. the Audit Committee has proposed to the Board of Directors to considered to propose to the Shareholders' meeting appoint Dhammarniti auditing Co., Ltd. as the Company's auditor for the year 2026. The details are as follows;

Name	Certified Public Accountant No.	Years of service as auditor for VIBHA
1. Mr. Peradate Phongsathainsak	4752	6
2. Mr. Thanawut Piboonsawat	6699	6
3. Miss Soraya Tintasuwan	8658	5
4. Mr. Suwat Maneekanoksakul	8134	6
5. Miss Potjanarat Siripipat	9012	5
6. Miss Roongnapha Saengchan	10142	5
7. Miss Techinee Pornpenpob	10769	5

Any of the appointed auditors or any auditors appropriately selected by The Office of the Securities and Exchange Commission (SEC) from the said audit firm shall be authorized to report and provide opinions on the Company's financial statements. In cases where the appointed auditors are unable to perform their duties, Dharmniti Auditing Co.,Ltd. shall be authorized to appoint other approved auditors from Dharmniti Auditing Co., Ltd. by the SEC office. For personal profiles of the appointed auditors please refer to Attachment No. 4. The audit fees are fixed at the amount of 1,750,000 Baht which is higher than the year 2025's details as follows;

Audit fees (THB)	2026	2025	Change (+ / -)
1. Review of separate and consolidated financial statements (3 quarters)	750,000.00	720,000.00	30,000.00
2. Audit the separate and consolidated financial statements.	920,000.00	870,000.00	50,000.00
3. Audit of the consolidated financial statements of associate companies	80,000.00	80,000.00	-
Total	1,750,000.00	1,670,000.00	80,000.00

Remark There are no other service fees.

In addition, for any services other than the normal audit services, it is proposed that the shareholders' meeting consider and approve authorizing the Board of Directors to determine the related fees on a case-by-case basis.

Dharmniti Auditing Company Limited and the seven auditors proposed for appointment are auditors approved by the Office of the Securities and Exchange Commission. They have no relationship and/or no vested interest with the Company, its subsidiaries, executives, major shareholders, or related persons, and they are not shareholders of the Company. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. In addition, the Company's subsidiaries and associates also engage auditors from Dharmniti Auditing Company Limited as their auditors for the year 2026

Board of Directors' opinion: The Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Dhammarniti Auditing Co., Ltd. by;

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| 1. Mr. Peradate Phongsathainsak | Registration No. 4752 | or |
| 2. Mr. Thanawut Piboonsawat | Registration No. 6699 | or |
| 3. Miss Soraya Tintasuwan | Registration No. 8658 | or |
| 4. Mr. Suwat Maneekanoksakul | Registration No. 8134 | or |

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|------------------------------|------------------------|----|
| 5. Miss Potjanarat Siripipat | Registration No. 9012 | or |
| 6. Miss Roongnapha Saengchan | Registration No. 10142 | or |
| 7. Miss Techinee Pornpenpob | Registration No. 10769 | |

Any of the appointed auditors for the year 2026 shall be authorized to be a part in the remuneration fixing that complies with the careful and sufficient proposal of the Audit Committee and at the approval from the Board of Directors.

Votes required: The resolution on this agenda item shall be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 **Other matters, (if any)**

In accordance with Good Corporate Governance, the Company has provided minor shareholders with the opportunity to propose any meeting agenda items in advance, ensuring their right to nominate persons to be appointed as directors at the 2026 Annual General Meeting of Shareholders. This was achieved by publishing the Invitation on the Company's Website and throughout Setlink from October 31, 2025, to January 30, 2026. However, no shareholders nominated any candidates for election as directors on this occasion.

.All shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders on Monday, April 27, 2026, at 13.30 hours in Meeting Room 9th Floor Building 4 Vibhavadi Medical Center Public Company Limited. For maps and directions, please refer to **Attachment No.9**.

In order to protect the rights and benefits of shareholders attending the 2026 of Annual General Meeting of Shareholders, please be advised to bring your ID card for identification before entrance. Shareholders unable to attend the meeting but wishing to grant proxy to the Company's independent directors to attend and vote on their behalf may do so by using Proxy Form A, B, or C (Form C is only for foreign investors authorizing their custodians in Thailand to keep and manage their shares). Please refer to **Attachment No.7** to appoint the Company's independent directors as follows:

1. Mr. Sirote Swasdipanich
2. Mr. Nikom Wairatpanij
3. Mr. Chainarin Sairungsri
4. Mr. Prasert Sriuranpong

(For profiles of the independent directors proposed by the Company to act as proxies for the shareholders please refer to Attachment No.8)

The Company requests compliance from shareholders and/or their proxies to familiarize themselves with the Company's terms and conditions for shareholder meeting registration, proxy granting, and voting policy as outlined in **Attachment No. 6**. To facilitate shareholder meeting registration, please bring the meeting registration form for identification before entrance.

In accordance with the Personal Data Protection Act B.E. 2562, the Company has officially established and published the Personal Data Protection Policy on the Company's Website (<https://www.vibhavadi.com/ir-corporate-governance>). The Company seeks cooperation from shareholders and/or their proxies to read and understand the Personal Data Protection Policy, which outlines the purpose of collecting and processing personal data provided to the Company, as well as the protection, access, and rights of personal data owners as required by law.

Sincerely Yours,



(Mr. Phijit Wiriyaattakul)

Managing Director

Company Secretary

E-mail : cs@vibhavadi.com

Tel. 0-256-1111 ext. 2408, 2427

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

Vibhavadi Medical Center Public Company Limited

Time and Place

The meeting was held on Wednesday, November 19, 2025, at 09:00 AM, in the 9th-floor meeting room, Building 4, Vibhavadi Hospital, 51/3 Ngamwongwan Road, Lat Yao Subdistrict, Chatuchak District, Bangkok 10900, Thailand.

Opening of the meeting at 09:00 AM.

Mrs. Bovornphan Rathprasert, the Director and Secretary, informed the meeting that there were 32 shareholders attending in person and 37 shareholders represented by proxy, making a total of 69 shareholders. The total number of shares held at the time the meeting commenced was 9,797,712,339 shares, representing 72.6574% of the total issued shares, thereby constituting a quorum as required by the company's regulations.

Mr. Nikom Waiyaratpanich, the Chairman of the Board, officially opened the Extraordinary General Meeting of Shareholders No. 1/2025 and informed the shareholders that, for this meeting, the company had sent the invitation in the form of a QR code, which helped reduce paper consumption by 5.62 million sheets. This initiative is part of the company's commitment to supporting the greenhouse gas reduction project, which resulted in a reduction of 21.76 metric tons of CO₂ equivalent, or the equivalent of planting 2,290 trees.

Mrs. Bavornphan Rathprasert, the Director and Secretary, to introduce the members of the Board of Directors, the members of the sub-committees, and the executives attending the Extraordinary General Meeting of Shareholders No. 1/2025, as follows:

The Board of Directors members attending the meeting (the attending members represented 78.57% of the total number of the Board of Directors).

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| 1. Mr. Nikom Wairatpanij | Chairman of the Board of Directors / Independent Director /
Audit Committee member / Chairman of the Nomination and
Remuneration Committee / Chairman of the Corporate
Governance and Sustainability Committee |
| 2. Mr. Chaisith Viriyamettakul | Chairman of Executives Committee / Director / Chairman of the
Risk Management and Investment Committee / Nomination and
Remuneration Committee member |
| 3. Mr. Sirote Swasdipnich | Chairman of the Audit Committee / Independent Director |

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|---------------------------------|---|
| 4. Mr. Chainarin Sairungsri | Independent Director / Audit Committee member / Corporate Governance and Sustainability Committee member |
| 5. Mr. Prasert Sriuranpong | Independent Director / Audit Committee member |
| 6. Mr. Pongpat Patanavanich | Director |
| 7. Mr. Pramuk Unachak | Director |
| 8. Mrs. Yada Putthkayon | Director / Managing Director / Executive Committee member / Risk Management and Investment Committee member |
| 9. Ms. Rukkagee Kanjanapitak | Director |
| 10. Mr. Phijit Wiriyamettakul | Director / Managing Director / Executive Committee member / Risk Management and Investment Committee member |
| 11. Mrs. Bavornphan Rathprasert | Director and Secretary / Executive Committee member / Risk Management and Investment Committee member |

Director who did not attend the meeting.

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| 1. Mr. Sitthi Panupattanapong | Director / Executive Committee member
(due to prior commitments) |
| 2. Gen. Boonloet Chuntarapas | Independent Director (due to prior commitments) |
| 3. Mr. Pitchaya Somburanasin | Director (due to prior commitments) |

Attending Managements

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|-------------------------------|--|
| 1. Lt.Gen. Prompong Peerabool | Vice Chairman of Executive Committee |
| 2. Mr. Chutchawan Buranarach | Executive Committee Advisor |
| 3. Mr. Yongyut Domesuriya | Chief Financial Officer |
| 4. Mrs. Sasithorn Noragrai | Executive Committee member / Company Secretary |

Independent Financial Advisor, Yuanta Securities (Thailand) Co., Ltd.

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|-------------------------------|---|
| 1. Mr. Payuphat Mahaphol | Managing Director, Investment Banking Division |
| 2. Khun Apichat Saengchan | Assistant Managing Director, Investment |
| 3. Ms. Nuchda Rerngruthairuen | Assistant Managing Director, Investment Banking |

Division Shareholders' right protection volunteer

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|----------------------------|----------------------------|
| 1. Mrs. Keerthika Paenglad | Thai Investors Association |
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Auditor

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|-----------------------------|---|
| 1. Ms. Roongnapha Saengchan | Auditor from Dhammarniti Auditing Co., Ltd. |
|-----------------------------|---|

The Chairman assigned Mrs. Bavornphan Rathprasert, Director and Secretary, to inform the details of the voting procedures as follows;

1. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.
2. Shareholders attending in person and proxy holders, according to Form A, Form B, and Form C, cannot split their voting rights on each agenda. Voting contrary to these criteria will be considered a spoiled vote and counted as an abstention.
3. For each agenda requiring approval, shareholders in the meeting room who have not yet voted can vote to approve, disagree, or abstain.
4. If shareholders disagree or abstain from voting on any agenda, please raise your hand for the staffs collect your voting slip for further recording.
5. The vote counting will count only the votes of shareholders who vote disagree or abstain from voting on each agenda item. The votes disagree and abstentions will be deducted from the total votes attending at the meeting, and the remaining votes will be considered as approve, as proposed.
6. For every agenda, if shareholders or proxies wish to express opinions or propose questions, please raise your hand.

In this meeting, the Company utilized a shareholder meeting management program, which is a barcode system, and recorded the meeting in video format.

Mrs. Bovornphan Rattanaprasert, the Director and Secretary, reported that the company had disseminated the invitation to the Extraordinary General Meeting of Shareholders to shareholders through the news system of the Stock Exchange of Thailand and published it on the company's website since October 28, 2025.

Mrs. Bavornphan Rathprasert, Director and Secretary, invited a volunteer from shareholders, who attended the meeting to act as a meeting inspector by overseeing the vote counting with the Company's staff.

Ms. Wawrach Klinjampa, a shareholder, volunteered to participate in the vote counting.

The Chairman conducted the meeting according to the following agenda;

Agenda 1 To consider and certify the Minute of the 2025 Annual General Meeting of Shareholders.

Mrs. Bowornphan Rattanaprasert, the Director and Secretary, to present the details to the meeting.

Mrs. Bowornphan Rattanaprasert, the Director and Secretary, informed the meeting that the minutes of the Annual General Meeting of Shareholders for the year 2025, held on April 28, 2025, consisted of 17 pages. The company had submitted the minutes to the Stock Exchange of Thailand within 14 days from the date of the meeting, and also published it on the company's website. The company did not receive any proposals for amendments to the minutes. The details have been provided to shareholders in the form of a QR Code.

The Chairman then opened the floor for questions from the shareholders.

Mr. Wichit Saengthongsathit, a shareholder, inquired whether the Extraordinary General Meeting of Shareholders is typically held for special agenda items, and as such, the minutes of the Annual General Meeting of Shareholders are generally not approved during an extraordinary meeting. He asked what the company's reasons were for including the approval of the minutes as an agenda item in this meeting.

The Chairman explained that, in every shareholder meeting, the company includes the approval of the minutes from the previous meeting as an agenda item to ensure transparency in the recording of the meeting minutes. Furthermore, the company will consider any suggestions from shareholders when setting the agenda for the next meeting.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting resolved to approve the Minutes of the 2025 Annual General Meeting of Shareholders.

Meeting of Shareholders. With voting results as follows:

Approved	9,798,348,165	votes	or	99.9962%
Disagreed	375,000	votes	or	0.0038%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,798,723,165	votes	or	100.0000%

Agenda 2 To consider and approve the reduction of the Company's registered capital by Baht 143,112,781.00 from Baht 1,491,593,360.60 to Baht 1,348,480,579.60 by cancelling 1,431,127,810 unissued ordinary shares with a par value of Baht 0.10 per share, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

Mrs. Bavornphan Rathprasert, the Director and Secretary, to present the details to the meeting.

Mrs. Bavornphan Rathprasert, the Director and Secretary, presented to the meeting as follows:

As the Company has 1,431,127,810 unissued ordinary shares, in order to comply with the Public Limited Companies Act B.E. 2535 (as amended), which stipulates that the Company may only increase its registered capital after reducing the portion of unissued shares.

Reduction of Registered Capital by Cancelling Unissued Ordinary Shares

Number of Unissued Shares		1,431,127,810	shares	
Structure	Unit	Existing	Capital Reduction	After the capital reduction
Registered Capital	Baht	1,491,593,360.60	143,112,781.00	1,348,480,579.60
Number of registered shares	Shares	14,915,933,606	1,431,127,810	13,484,805,796
Par value per share	Baht/Shares	0.10		0.10

The meeting also approved the amendment of Clause 4 of the Memorandum of Association to align with the reduction of registered capital. Additionally, the meeting authorized the person(s) designated by the authorized directors to sign on behalf of the company and to have the authority to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to make any necessary amendments or take any actions required to complete the registration process.

The Chairman then opened the floor for questions from the shareholders.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting unanimously resolved to approve the reduction of the Company's registered capital by Baht 143,112,781.00 from Baht 1,491,593,360.60 to Baht 1,348,480,579.60 by cancelling 1,431,127,810 unissued ordinary shares with a par value of Baht 0.10 per share, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital as follows:

Clause 4. The registered capital is	1,348,480,579.60	Baht	(One billion, three hundred forty-eight million, four hundred eighty thousand, five hundred seventy-nine Baht and sixty Satang)
Consisting of	13,484,805,796	Shares	(Thirteen billion, four hundred eighty-four million, eight hundred five thousand, seven hundred ninety-six shares)
Par value per share	0.10	Baht	(Ten Satang)
Consisting of			
Ordinary shares	13,484,805,796	Shares	(Thirteen billion, four hundred eighty-four million, eight hundred five thousand, seven hundred ninety-six shares)
Preferred shares	None	Shares	(-)

Meeting of Shareholders. With voting results as follows:

Approved	9,798,723,165	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,798,723,165	votes	or	100.0000%

Agenda 3 To consider and approve the issuance and offering of the Warrants to Purchase Newly Issued Ordinary Shares of the Company No. 5 (VIBHA-W5) in the total amount of not exceeding 1,123,733,816 units to the existing shareholders of the Company in proportion to their respective shareholdings at no cost (zero Baht) at the allocation ratio of 12 existing ordinary shares to 1 unit of warrant.

Mrs. Bowornphan Rattanaprasert, the Director and Secretary, to present the details to the meeting.

The Board of Directors Meeting No. 5/2025 resolved to approve the issuance and offering of the 5th Warrants to Purchase New Ordinary Shares of the Company (VIBHA-W5), with the objective of providing the company with additional sources of funding for business expansion opportunities and/or for working capital purposes. The details of the 5th Warrants to Purchase New Ordinary Shares of the Company (VIBHA-W5) are as follows:

Conditions	Details
Type	The 5th Series of Warrants to Purchase the Company's Ordinary Shares
Type of Securities	Registered Warrants Transferable by Endorsement
Objectives and Necessity	To support investment opportunities and/or as the Company's working capital.
Number of Warrants Issued	Not exceeding 1,123,733,816 units
Percentage	8.33% of the Company's total issued and paid-up shares.
Record Date	November 27, 2025
Allocation Method	Allocated to the Company's existing shareholders whose names appear on the record date.
Offering Price per Unit	Baht 0.00 per unit
Exercise Ratio	VIBHA-W5 1 unit newly issued ordinary share 1 share
Exercise Price for Ordinary Shares	12 existing ordinary shares per 1 warrant (VIBHA-W5) unit.
Warrant Issuance Date	December 15, 2025
Allocation Ratio	12 : 1 (Existing Shares : VIBHA-W5)
Warrant Tenure	3 years from the issuance date of the warrant (VIBHA-W5).
Exercise Period	The last business day of March and September (First exercise date: March 31, 2026)

Advantages of Issuing and Offering VIBHA-W5

1. To provide funding for the company's future business expansion and/or to serve as working capital for operations.
2. To enhance the flexibility of the company's capital structure through the exercise of the rights to purchase new ordinary shares.
3. As the company's business grows and becomes more profitable, it will have the capacity to pay dividends. The company has a dividend policy to distribute no less than 50% of net profit after legal reserves.

Impact on Shareholders

1. No impact on the share price, as the exercise price of the VIBHA-W5 warrants is higher than the market price prior to the offering.
2. The shareholders' ownership percentage will decrease by no more than 7.69% compared to the ownership percentage before the issuance of the VIBHA-W5 warrants.
3. The earnings per share (EPS) will decrease by no more than 7.84% compared to the net profit for the year 2024.

The value that shareholders will receive compared to the impact on their earnings per share or voting rights: The company expects that the capital increase, which will be used as working capital and for future investments and business expansion, will help the company grow continuously and benefit shareholders in the long term.

The Chairman then opened the floor for questions from the shareholders.

Mrs. Keerthika Paenglad, a proxy from the Thai Investors Association, inquired about the company's management approach if the exercise of rights by shareholders does not proceed as expected. She also asked about the company's investment plans in this right offering, as it aims to expand investment, and how such plans will benefit shareholders.

Mr. Phijit Viriyamettakul, Managing Director, provided the following clarification:

1. In the event that the shareholders' exercise of rights does not meet expectations, and regarding the management plan, the issuance of the warrants (VIBHA-W5) is a continuation of the previous warrants (VIBHA-W4), where the number of rights exercised was lower than expected due to the economic conditions. The funds raised from the issuance and offering of the warrants (VIBHA-W5) will be used for investments and to reduce debt. Whether shareholders exercise their rights depends on whether the company can grow its business in line with its targets. The company expects the exercise price of 2 Baht to be reasonable for a 3-

year warrant term. If no rights are exercised, the company will need to explore other sources of funding to manage liquidity.

2. Regarding the investment expansion plan, the company is investing in the Vibhavadi Hospital Rama 2 branch, which is scheduled to open in early 2026. The company is preparing the necessary funding to support the launch of this new project and its management.

Mr. Vicha Chokpongpan, a shareholder, suggested that the company should explore new investment opportunities, such as in China, where hotels often have hospitals within the hotel premises. This setup allows guests to receive medical treatment immediately and could potentially increase the number of local and international patients using the hospital's services.

Ms. Bussakorn Nampasutadol, a shareholder, inquired as follows:

1. What is the reason for issuing the warrants (VIBHA-W5) and using the funds raised for investment in the Vibhavadi Medical Center Rama 2 project? How much capital is required for the project, considering the company already has sufficient revenue and profit to finance the investment?
2. What percentage of the funds will be allocated for business operations, considering that the company's liabilities have been steadily decreasing?
3. The company has been expanding its business continuously, but the overall performance has been declining. What is the reason for this?
4. Why does the company need to increase the capital by 1,123,733,816 shares to issue the warrants?

Mr. Phijit Viriyamettakul, Managing Director, provided the following clarification:

1. The use of funds raised from the issuance of warrants to support the company's internal operations is part of the company's policy to reduce its debt burden. Although the company's debt has decreased, its debt-to-equity ratio is still higher than that of other hospitals in the market.
2. The reason for using the funds raised from the issuance of the warrants to invest in the Vibhavadi Medical Center Rama 2 project is that, despite the company having sufficient revenue and profit for investment, the company has a dividend payout ratio of 80-90% each year as reflected in the financial statements. This makes it necessary for the company to use both the funds from the warrants and loans to finance the investment.
3. Looking at the consolidated financial statements, revenue has increased due to business expansion, but the profitability has declined due to the high costs and expenses associated with expanding the business during the initial phase (fixed costs). This has resulted in lower profits. Further details may need to be reviewed on a company-by-company basis. Additionally, last year, the hospitals that received social security insurance were affected by the DRG (Diagnosis-Related Group) rate adjustment.

4. The amount of money raised is expected to be used for reducing the debt burden and/or investments that will provide good returns for the company. The warrants have a maturity of 3 years.

Mr. Wichit Saengthongsathit, a shareholder, inquired why the company is not utilizing its investment assets in other companies for further investment to benefit the company.

Mr. Chaisit Viriyametakul, Director and Chief Executive Officer, provided the following clarification:

In the past, the company has considered selling investments in hospitals whose performance did not meet the target, in order to reduce risks and use the proceeds as working capital for the business. The company assures shareholders that the investments it makes will generate returns for both the company and its shareholders.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting unanimously resolved to approve the issuance and offering of the Warrants to Purchase Newly Issued Ordinary Shares of the Company No. 5 (VIBHA-W5) in the total amount of not exceeding 1,123,733,816 units to the existing shareholders of the Company in proportion to their respective shareholdings at no cost (zero Baht) at the allocation ratio of 12 existing ordinary shares to 1 unit of warrant.

Meeting of Shareholders. With voting results as follows:

Approved	9,799,199,856	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,799,199,856	votes	or	100.0000%

Agenda 4 To consider and approve the increase of the Company's registered capital by Baht 112,373,381.60 from Baht 1,348,480,579.60 to Baht 1,460,853,961.20 by issuing 1,123,733,816 new ordinary shares with a par value of Baht 0.10 per share, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital.

Mrs. Bavornphan Rathprasert, the Director and Secretary, to present the details to the meeting.

Mrs. Bavornphan Rathprasert, the Director and Secretary, presented to the meeting as follows:

As the company intends to issue warrants (VIBHA-W5) to purchase new ordinary shares to existing shareholders in proportion to their holdings, and has already been approved by the shareholders' meeting under agenda item 3, the company must increase its registered capital to accommodate the exercise of the warrants (VIBHA-W5). Additionally, the company needs to amend Clause 4 of the Memorandum of

Association to align with the capital increase. The meeting also authorized the person(s) designated by the authorized directors to sign on behalf of the company and to have the authority to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to make any necessary amendments or take any actions required to complete the registration process and to align Clause 4 of the Memorandum of Association with the company's increased registered capital.

Increase of Registered Capital to Accommodate Warrants (VIBHA-W5)				
Number of Newly Issued Ordinary Shares for VIBHA-W5			1,123,733,816	Shares
Structure	Unit	Existing	Increase of Registered Capital (VIBHA-W4)	After the capital increase
Registered Capital	Bath	1,348,480,579.60	112,373,381.60	1,460,853,961.20
Number of registered shares	Shares	13,484,805,796	1,123,733,816	14,608,539,612
Par value per share	Bath/Shares	0.10		0.10

The Chairman then opened the floor for questions from the shareholders.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting unanimously resolved to approve the increase of the Company's registered capital by Baht 112,373,381.60 from Baht 1,348,480,579.60 to Baht 1,460,853,961.20 by issuing 1,123,733,816 new ordinary shares with a par value of Baht 0.10 per share, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital as follows:

Clause 4. The registered capital is	1,460,853,961.20	Baht	(One billion, four hundred sixty million, eight hundred fifty-three thousand, nine hundred sixty-one Baht and twenty Satang)
Consisting of	14,608,539,612	Shares	(Fourteen billion, six hundred eight million, five hundred thirty-nine thousand, six hundred twelve shares)
Par value per share	0.10	Baht	(Ten Satang)
Consisting of			
Ordinary shares	14,608,539,612	Shares	(Fourteen billion, six hundred eight million, five hundred thirty-nine thousand, six hundred twelve shares)
Preferred shares	None	Shares	(-)

Meeting of Shareholders. With voting results as follows:

Approved	9,799,199,856	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,799,199,856	votes	or	100.0000%

Agenda 5 To consider and approve the allocation of newly issued ordinary shares arising from the exercise of VIBHA-W5 warrants.

Mrs. Bavornphan Rathprasert, the Director and Secretary, to present the details to the meeting.

Mrs. Bavornphan Rathprasert, the Director and Secretary, presented to the meeting as follows:

As the company has been approved to increase its registered capital to accommodate the issuance of warrants (VIBHA-W5) to purchase new ordinary shares to existing shareholders in proportion to their holdings, the company seeks approval to allocate up to 1,123,733,816 new ordinary shares with a par value of 0.10 Baht per share to support the exercise of the warrants (VIBHA-W5). These warrants will be allocated to existing shareholders in the proportion of 12 existing ordinary shares to 1 warrant for the new ordinary shares (VIBHA-W5), with the following details:

Conditions	Details
Warrant Name / Ticker Symbol	VIBHA-W5
Number of Warrants Issued	Not exceeding 1,123,733,816 units
Percentage	8.33% of the Company's total issued and paid-up shares.
Record Date	November 27, 2025
Allocation Method	Allocated to the Company's existing shareholders whose names appear on the record date.
Exercise Price for Ordinary Shares	12 existing ordinary shares per 1 warrant (VIBHA-W5) unit.
Offering Price per Unit	Baht 0.00 per unit
Exercise Ratio	VIBHA-W5 1 unit newly issued ordinary share 1 share
Exercise Price for Newly Issued Ordinary Shares	2.00 Bath/shares (Except in the case of adjustments to the exercise ratio)
Warrant Issuance Date	December 15, 2025
Allocation Ratio	12 : 1 (Existing Shares : VIBHA-W5)
Warrant Tenure	3 years from the issuance date of the warrant (VIBHA-W5).
Exercise Period	The last business day of March and September (First exercise date: March 31, 2026)

The Chairman then opened the floor for questions from the shareholders.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting unanimously resolved to approve the allocation of the newly issued ordinary shares under VIBHA-W5.

Meeting of Shareholders. With voting results as follows:

Approved	9,799,199,856	votes	or	100.0000%
Disagreed	-	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,799,199,856	votes	or	100.0000%

The Chairman stated that agenda items 6 and 7 involve the approval of transactions related to the sale of assets and connected transactions, specifically the transaction concerning the sale of investment in ordinary shares of Ramkhamhaeng Hospital Public Company Limited ("RAM"). The Chairman therefore assigned Mr. Phijit Viriyamettakul, Managing Director, to present the details to the meeting for their consideration.

Mr. Phichit Viriyametakul, Managing Director, presented the following for the meeting's consideration:

The transaction involves the sale of 26,350,000 ordinary shares of Ramkhamhaeng Hospital Public Company Limited ("RAM"), held by Chiang Mai Ram Hospital Company Limited ("CMH"), an indirect subsidiary of the company. These shares represent 2.20% of the total shares outstanding of RAM, at a price of 17.80 Baht per share, amounting to 469.03 million Baht. The buyers are divided into two groups as follows:

Group 1: Related parties of the company (directors/executives of the company, subsidiaries, or close relatives of such individuals), purchasing 21,750,000 shares, representing 1.81% of the total shares outstanding of RAM.

Group 2: Non-related parties of the company, purchasing 4,600,000 shares, representing 0.38% of the total shares outstanding of RAM.

The period for completing the transaction.

- On September 8, 2025, the Board of Directors of the company, in a special meeting (Meeting No. 1/2025), approved CMH to sell its investment in 59,880,000 ordinary shares of RAM to Cypress Consolidated Healthcare PTE. LTD., representing 4.99% of the total shares outstanding of RAM, with a value of 1,019.96 million Baht.

- On September 26, 2025, the Board of Directors of the company, in Meeting No. 5/2025, approved CMH to sell its investment in 26,350,000 ordinary shares of RAM, representing 2.20% of the total shares outstanding of RAM, with a value of 469.03 million Baht.

The purpose of the transaction.

1. To restructure the cross-shareholding within the group of companies (VIBHA, CMR, and CMR's subsidiaries) and Ramkhamhaeng Hospital Public Company Limited ("RAM") for clearer business operations.
2. To reduce risks from potential conflicts of interest that may arise.

As a result of the transaction, Chiang Mai Ram Hospital Company Limited ("CMH") no longer holds shares in Ramkhamhaeng Hospital Public Company Limited ("RAM").


Benefits to the Company and Shareholders

1. It is a restructuring of the group's cross-shareholding policy as approved by the Board of Directors to clarify business operations and reduce risks from potential conflicts of interest.
2. The consolidated financial statements of the company will recognize a gain from the sale of investment in RAM's ordinary shares amounting to 354.44 million Baht (after tax), which will be transferred from other components of equity to retained earnings. This will enhance CMR's ability to pay dividends accordingly.
3. CMH will receive a fixed amount for the sale of the shares within the specified period, allowing the group to determine objectives and plan for the use of funds appropriately.
4. If the company receives dividends from CMR after CMR receives dividends from CMH, it will result in an increase in the company's standalone financial statements, with higher revenue and profit, enabling the company to continue with its planned use of funds.

Conditions for the transaction: The key conditions precedent for the purchase and sale of 26,350,000 ordinary shares of RAM under the Share Purchase Agreement between CMH and Group 1 and Group 2 buyers.

1. Neither party to the agreement has breached any representations, warranties, or obligations as specified in this agreement.
2. The Board of Directors and the shareholders' meeting of Chiang Mai Ram Medical Business Company Limited (CMR) have approved the sale of shares by the seller to the buyer.
3. No laws or actions by any government agency have been enacted or implemented that (a) prohibit the sale of the shares as described in this agreement, or (b) prevent the buyer from purchasing the shares.

Criteria used to determine the total value of consideration.

Criteria Used to Determine the Total Consideration (Baht 17.80 per Share)		
		
<u>The price was determined as the agreed price between the purchaser and the seller.</u>		
RAM Ordinary Shares	Share Price (Bath/Share)	Difference from the Agreed Price (Higher / Lower) (%)
15-Day Weighted Average Market Price (5 – 25 September 2025)	20.18	13.37 %
15-Day Weighted Average Market Price (3 – 23 September 2025) ¹	17.65	(0.84) %
Book Value as of 30 June 2025	15.20	(14.61)%
<p>Note 11: On 24–25 September 2025, the market price and trading volume increased significantly, with an average daily trading volume of 1,301,638 shares, representing a total trading value of Baht 27,115,129. Therefore, this does not reflect the normal average daily trading volume of 46,833 shares, with an average daily trading value of Baht 826,791.</p>		

List of buyers and their relationship with the company.

Buyers	Number of Share	%	Amount (Baht)	Relationship with the Company	Relationship with the RAM
Group 1 (Related Person)					
1. Ms. <u>Rukkagee Kanjanapitak</u>	19,300,000	1.61%	343,540,000	Director CMH และ VIBHA	Director/ Group Chief Executive officer
2. Mr. <u>Pramuk Unachak</u>	1,765,000	0.15%	31,417,000	Director CMH/ Executive Director CMH,CMR และ Director VIBHA	Group Executive Director/ Deputy Managing Director of the Northern Hospital Group
3. Mr. <u>Phitchaya Somburanasin</u>	250,000	0.02%	4,450,000	Director CMH และ VIBHA	Chairman of the Board
4. Mr. <u>Thbault Spithakis</u>	435,000	0.04%	7,743,000	Close Relative of Person No. 1	Close Relative of Person No. 1
Amount	21,750,000	1.81%	387,150,000		
Group 2 (Non Related Person)					
1. Mr. <u>Viroj Onganunkun</u>	1,000,000	0.08%	17,800,000	None	Director
2. Mr. <u>Thiem Lorthienthong</u>	1,000,000	0.08%	17,800,000	None	None
3. Miss <u>Skawrat Kanavisarut</u>	1,000,000	0.08%	17,800,000	None	None
4. Mr. <u>Supachai Chotibutr</u>	1,000,000	0.08%	17,800,000	None	None
5. Miss <u>Tassawan Sirivong</u>	300,000	0.03%	5,340,000	None	Director
6. Mr. <u>Suthee Leelasetakul</u>	200,000	0.02%	3,560,000	None	Director
7. Mr. <u>Jempol Bhumitrakul</u>	100,000	0.01%	1,780,000	None	Director
Amount	4,600,000	0.38%	81,880,000		
Total	26,350,000	2.20%	469,030,000		

Mr. Phijit Viriyamettakul, Managing Director, informed the meeting that the list of Group 1 buyers (related parties) has been amended from 3 individuals to 4, including Mr. Thibault Spithankis, who was previously listed under the non-related parties group. As a result, the number of buyers in Group 2 (non-related parties) has increased to 7.

Calculation of the transaction size.

Acquisition and disposal.

Criteria	Transaction No. 1 Disposal of 2.20% shares of RAM		Transaction No. 2 Disposal of shares of CMH		6-month prior transactions Disposal of 2.20% shares of RAM to CYPRESS		Total
	Calculation	Transaction size	Calculation	Transaction size	Transaction size	Transaction size	
1. Net Tangible Assets (NTA) Criteria	$17,729.12 \times 2.20\% \times 100$ 8,826.88	4.41%	$3,710.55 \times 7.12\% \times 100$ 8,826.88	2.99%		10.02%	17.43%
2. Net Profit from Operations Criteria	$714.86 \times 2.20\%$ 523.29	3.00%	$236.59 \times 7.12\%$ 523.29	3.22%		6.82%	13.03%
3. Total Value of Consideration Criteria	469.03×100 23,876.76	1.96%	427.20×100 23,876.76	1.79%		4.26%	8.02%
4. Value of Equity Securities Issued to Pay for Assets	Cannot be calculated as no shares were issued to settle the consideration of the assets						

The transaction size is equal to or greater than 15% but less than 50%, and therefore a report must be prepared and information disclosed to the Stock Exchange, as well as a circular sent to shareholders within 21 days

Related party transactions.

Criteria	Transaction No. 1 Disposal of 2.20% shares of RAM		Transaction No. 2 Disposal of shares of CMH		6-month prior transactions		Total
	Calculation	Transaction size	Calculation	Transaction size	Transaction size	Transaction size	
Total Reward Value x 100	379.41×100 8,826.88	4.30%					
Net Tangible Assets (NTA)			427.10×100 8,826.88	4.84%			
Including the Transaction Size of RAM Share Sales by Khun <u>Rukkagee Kanjanapitak</u> Only	343.54×100 8,826.88	3.89%					8.73%

The transaction size is equal to or greater than 3%, and therefore it must be approved by the shareholders' meeting with a majority of at least three-fourths (3/4) of the votes cast by shareholders attending the meeting, excluding the votes of interested shareholders.

Opinion of the Board of Directors / Audit Committee.

The Board of Directors / Audit Committee believes that the transaction involving the sale of the investment in the ordinary shares of RAM is reasonable and beneficial to the company for the following reasons:

1. To restructure the cross-shareholding within the group of companies (VIBHA, CMR, and CMR's subsidiaries) and Ramkhamhaeng Hospital Public Company Limited ("RAM") for clearer business operations and to reduce the risk of potential conflicts of interest in the future.
2. The agreed purchase price is considered reasonable.
3. The agreement to sell shares to related parties allows for faster and more efficient negotiations and the setting of terms. The company will receive payment for the shares as agreed, within the specified timeframe, allowing the group to determine the appropriate use of the funds.

The Board of Directors has therefore approved the proposal to present it to the shareholders' meeting for consideration. Additionally, the Board proposes that the shareholders' meeting approve the delegation of authority to the Executive Committee and/or authorized representatives of the Executive Committee to take any necessary actions related to the transaction, including amendments to the terms and conditions, as well as the termination of the agreement, with the primary consideration being the best interests of the company and its shareholders.

This is subject to the approval of the shareholders' meeting of Chiang Mai Ram Medical Business Company Limited (CMR) for the same transaction.

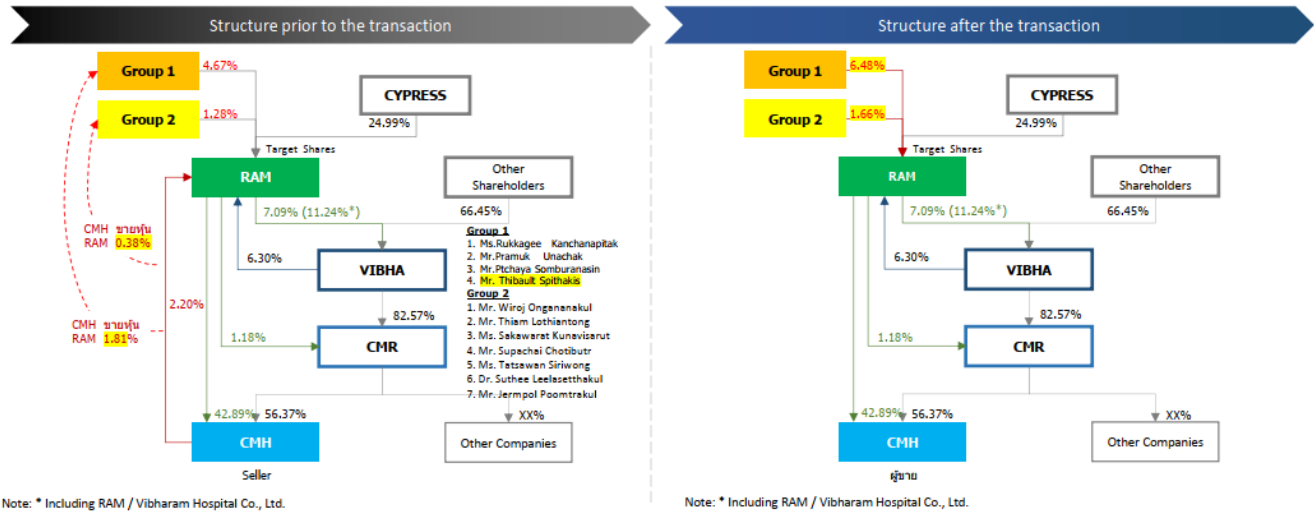
Dr. Bavonphan Rathprasert, Director and Secretary, invited the Independent Financial Advisor to present their opinion regarding the disposal of assets and related party transactions, specifically the transaction involving the sale of investment in the ordinary shares of RAM.

Mr. Payupat Mahaphol, Independent Financial Advisor, presented his opinion regarding the sale of ordinary shares to related parties as follows:

Summary of the Background and Rationale for Transaction No. 1

Source and Nature of the Transaction

- The Board of Directors of Chiangmai Ram Medical Business Public Company Limited ("CMR") and Vibhavadi Medical Center Public Company Limited ("VIBHA"), at their respective Board Meetings No. 5/2025, resolved to approve the disposal of the entire investment in ordinary shares of RAM held by CMH, totaling 26,350,000 shares, representing approximately 2.20% of the total issued and paid-up shares of RAM. The following groups of purchasers: 1) individuals who hold positions as directors and/or executives concurrently with the Company; and 2) other individuals who are not related parties.
- The transaction price was set at Baht 17.80 per share, representing a total transaction value of approximately Baht 469.03 million.



Advantages and Disadvantages of Entering into the Transaction

+ Advantages of Entering into the Transaction

- 1) Elimination of cross-shareholding within the group
- 2) CMR can recognize profit from the sale of shares and reclassify previously unrealized gains recorded under other components of equity into retained earnings.
- 3) CMR can plan the use of proceeds to generate appropriate returns for shareholders, as the payment is received in a definite amount within a specified timeframe.
- 4) In the event that CMR receives dividends from CMH, such proceeds can be utilized to benefit the Group and its shareholders.
- 5) CMR receives cash payment for the shares, thereby increasing liquidity, which enhances financial and investment capacity.

- Disadvantages of Entering into the Transaction

- 1) Foregone opportunity to receive dividends from RAM
- 2) Potential loss of future capital gains from an increase in RAM's share price

Advantages and Disadvantages of the Transaction with Related Parties



Advantages of Entering into the Transaction with Related Parties Compared to Unrelated Third Parties

- 1) Negotiations and the determination of terms were conducted more swiftly and efficiently than would have been possible with external parties.
- 2) The Buyers group is reliable, and payment for the shares is expected to be received in a definite amount within the specified timeframe.
- 3) The sale price of the shares is comparable to that which would have been offered to external parties, ensuring that the Group's interests are not adversely affected.



Disadvantages of Entering into the Transaction with Related Parties Compared to Unrelated Third Parties

- 1) Foregone opportunity to sell the shares to other investors who may have offered more favorable terms.
- 2) The Company incurs additional obligations and expenses from having to comply with the relevant regulations.

Risks Associated with the Transaction

- 1) Risk in the event that shareholders do not approve the transaction, which may affect the Group's planned use of proceeds.
- 2) Risk arising from fluctuations in the trading price of the shares on the Stock Exchange
- 3) Risk related to compliance with mandatory conditions as stipulated in the agreement.
- 4) Risk concerning the financing and payment obligations of the purchaser group.
- 5) Risk of lost opportunity to receive future dividends from RAM.
- 6) Risk of lost opportunity if RAM's share value increases in the future.

The Independent Financial Advisor (IFA) has considered the advantages, disadvantages, and risks of the transaction and is of the opinion that the transaction is reasonable.

Summary of Opinion on Price: Transaction 1

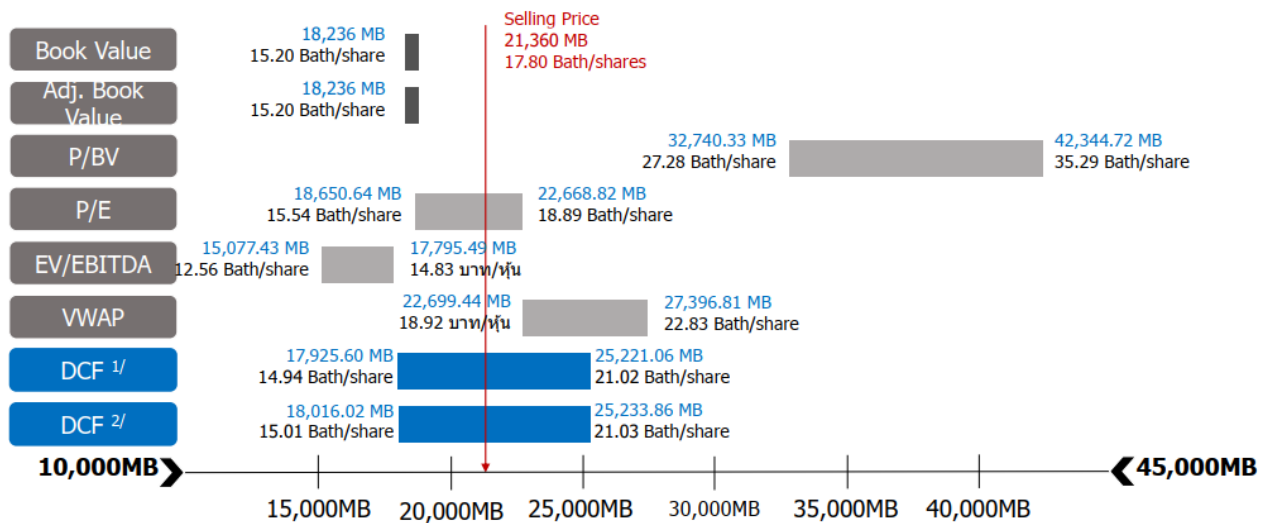
RAM Share Valuation Results by Method

#	Valuation Method	Enterprise Value (THB million)	Share Price (THB/share)	Appropriateness
1	Book Value Method	18,235.79	15.20	Not Appropriate
2	Adjusted Book Value Method	18,235.79	15.20	Not Appropriate
3	Market Comparable Method			
3.1	Price to Book Value Ratio (P/BV)	32,740.33 – 42,344.72	27.28 – 35.29	Not Appropriate
3.2	Price to Earnings Ratio (P/E) Ratio	18,650.64 – 22,668.82	15.54 – 18.89	Not Appropriate
3.3	EV/EBITDA Ratio	15,077.43 – 17,795.49	12.56 – 14.83	Not Appropriate
4	Volume Weighted Average Price Method	22,699.44 – 27,396.81	18.92 – 22.83	Not Appropriate
5	Discounted Cash Flow Method (DCF)			
5.1	Case 1: CMR receives approval to sell CMH shares	17,925.60 – 25,221.06	14.94 – 21.02	Appropriate
5.2	Case 2: CMR does not receive approval to sell CMH shares	18,016.02 – 25,233.86	15.01 – 21.03	Appropriate

สรุปความเห็นทางด้านราคา

- If referenced to the current sale price of RAM's ordinary shares at Baht 17.80 per share, which falls within the fair value range, therefore
- **Therefore, the Independent Financial Advisor (IFA) is of the opinion that the sale price of CMH's RAM ordinary shares in this transaction is appropriate.**

Summary of Opinion on Price: Transaction 1



The Chairman then opened the floor for questions from the shareholders.

Mr. Wichit Sangthongsathit, a shareholder, asked the Independent Financial Advisor the following questions:

1. I would like to know the reasons and appropriateness for setting the transaction price at 17.80 THB per share.
2. Regarding the calculation of the 15-day average price, why was the lowest price of RAM stock used in the period, considering that the method used by the Independent Financial Advisor resulted in a higher price? Additionally, for the Discounted Cash Flow (DCF) method, what is the weighted average discount rate used?

Mr. Payapat Mahaphol, Independent Financial Advisor, explained as follows:

1. On the determination of the price at 17.80 Baht per share: This price was negotiated and agreed upon by both the buyer and the seller, based on the 15-day moving average price of RAM shares on the Stock Exchange of Thailand. In the 15 days prior to the board meeting, the share price of RAM was between 17 and 18 Baht per share. The Independent Financial Advisor (IFA) provided its opinion on the appropriateness of this price. The IFA assessed the value of RAM shares using five different methods, as reported. The most appropriate method for valuing RAM shares was the Discounted Cash Flow (DCF) method. In Case 1, where CMH received approval to sell RAM shares, the share price was valued between 14.94 and 21.02 Baht per share. In Case 2, where CMH did not receive approval to sell, the share price was valued between 15.01 and 21.03 Baht per share. Since the sale involves a large number of shares, it is considered a Big Lot transaction. Typically, Big Lot sales include a discount from the market price and may affect the market price of the shares.

The Discount Rate applied in the DCF calculation was approximately 8.45%, which is the appropriate rate for RAM. Therefore, the IFA concluded that the sale price of 17.80 Baht per share was fair and appropriate.

2. On the price assessment method used by the IFA: The valuation methods employed by the IFA produced both higher and lower price estimates than the agreed sales price of 17.80 Baht per share. The DCF method, which calculates the fair value of the shares, applied the Weighted Average Cost of Capital (WACC) to determine the cost of equity and the cost of debt. This method is widely accepted in financial valuation. The full details of the IFA's opinion on the matter were provided in the report, which was distributed to shareholders along with the meeting invitation.

Chairperson's Further Clarification: The price of 17.80 THB per share was agreed upon after negotiations between the buyer and the seller over a period of time. This price of 17.80 THB represents an increase of 0.80 THB per share from the initial sale price.

Mr. Thara Cholpranee, a shareholder, inquired whether the sale of the investment in the common shares of RAM to two separate groups – one consisting of non-related parties and the other consisting of related parties – should be treated as one unified group, considering that both groups include directors of RAM and CMR, who have a vested interest in the transaction concerning the sale of RAM shares.

Mr. Payupat Mahaphol, the Independent Financial Advisor, provided an explanation regarding the criteria for related party transactions as follows:

According to the criteria for related party transactions, it is specified that interested parties are individuals who may cause a conflict of interest for the directors or executives of a listed company when making decisions, as they have a vested interest in the matter. The buyers listed above, Group 1 consists of individuals who are directors in both RAM and the company, while Group 2 consists of individuals who are directors of RAM but not of the company. This is the reason the company has separated the buyers into two groups and defined different interested parties (as per the definition of related parties).

As there were no further questions from the shareholders, the Chairman requested the meeting to vote on Agenda Items 6 and 7.

Agenda 6 To consider and approve the disposal of assets in the case where Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary of the Company, disposes of its investment in the ordinary shares of Ramkhamhaeng Hospital Public Company Limited (RAM) to unrelated parties, totaling 4,600,000 shares, representing 0.38% of RAM's total issued

The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting passed a resolution with a vote of not less than three-quarters of the shareholders present and entitled to vote, to approve the disposal of assets in the case where Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary of the Company, disposes of its investment in the

ordinary shares of Ramkhamhaeng Hospital Public Company Limited (RAM) to unrelated parties, totaling 4,600,000 shares, representing 0.38% of RAM's total issued shares, to individuals as follows:

1.	Mr. Viroj Onganunkun	1,000,000 shares	or 0.08%
2.	Mr. Theim Lorthienthong	1,000,000 shares	or 0.08%
3.	Miss Skawrat Kanavisarut	1,000,000 shares	or 0.08%
4.	Mr. Supachai Chotibutr	1,000,000 shares	or 0.08%
5.	Miss Tassawan Sirivong	300,000 shares	or 0.03%
6.	Mr. Suthee Leelasetakul	200,000 shares	or 0.02%
7.	Mr. Jernpol Bhumitrakul	100,000 shares	or 0.01%
	Total	4,600,000 shares	or 0.38%

Meeting of Shareholders. With voting results as follows:

Approved	9,798,824,856	votes	or	100.0000%
Disagreed	375,000	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	9,799,199,856	votes	or	100.0000%

Note: For this agenda, the votes of shareholders with a vested interest will not be counted. According to the company's shareholder list as of October 15, 2025, which is the record date for shareholders entitled to attend the meeting, the shareholders with a vested interest in this agenda represent 0.24% of the company's paid-up capital. These shareholders are: (1) Mr. Jernpol Phumitrakul, (2) Mr. Thiam Lotienthong, and (3) Mrs. Skawarat Kunavisarut. These individuals did not attend the meeting.

Agenda 7 To consider and approve the disposal of assets and related-party transactions in the case where Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary of the Company, disposes of its investment in the ordinary shares of Ramkhamhaeng Hospital Public Company Limited (RAM) to related parties, namely Ms. Rukkagee Kanchanapitak, Mr. Pramuk Unchak, Mr. Pitchaya Somburanasin, and Mr. Thibault Spithakis, totaling 21,750,000 shares, representing 1.81% of RAM's total issued shares.

The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting passed a resolution with a vote of not less than three-quarters of the shareholders present and entitled to vote, to approve the disposal of assets and related-party transactions in the case where Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary of the Company, disposes of its investment in the ordinary shares of Ramkhamhaeng Hospital

Public Company Limited (RAM) to related parties, namely Ms. Rukkagee Kanchanapitak, Mr. Pramuk Unchak, Mr. Pitchaya Somburanasin, and Mr. Thibault Spithakis, totaling 21,750,000 shares, representing 1.81% of RAM's total issued shares.

Meeting of Shareholders. With voting results as follows:

Approved	8,172,176,523	votes	or	100.0000%
Disagreed	375,000	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	8,172,551,523	votes	or	100.0000%

Remark : In this agenda item, the votes of shareholders with a conflict of interest are not counted in the voting base. On the list of shareholders as of October 15, 2025, which is the Record Date, there are shareholders with a conflict of interest representing 12.99% of the total issued shares, which comprise

- 1) Interested parties comprises of Mr. Ueachat Kanchanaphitak, Mr. Rishit Kanchanaphitak, Mr. Worapan Unachak, Ms. Kewalee Unachak, Ms. Siriphan Unachak, and Mr. Prakarn Unachak, totaling 102,320,216 shares
- 2) Interested parties present in the meeting comprises of Mr. Pramuk Unachak, Ramkhamhaeng Hospital PCL and Vibharam Hospital Company Limited, totaling 1,626,648,333 shares. And unregistered and ineligible to vote: Ms. Rukkagee Kanchanaphitak, 22,198,333 shares.

Agenda 8 To consider and approve the disposal of assets and related-party transactions in the case where Chiang Mai Ram Medical Business Public Company Limited (CMR), a subsidiary of the Company, disposes of 2,848,000 ordinary shares of Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary, representing 7.12% of CMH's total issued shares, to Ramkhamhaeng Hospital Public Company Limited (RAM), a related party.

The chairman assigned Mr. Phijit Viriyamettakul, the Managing Director, to present the details. Mr. Phijitt Viriyamettakul, the Managing Director, presented to the meeting as follows:

The transaction involves the sale of 2,848,000 common shares of Chiang Mai Ram Hospital Co., Ltd. (CMH), which is an indirect subsidiary of the company, held by Chiang Mai Ram Medical Business Co., Ltd. (CMR), representing 7.12% of the total issued shares of CMH. The shares are being sold at a price of 150.00 Baht per share, amounting to a total of 427.20 million Baht, to Ramkhamhaeng Hospital Public Company Limited (RAM).

Timeline for the Transaction:

- September 26, 2025: The Board of Directors' meeting (Meeting No. 5/2568) approved the sale of 2,848,000 ordinary shares of CMH, representing 7.12% of the total outstanding shares of CMH, to RAM, with a total transaction value of THB 427.20 million.
- Extraordinary Shareholders' Meeting: An Extraordinary General Meeting of Shareholders (EGM) will be convened (Meeting No. 1/2568) to approve the transaction.
- By Q4, 2025: CMR, a subsidiary of the company, will complete the sale of 2,848,000 ordinary shares of CMH (7.12% of the total outstanding shares) to RAM. The transaction will be concluded within the fourth quarter of 2025.

Objectives of the Transaction:

1. To restructure the business of the group. CMR will focus on providing services to hospitals that primarily cater to social security patients, while CMH will focus on providing medical services to patients who pay in cash.

Results of the Transaction: As a result of this transaction, CMH will change its status from being an "indirect subsidiary" to an "indirect associate company" of the company.

Benefits to the Company and Shareholders:

1. Business Restructuring: The sale of shares in CMH is part of the company's strategic business restructuring. CMR, as a subsidiary, will focus on providing services in the Social Security patient segment, which represents a stable and recurring revenue base. This aligns with the company's long-term strategy to strengthen its core operations in this area.
2. Special Accounting Gain: CMR will recognize a special accounting gain of approximately 330.12 million baht in the company's financial statements for the period in which the transaction takes place. This gain will contribute positively to CMR's overall financial performance.
3. Dividend Income from CMH: CMR will continue to receive dividends from CMH's operations based on its 49.25% ownership stake in CMH, which will help maintain a steady income stream from its investment in the subsidiary, despite the change in its ownership structure.
4. Increased Liquidity and Financial Strength for CMR: The company will receive 427.20 million baht in cash from the sale of the CMH shares. This cash inflow will significantly boost CMR's liquidity, enhancing its ability to fund future projects, repay debt, or make other strategic investments.
5. Reduced Investment Burden and Potential Losses: By reducing its stake in CMH, CMR lowers its exposure to potential investment losses, particularly from the initial financial outlays

for the Chiang Mai Ram 2 Hospital project, which may incur startup costs and require time to reach profitability.

6. **Guaranteed Payment for Share Sale:** CMR will receive a fixed payment for the sale of the shares, providing certainty and financial security. This eliminates any uncertainty about the terms of the sale and provides clear, predictable cash flow for the company.

Conditions Precedent and Disadvantages of the Transaction

The key conditions precedent for the transaction include:

1. No Breach of Representations and Warranties by the Seller, or Violation of Any Agreements or Obligations of the Seller under the Share Purchase Agreement.
2. No Material Adverse Effect during the Period Leading up to the Completion of the Transaction.
3. The Seller has obtained all necessary consents, approvals, and waivers from all relevant third parties for the transaction and the performance of this agreement, including approval from the shareholders' meeting and/or the board of directors for the transaction (if required).
4. The Buyer has obtained all necessary consents, approvals, and waivers from all relevant third parties for the transaction and the performance of this agreement, including approval from the shareholders' meeting and/or the board of directors for the transaction (if required).

Criteria for Determining the Total Value of the Consideration (150.00 Baht per Share).

Criteria : The total consideration (sale price of CMH shares at Baht 150 per share) will be referenced based on the Price-to-Earnings (P/E) ratio as of 25 September 2025 of RAM, as the purchaser, and all hospital companies listed on the Stock Exchange of Thailand (SET).				
		Average of All Hospital Companies Listed on the SET(Lower limit)	RAM (Selling) (Upper limit)	Appropriate Price-to-Earnings (P/E) Ratio Range for Determining the Sale Price of CMH
1. Price-to-Earnings (P/E) Ratio as of 25 September 2025	Times	22.41	33.07	22.41 – 33.07
2. Net Profit for the 12-Month Period Ended 30 June 2025 of CMH	Million Bath	236.59	236.59	
3. <u>Preliminary Enterprise Value of CMH is approximately (Item 3 = Item 1 × Item 2)</u>	Million Bath	5,301.98	7,824.03	5,301.98 – 7,824.03
<u>Preliminary Enterprise Value of CMH is approximately</u>	บาทต่อหุ้น	132.55	195.60	132.55 – 195.60

* As of 30 June 2025, the book value of CMH was Baht 93.02 per share

Conclusion	The sale price of CMH shares at Baht 150 per share, representing an enterprise value of approximately Baht 6,000 million, falls within the appropriate enterprise value range for CMH (Baht 5,301.98 – 7,824.03 million), or equivalent to a CMH share price range of Baht 132.55 – 195.60 per share.
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List of Buyers and Their Relationship with the Company.

Connected Persons	Company Relationship (As of March 19, 2025)		Relationship with RAM (As of April 24, 2025)	
	Relationship/ Position	Shareholding in the Company	Relationship/ Position	Stake in RAM
1. F&S79 Co., Ltd.	Major Shareholder	19.67%, comprising direct shareholding of 17.83% and indirect shareholding through RAM, Synphaet, and Vibhavaram of [1.73]%, [0.11]%, and [0.001]% of the total issued and paid-up shares, respectively.	Major Shareholder	25.29%, this includes 24.46% of direct shareholding and 0.83% of indirect shareholding through Synphaet.
2. Ms.Rukkagee Kanjanapitak	Director	-	Director and Group Chief Executive Officer	-
3. Mr. Pitchaya Somburanasin	Director	-	Director and Chairman of the Board	-
4. Mr. Pramuk Unachak	Director	-	Deputy Managing Director of the Northern Hospital Group	-

Calculation of the Transaction Size.

Acquisition and Disposition of Assets

รายการ	Net Tangible Asset Value (NTA) Threshold	Net Operating Profit Criteria	Total value of the reward	Threshold for the value of capital shares issued to pay for assets
Transaction 1: Disposal of Investment in All RAM Ordinary Shares (2.20% of the total issued and paid-up shares)	4.41%	3.00%	1.97%	It cannot be calculated.
Transaction 2: Disposal of CMH Ordinary Shares	2.99%	3.22%	1.79%	It cannot be calculated.
Disposal of the Company In the past 6 months,	10.03%	6.82%	4.26%	It cannot be calculated
Total	17.43%	13.03%	8.02%	-

Related Transactions

List	The value used to calculate the item size	Net Tangible Asset Value of the Company	Percentage of the Company's Net Asset Value
Transaction 2 Disposal of Ordinary Shares of CMH	427.20	8,826.87	4.84
All loans and interest paid at CMH loan companies	-	-	-
Connected Transactions in the Past 6 Months	-	-	-
Total			4.84

Opinion of the Board of Directors / Audit Committee.

The Board of Directors / Audit Committee believes that the transaction involving the sale of ordinary shares of CMH is reasonable and beneficial to the company, as follows:

1. The transaction involving the sale of ordinary shares of CMH is part of a business restructuring: CMR will focus on providing services to hospitals that cater to social security insurance clients, which represents a stable and consistent revenue base.
2. CMR will recognize special accounting profits.
3. CMR will continue to receive dividends from CMH's operations in proportion to its shareholding in CMH, which is 49.25%.

4. Enhancing CMR's financial strength: The company will have increased liquidity from the cash payment of approximately 427.20 million Baht for the ordinary shares of CMH.
5. CMR reduces its investment burden, including any potential losses that may arise in the early stages from the Chiang Mai Ram 2 Hospital project.
6. CMR has received a fixed amount as payment for the share purchase.

CMR, as a subsidiary of the company, engaging in the transaction of selling CMH ordinary shares to RAM, a related party, is reasonable and beneficial to the company for the following reasons:

7. CMH, as an indirect subsidiary of the company, will benefit from synergies within the RAM group that may arise from CMH becoming a subsidiary of RAM. RAM, being a large listed company with expertise in the hospital business, will enhance CMH's operations, making them more efficient, such as through cost and resource management via centralized procurement, among others.
8. Negotiations and the bargaining of terms can be done quickly and efficiently compared to negotiations with external parties.

The Board of Directors has therefore approved the proposal to be presented to the shareholders' meeting for consideration, and has also proposed that the shareholders' meeting approve the delegation of authority to the Executive Committee and/or authorized representatives of the Executive Committee to take any necessary and related actions, including making changes to the relevant terms and conditions, as well as terminating the agreement, with the primary consideration being the best interests of the company and its shareholders.

This is subject to the approval of the shareholders' meeting of Chiang Mai Ram Medical Business Public Company Limited (CMR) for the said transaction as well.

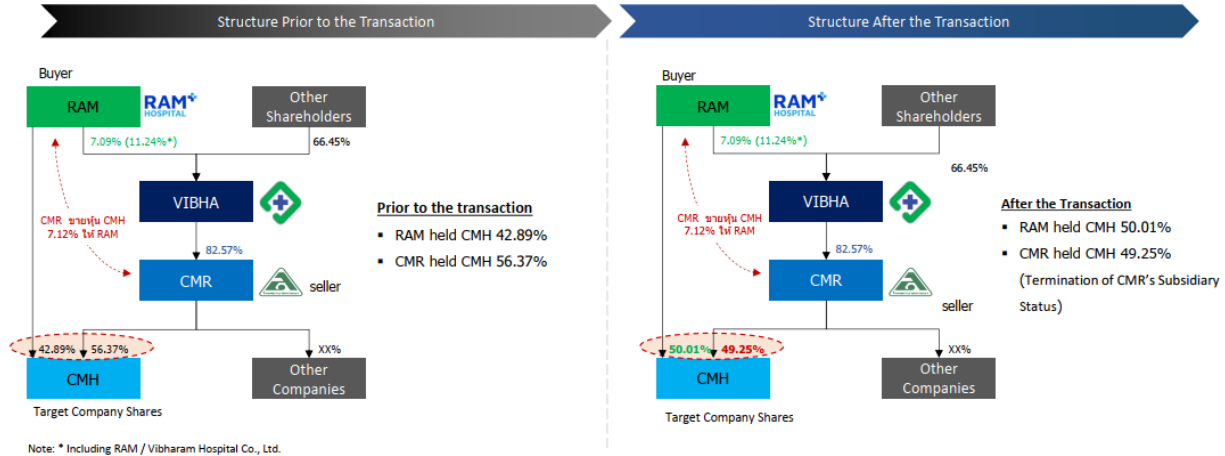
Dr. Bavonphan Rathprasert, Director and Secretary, invited the independent financial advisor to present their opinion regarding the sale of assets and related transactions, specifically the transaction involving the sale of ordinary shares of CMH.

Mr. Payupat Mahaphol, Managing Director of Investment Banking, reported his opinion regarding the sale of ordinary shares to related parties as follows:

Summary of the Rationale for Transaction 2

Source and Nature of the Transaction

- The Board of Directors and the Boards of Chiang Mai Ram Medical Business Public Company Limited ("CMR") and Vibhavadi Hospital Public Company Limited ("VIBHA"), at their meeting No. 5/2568, resolved to approve the disposal of 2,848,000 ordinary shares of Chiang Mai Ram Hospital Co., Ltd. ("CMH"), representing 7.12% of total shares, to Ramkhamhaeng Hospital Public Company Limited ("RAM").
- The transaction price was set at Baht 150 per share, representing a total transaction value of approximately Baht 427.2 million.



บริษัทหลักทรัพย์ยูไนเต็ด (ประเทศไทย) จำกัด
Yuanta Securities (Thailand) Company Limited

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Summary of Reasonableness Opinion on Transaction 2

Advantages and Disadvantages of the Transaction

+ Advantages of the Transaction

- 1) Restructure the business to focus on providing services in hospitals catering primarily to social security patients.
- 2) CMR will recognize accounting gains from the change in CMH's accounting method.
- 3) Strengthen CMR's financial position.
- 4) Reduce investment burdens, including potential initial losses from the Chiang Mai Ram 2 Hospital project, which is currently under construction.

- Disadvantages of the Transaction

- 1) Loss of control within the CMH Group.
- 2) Loss of the right to consolidate CMH's operating results and financial position in the consolidated financial statements.

Advantages and Disadvantages of Entering into a Transaction with a Related Party

+ Advantages of Entering into a Transaction with a Related Party

- 1) CMH will receive support from the RAM Group, which has expertise in the cash-based hospital business.
- 2) RAM has a financially reliable standing.

- Disadvantages of Entering into a Transaction with a Related Party

- 1) Potential conflicts of interest.
- 2) Foregone opportunity to enter into a transaction with external parties who may offer more favorable terms.
- 3) CMR incurs additional responsibilities as a company listed on the Stock Exchange.

Risks Associated with the Transaction

- 1) Risk that the pre-conditions for the CMH share disposal may not be successfully met or may be delayed.
- 2) Risk of lost opportunity in the future if the value of CMH shares exceeds the transaction price.
- 3) Risk arising from volatile profits.
- 4) Risk from potential fluctuations in the share price.
- 5) Risk from future changes in operational and financial policies.
- 6) Risk if the shareholders' meeting does not approve the sale of the remaining RAM shares and does not approve the payment of dividends from the transaction.

The Independent Financial Advisor (IFA) has considered the advantages, disadvantages, and risks of the transaction and is of the opinion that the transaction is reasonable

Summary of Opinion on Price: Transaction 2

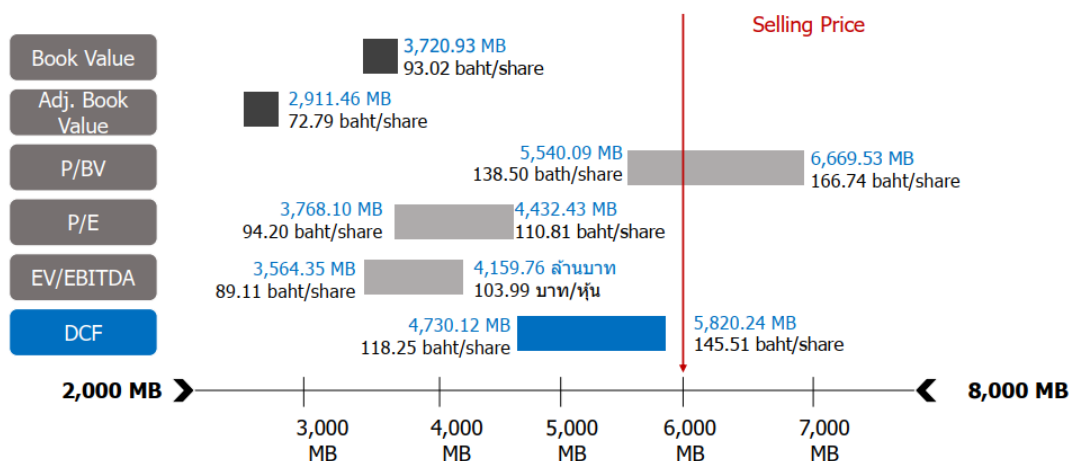
CMH Share Valuation Results by Method

#	Valuation Method	Enterprise Value (Million Baht)	Share Price (Baht per Share)	Appropriateness
1	Book Value Method	3,720.93	93.02	Not Appropriate
2	Adjusted Book Value Method	2,911.46	72.79	Not Appropriate
3	Market Comparable Method	-	-	-
3.1	Price to Book Value (P/BV) Ratio	5,540.09 - 6,669.53	138.50 – 166.74	Not Appropriate
3.2	Price to Earnings Ratio (P/E) Ratio	3,768.10 - 4,432.43	94.20 – 110.81	Not Appropriate
3.3	EV/EBITDA Ratio	3,564.35 – 4,159.76	89.11 – 103.99	Not Appropriate
4	Discounted Cash Flow Method (DCF)	4,730.12 - 5,820.24	118.25 – 145.51	Appropriate

Summary of Opinion on Price

- If referenced to the current sale price of CMH's ordinary shares at Baht 150.00 per share, which is above the fair value, therefore
- Therefore, the Independent Financial Advisor (IFA) is of the opinion that the sale price of CMR's CMH ordinary shares in this transaction is appropriate.

Summary of Opinion on Price: Transaction 2



The Chairman then opened the floor for questions from the shareholders.

Mr. Thara Chonpranee, a shareholder, suggested that the sale of CMH shares to RAM will result in a change of status from a subsidiary to an associate company. This is part of a business restructuring where CMR will focus on social security hospitals, while CMH will operate as a cash-based hospital. Given the current economic downturn and lower workforce participation, this could have an impact on CMR. He also raised the following questions:

1. What is the company's business expansion plan, given the fundraising through the issuance of warrants and the sale of shares? Please provide additional details on the investment plan.

Mr. Chaisit Viriyamettakool, Chief Executive Officer, provided the following clarification:

1. Business Expansion and Investment Plans of the Company: The company is currently in the process of constructing the Vibhavadi Medical Center, Rama 2 branch, and plans to use the funds raised for investment and debt reduction. The construction is approximately 70% complete, and the company is incorporating advanced and highly efficient medical technologies for treatment in the hospital, including the Gamma Knife, which is used for treating brain and nervous system disorders with the most precise radiation beams, and the LINAC machine, which is used for cancer treatment with external beam radiation. The hospital plans to purchase two LINAC machines, with one already installed. These initiatives require significant financial investment as the company develops new innovations to enhance its competitive capabilities.

The funds raised from the issuance of warrants and the dividends expected to be received from CMR will be used for investment and debt reduction. The company assures shareholders that it will generate good returns for both the company and its shareholders.

Mr. Phijit Viriyamettakul, Managing Director, further clarified that the dividend is an estimate, and it will need to be approved by the shareholders' meeting of each company before being finalized.

Mr. Piyaphong Prasathong, a shareholder, inquired as follows:

1. After the successful completion of the share sale, will CMH become a subsidiary of RAM? And will the company still be involved in the management of CMH?
2. After the transaction is completed, will any of the company's directors remain as directors of CMH? If so, will they resign?

Mr. Phijit Viriyamettakool, Managing Director, provided the following clarification:

1. If the transaction is successful, CMH will become a subsidiary of RAM. As the company still holds a 49.25% stake, it will continue to be involved in the management of CMH.
2. The directors of CMH will remain the same, and there will be no changes.

No shareholder raised any questions. The Chairman proposed the Meeting consider the matter for approval.

Resolution The Meeting passed a resolution with a vote of not less than three-quarters of the shareholders present and entitled to vote, to approve the disposal of assets and related-party transactions in the case where Chiang Mai Ram Medical Business Public Company Limited (CMR), a subsidiary of the Company, disposes of 2,848,000 ordinary shares of Chiang Mai Ram Hospital Co., Ltd. (CMH), an indirect subsidiary, representing 7.12% of CMH's total issued shares, to Ramkhamhaeng Hospital Public Company Limited (RAM), a related party.

Meeting of Shareholders. With voting results as follows:

Approved	5,850,464,702	votes	or	100.0000%
Disagreed	375,000	votes	or	0.0000%
Abstained	-	votes	or	0.0000%
Voided	-	votes	or	0.0000%
Amount	5,850,839,702	votes	or	100.0000%

Remark : In this agenda item, the votes of shareholders with a conflict of interest are not counted in the voting base. On the list of shareholders as of October 15, 2025, which is the Record Date, there are shareholders with a conflict of interest representing 29.44% of the total issued shares, which comprise

- 1) Shareholders who did not attend the meeting included Mr. Jumpol Phumitrakul, holding 16 shares.
- 2) Interested parties present in the meeting comprises of Mr. Pramon Apirat, Ramkhamhaeng Hospital PCL and Vibharam Hospital Company Limited, and F&S Company Limited, totaling 3,948,360,154 shares. And unregistered and ineligible to vote: Ms. Rukkhagee Kanchanaphitak, 22,198,333 shares.

Agenda 9 To consider other matters. (If any)

The Chairman inquired if any shareholders had any other matters to propose. As no further proposals were made, the Chairman then opened the floor for shareholders to ask questions or provide comments.

Mr. Kraiwan Kattawanish and Mr. Thanat Udomying, a shareholder, suggested that by providing the meeting invitation in QR-Code format, some shareholders may have difficulty accessing the information. Therefore, the company should also provide printed invitations for shareholders attending the meeting to facilitate easier access to the information. Additionally, a QR-Code should be included on the voting card for convenient downloading.

The Chairman provided the following clarification:

Regarding the provision of meeting invitations in QR-Code format, the company has implemented this in accordance with its policy on reducing carbon footprint. In response to shareholders' suggestions, the company will use this feedback to improve and further develop the meeting arrangements.

Mr. Thara Chonpranee, a shareholder, inquired whether the board structure will change after the successful sale of CMH shares, and whether there are any demands from RAM, as the major shareholder, regarding changes to the board of directors.

The Chairman provided the following clarification:

Regarding changes to the board structure at CMH, RAM has not made any demands regarding the replacement of directors. No notification has been received regarding any board changes. As for the selection of directors, should any changes occur, the process will follow the established guidelines, taking into account performance and the expertise required for each position.

As no further questions were raised by the shareholders, the Chairman thanked the shareholders for attending the meeting and expressed gratitude for the questions that provided the company with an opportunity to clarify matters, as well as for all the valuable suggestions.

The meeting was adjourned at 11:50 AM.

-Nikom Waiyaratphanit-

(Mr. Nikom Waiyaratphanit)

Chairman of the Board of Directors

-Bavornphan Rathprasert-

(Ms. Bavornphan Rathprasert)

Director and Secretary

Meeting Minute Taker

Ms. Sasithorn Norakrai

Company Secretary

56-1 One Report 2025 in a QR Code.

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as the Securities Registrar, has developed such system for listed companies on the Stock Exchange of Thailand to submit documents regarding shareholders' meetings and One Report in electronic format via QR CODE, in order to enable the shareholders to conveniently and rapidly retrieve and review such information. The Shareholders can download such information via QR CODE as below;

For iOS and Android

1. Open Camera app on the mobile device.
2. Scan (turn the camera to) QR Code.
3. the notification at the top of the screen to view the information regarding the meeting.

Remark: If the notification is not displayed on the mobile device, shareholder may scan QR Code from another Application, e.g., QR CODE READER, or LINE, etc.

Profile of persons to be elected as Directors to replace the Directors who retired by rotation

Profile of nominated persons

1. Mr. Nikom Wairatpanij Age 78 years

Position :

- Chairman of the Board of Directors / Audit Committee / Independent Director /
Chairman of the Nomination and Remuneration Committee /
Chairman of the Corporate Governance and Sustainability Committee

Education :

- Doctor of Philosophy in Community Development and Administration, Honoris Causa, American Coastline University, U.S.A.
- Master of Public Administration, San Jose State University, U.S.A.
- Bachelor of Science, Mahidol University
- Bachelor of Science (Computer Science), Chulalongkorn University

Training record with the Thailand Institute of Directors :

- Director Certification Program (DCP) Class 263/2018

Work experience in the past 5 years :

- 2025 – Present - Director Chaophya Hospital Public Company Limited
- 2019 – Present - Chairman of the Board of Directors / Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee, Vibhavadi Medical Center Plc.
- President of the Senate / Vice President of the National Assembly / Acting President of the National Assembly / Vice President, Thai-Chinese Culture and Economy Association
- Chairman of the Subcommittee on Education
- Distinguished Advisor to the Governor of Bangkok (Mr. Chadchart Sittipunt)
- Secretary to the Medical Service Department, Bangkok Metropolitan Administration
- District Director of Khlong San District / District Director of Sathon District / Director of Six Departments
- Deputy Permanent Secretary for the Bangkok Metropolitan Administration

- Member of the Information Technology System Management Committee,
Bangkok Metropolitan Administration

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
- None -
- Non - Listed Company :
- Director Chaophya Hospital Public Company Limited
- Business of a similar nature competing with the Company :
- Director Chaophya Hospital Public Company Limited

Number of years as Director : 7 Years (2018 – Present)

Shareholding proportion in the Company as of 31 December 2025 : 0.02%

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2025 :

- The Board of Directors Meeting 7/7 times
- Audit Committee Meeting 9/9 times
- Nomination and Remuneration Committee Meeting 2/2 times
- The Corporate Governance and Sustainability Committee Meeting 2/2 times

Conflict of Interest in this AGM :

Agenda 5 : To consider the election of directors in place of those retiring by rotation, who have completed their terms this year and have been nominated for re-election for another term

2. Ms. Rukkagee Kanchanapitak Age 43 years

Position :

- Director

Education :

- Ph.D. Knowledge Management, Kingston University, UK
- M.Sc. Business Research Development, Kingston University, UK
- MA. International Finance (with commendation), Kingston University, UK
- Bachelor of Accountancy, Chulalongkorn University

Training record with the Thailand Institute of Directors :

- Director Certification Program (DCP) Class 152/2012

Work experience in the past 5 years :

- 2023 – Present Director, Chaiyaphum Ram Hospital Co., Ltd.
- 2022 – Present Director, Aldila Co., Ltd.
- 2021 – Present Chief Executive Officer of the Group, Ramkhamhaeng Hospital PCL.
- 2020 – Present Director, Saneha Consult Co., Ltd.
- 2020 – Present Director, Forever Fab Co., Ltd.
- Present Director, S.C.C. Land Co., Ltd
- Present Director, Vibharam Hospital Co., Ltd.
- Present Director, Bangkok Contact Lens Center Co., Ltd.
- 2019 – Present Director, Thonburi Healthcare Group Plc.
- 2016 – Present Director, Ramnakara Co., Ltd.
- 2016 – Present Director, Pibs and Co Co., Ltd.
- 2016 – Present Director, Kids Castle (Thailand) Co., Ltd.
- 2015 – Present Director, Vibhavadi Medical Center Plc.
- 2014 – Present Managing Director, Ploenarium Co., Ltd.
- 2012 - Present Managing Director, Legacy Golf (Thailand) Co., Ltd.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - Chief Executive Officer of the Group, Ramkhamhaeng Hospital PCL.
 - Director, Thonburi Healthcare Group Plc.
- Non - Listed Company :
 - Director, S.C.C. Land Co., Ltd.

- Managing Director, Ploenarium Co., Ltd.
- Managing Director, Legacy Golf (Thailand) Co., Ltd.
- Director, Vibharam Hospital Co., Ltd.
- Director, Chaiyaphum Ram Hospital Co., Ltd.
- Director, Aldila Co., Ltd.
- Director, Saneha Consult Co., Ltd.
- Director, Forever Fab Co., Ltd.
- Director, Bangkok Contact Lens Center Co., Ltd.
- Director, Ramnakara Co., Ltd.
- Director, Pibs and Co Co., Ltd.
- Director, Kids Castle (Thailand) Co., Ltd.
- Business of a similar nature competing with the Company :
 - Ramkhamhaeng Hospital PCL.
 - Thonburi Healthcare Group Plc.
 - Vibharam Hospital Co., Ltd
 - Chaiyaphum Ram Hospital Co., Ltd

Number of years as Director : 10 Years (2015 – Present)

Shareholding proportion in the Company as of 31 December 2025 : 0.16%

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : No
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2025 :

- The Board of Directors Meeting 7/7 times

Conflict of Interest in this AGM :

Agenda 5 : To consider the election of directors in place of those retiring by rotation, who have completed their terms this year and have been nominated for re-election for another term

3. Mr. Phijit Viriyamettakul Age 40 years

Position :

- Director / Executive Committee member / Risk Management and Investment Committee member / Managing Director

Education :

- Master Degree in International Economics, University of International Business & Economics (UIBE), Beijing, China
- Master of Business Administration (Business Law), Ramkhamhaeng University
- Bachelor of Engineering, Shinawatra University

Training record with the Thailand Institute of Directors :

- Director Accreditation Program Class 253/2017

Work experience in the past 5 years :

- 2023 – Present Director, Fertiva Co., Ltd.
- 2021 – Present Director, V Precision Co., Ltd.
- 2019 — Present Managing Director Vibhavadi Medical Center Plc.
- 2019 – Present Director, Sinpate Co., Ltd.
- 2019 – Present Director, Synphaet Seriruk Co., Ltd
- 2018 – 2022 Director, Princeton Park Sutes Co., Ltd.
- 2018 – 2023 Director, Vibharam Samutprakan Hospital Co.,Ltd.
- 2016 – Present Director, Gosolar Co., Ltd.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - None -
- Non - Listed Company :
 - Director, Sinpate Co., Ltd.
 - Director, Synphaet Seriruk Co., Ltd.
 - Director, Gosolar Co., Ltd.
 - Director, Bangna Residence Co., Ltd.
 - Director, Beauty Design Center Co., Ltd.
 - Director, Taparak Development Co., Ltd.
 - Director, Ratchada Office Building Co., Ltd.
 - Director, Vibharam-Pakkred Hospital Co., Ltd.

- Director, Bang Po General Hospital Co., Ltd.
- Director, V Precision Co., Ltd.
- Business of a similar nature competing with the Company :
 - Director, Synphaet Co., Ltd.
 - Director, Synphaet Seriruk Co., Ltd.
 - Bang Po General Hospital Co., Ltd

Number of years as Director : 9 Years (2016 – Present)

Shareholding proportion in the Company as of 31 December 2025 : 3.55%

Familial relationship with other directors and executives : Mr. Chaisith Viriyamettakul's son

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : Yes
2. The provide any professional service i.e. Auditor, legal counsel : No
3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2025 :

- The Board of Directors Meeting 7/7 times
- Executive Committee Meetings 12/12 times
- Risk Management and Investment Committee Meetings 3/3 times

Conflict of Interest in this AGM :

Agenda 5 : To consider the election of directors in place of those retiring by rotation, who have completed their terms this year and have been nominated for re-election for another term

4. Dr. Bavornphan Rathprasert Age 73 years

Position :

- Director and Secretary / Executive Committee member / Risk Management and Investment Committee member

Education :

- Doctor of Philosophy Program in Development Administration, Suan Sunandha Rajabhat University
- Master of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University

Training record with the Thailand Institute of Directors :

- Director Certification Program (DCP), class 263/2018

Work experience in the past 5 years :

- 2023 – Present Chairman of the Audit Committee, Chao Phya Hospital Plc
- 2011 – Present Lecturer of Doctoral degree , Suan Sunandha Rajabhat University
- 2011 – Present Director, Vibharam Samutprakan Hospital Co., Ltd.
- 1997 – Present Director and Secretary, Vibhavadi Medical Center Plc.
- 1991 – Present Director and Secretary, Chao Phya Hospital Plc.

Directorship/Executive in other company :

- Listed Company in the Stock Exchange of Thailand :
 - Director and Secretary / Chairman of the Audit Committee, Chao Phya Hospital Plc
- Non - Listed Company :
 - Lecturer of Doctoral degree , Suan Sunandha Rajabhat University.
 - Director, Vibharam Samutprakan Hospital Co., Ltd.
- Business of a similar nature competing with the Company :
 - Director and Secretary, Chao Phya Hospital Plc.
 - Director, Vibharam Samutprakan Hospital Co., Ltd.

Number of years as Director : 28 Years (1997 – Present)

Shareholding proportion in the Company as of 31 December 2025 : 0%

Familial relationship with other directors and executives : None

The following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows :

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company : Yes

2. The provide any professional service i.e. Auditor, legal counsel : No

3. The business relationship with company that affect the duty performing independently in giving an opinion : No

Criminal records on violation of securities and futures contract laws : None

Meeting attendance in 2025 :

- The Board of Directors Meeting 7/7 times
- Executive Committee Meetings 12/12 times
- Risk Management and Investment Committee Meetings 3/3 times

Conflict of Interest in this AGM :

Agenda 5 : To consider the election of directors in place of those retiring by rotation, who have completed their terms this year and have been nominated for re-election for another term

Definition of Independent Director

The Board of Directors of the Company has approved the specification of independent director qualifications in accordance with the Notification of the Capital Market Supervisory Board as follows:

1. Holding shares not exceeding 1 percent of all voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-tier subsidiary, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of applying for permission with the SEC Office, provided that these prohibited characteristics exclude such case where an independent director was a government officer or advisor of any government agency which is a major shareholder or controlling person of the Company.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring, of another director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary;

4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in such manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of appointment.

The term 'business relationship' under the first paragraph shall include any normal business transaction for rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht Twenty Million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board on Rules on the Connected Transactions, as applicable. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of appointment.

6. Neither being nor used to be a provider of any professional services, including those services as legal advisor or financial advisor who receives service fees exceeding Baht Two Million per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless such characteristics have ceased for at least two years prior to the date of appointment.

7. Not being a director appointed as nominee of a director of the Company, major shareholder or shareholder who is related to a major shareholder.

8. Not undertaking any business in the same nature as and in competition with the business of the Company or its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of all voting shares of other company which undertakes business in the same nature as and in competition with the business of the Company or its subsidiary.

9. No other character that causes the inability to give opinion to operation of the Company independently.

Profiles and Experience of Auditors for the year 2026

Profiles and Experience of Auditor

1. Mr. Peradate Phongsathainsak

Auditor Registration No. : 4752
 Auditor Registration Date : year 1996
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Auditor Partner
 Education : - Bachelor of Business Administration, Accounting,
 Ramkhamhaeng University.
 - Mini MBA, Thammasat University.
 Work experience : more than 30 years
 Years of service as auditor for VIBHA : 6 years
 Position in other entities which may
 cause conflicts of interest : - None -

2. Mr. Thanawut Piboonsawat

Auditor Registration No. : 6699
 Auditor Registration Date : year 2002
 Company : Dhammarniti Auditing Co., Ltd.
 Current Position : Auditor Partner
 Education : - Bachelor of Business Administration (BBA) in Accounting,
 Ramkhamhaeng University.
 - Graduate Diploma in Auditing, Chulalongkorn University.
 Work experience : more than 30 years
 Years of service as auditor for VIBHA : 6 years
 Position in other entities which may
 cause conflicts of interest : - None -

3. Miss Soraya Tintasuwan

Auditor Registration No. : 8658

Auditor Registration Date : year 2007

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Auditor

Education : - Master of Accounting (MACC), Chulalongkorn University.
- Bachelor of Business Administration (BBA) in Accounting,
Rajamangala University of Technology Thanyaburi

Work experience : more than 20 years

Years of service as auditor for VIBHA ; 5 years

Position in other entities which may
cause conflicts of interest : - None -

4. Mr. Suwat Maneekanoksakul

Auditor Registration No. : 8134

Auditor Registration Date : year 2006

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Auditor Partner

Education : - Master of Accounting (MACC), Thammasat University.
- Bachelor of Accounting (BACC), Kasetsart University

Work experience : more than 25 years

Years of service as auditor for VIBHA : 6 years

Position in other entities which may
cause conflicts of interest : - None -

5. Miss Potjanarat Siripipat

Auditor Registration No. : 9012

Auditor Registration Date : year 2007

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Senior Manager

Education : - Bachelor of Business Administration (BBA) in Accounting,
Burapha University

Work experience : more than 20 years

Years of service as auditor for VIBHA : 5 years

Position in other entities which may
cause conflicts of interest : - None -

6. Miss Roongnapha Saengchan

Auditor Registration No. : 10142

Auditor Registration Date : year 2009

Company : Dhammarniti Auditing Co., Ltd.

Current Position : Senior Audit Manager

Education : - Master of Financial (MSC), Thammasat University.
- Bachelor of Accounting (BACC), Thammasat University.

Work experience : more than 20 years

Years of service as auditor for VIBHA : 5 years

Position in other entities which may
cause conflicts of interest : - None -

7. Miss Techinee Pornpenpob

Auditor Registration No. : 10769
Auditor Registration Date : year 2011
Company : Dhammarniti Auditing Co., Ltd.
Current Position : Senior Audit Manager
Education : - Bachelor of Accounting (BACC), Naresuan University.
Work experience : more than 15 years
Years of service as auditor for VIBHA : 5 years
Position in other entities which may
cause conflicts of interest : - None -

The Company's Articles of Association concerning Shareholders Meeting

Chapter 4 The Shareholders' Meeting

Article 32. The Board of Directors shall hold an annual general meeting within four months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting"

The Board of Directors may summon an extraordinary shareholders' meeting at any time as they may think fit; or any shareholder or shareholders holding an aggregate of at least one tenth of the total shares sold may at any time subscribe their names requesting in writing that an extraordinary shareholder's meeting shall be held, by clearly stating the reason for convening such meeting in the written request. In this case, the Board of Directors shall hold a shareholder's meeting within forty-five days after receipt of such written request from the shareholder(s).

In the event the Board of Directors fails to convene the shareholder's meeting within the period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph three. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event, at the shareholders' meeting called by the shareholders under paragraph four, the number of the shareholders present in the meeting does not constitute quorum as prescribed in this Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

Article 33. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be

given to each shareholder and the Share Registrar at least seven days prior to the meeting and shall also be published in a daily newspaper for three days consecutively and at least three days in advance of the meeting. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.

The place of the meeting is under the authority of the Board of Directors prescribed. In the event any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

Article 34. At a shareholders' meeting, whether a physical meeting or a meeting via electronic means, there shall be not less than twenty-five shareholders and proxies (if any) attending the meeting or not less than one-half 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, whereby a quorum would then be constituted.

The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Share Registrar.

At any shareholders' meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 35. Except the Public Limited Companies Act In any case, in particular, the resolution of the shareholders' meeting shall consist of votes the following :

- (1) In a general case, resolutions shall be passed by a simple majority vote cast by the shareholders who attend the meeting and cast their votes. In the event of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following cases, resolutions shall be passed by not less than three-fourths of the total votes of the shareholders who attend the meeting and cast their votes:

- (a) The sale or transfer of the entire or substantial parts of the Company's business to the shareholders;
- (b) The purchase or acquisition of business of another company or private company by the Company;
- (c) The execution, amendment, termination of contracts with respect to lease of the entire or substantial parts of the Company's business, assignment of the management of the Company's business to any person or merger of its business with another person for profit and loss sharing;
- (d) In the event the Company or its subsidiaries entire the connected transactions or the acquisition of disposal of assets transactions of the Company or its subsidiaries according to the definition of connected transactions of listed company as the case may be. The company shall also comply with the rules and procedures as specified in the said announcement.

Article 36. The business to be transacted at an Annual General Meeting of Shareholders shall be as follows:

- (1) To consider the Board of Director's report on the past operational results;
- (2) To consider and approve the Company's balance sheet;
- (3) To consider the appropriation of the profit;
- (4) To consider the election of director in replacement to those who are due to retire by rotation;
- (5) To approve the appointment of the Company's auditor;
- (6) Other matters.

Registration and proxy guideline for attention AGM 2026
Vibhavadi Medical Center Public Company Limited

The policy of the Board of the Stock Exchange of Thailand, dated 19 February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders.

✦ **In case the shareholders attend the meeting in person**

1. Ordinary Person - Personal I.D. or Identification Card of Government officer or Passport of the shareholder (in case of a foreigner) for register, including the evidence of name or last name's change (if any).

✦ **In case the proxy**

1. In case of the shareholder is an ordinary person who are Thai and Foreign

Documents and Evidences Requirement

- 1.1 One of Proxy Form as attached to the invitation letter to shareholders' meeting (Form A. Form B. or Form C.), completely filled in and signed by shareholder and proxy, affixed with the stamp duty 20 Baht.
- 1.2 Certified true copy of personal I.D. or Certified true copy Passport of the shareholder.

2. In case of the shareholder is a juristic person

Documents and Evidences Requirement

- 2.1 One of Proxy Form as attached to the invitation letter to shareholders' meeting (Form A. Form B. or Form C.), completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Copy of shareholder's Affidavit (not over 1 year) and certify by the authorized director(s) who is sign in Proxy Form.
- 2.3 Copy of the authorized director(s) and certify by the authorized director who is sign in Proxy Form.
- 2.4 Copy of personal I.D. of the proxy.

3. In case of Foreign Shareholder appointing a Custodian in Thailand

Documents and Evidences Requirement

- 3.1 All evidences similar to those of the Juristic Person as specified in items 1 or 2.
- 3.2 The Company Affidavit or Certificate of Incorporation of such juristic person issued by the governmental authority of the country where such juristic person is located and certified by the notary public or the governmental authority issued no more than 1 year prior to the date of this Meeting. Such Company Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office, and the name(s) of the authorized person(s) to sign on behalf of the juristic person, any restrictions or conditions of the authorized person(s); and
- 3.3 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 3.3.1 Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
 - 3.3.2 Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business.
4. For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian in as his/her Proxy in item 3)

Please provide the documents in accordance with the above items no. 1 or 2 as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder or the authorized director(s) of the Shareholder shall be required.

Attached to the invitation letter to shareholders' meeting are three Proxy Forms by Department of Business Development, Ministry of Commerce, as follows:

- **Form A.** general proxy form.
- **Form B.** Specific proxy form.
- **Form C.** proxy form for foreign shareholder appointing the custodian in Thailand.

Shareholder who is not able to attend the meeting may appoint a person as your Proxy, as follows:

1. Shareholders other than foreign shareholders appointing Custodian in Thailand as their proxy shall complete either Proxy Form A. or Form B. or Form C. Foreign shareholders appointing Custodian in Thailand as their proxy may choose to use Proxy Form C. In any case, each Shareholder shall complete only one of the above Proxy Forms.

2. Authorize a person to attend and vote at the Meeting on your behalf by specifying the name with details of a person or an Independent Director of the Company (as attached) to be your proxy and sign the form as the Grantor.
3. Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality.

The registrations for attending the meeting will be opened at 12.30 hours on Monday, April 28, 2025 at the conference room, 9th Floor, Building 4, Vibhavadi Hospital, 51/3 Ngamwongwan Road, Ladyao, Jatujak, Bangkok 10900, as the meeting place map (Attachment 9) in the invitation letter to shareholders' meeting.

Remark :

1. In case of proxy to independent director, please submit proxy form and documents requirement to company secretary department within on Monday, April 23,2025.

2. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed

3. Affix the 20 Baht stamp duty and specify the date on the proxy form.

4. In case of juristic person, if the authorized director(s) in Power of Attorney or Proxy Form are not the authorized director(s) as Business Registration Certificate. The attendee must show evidence of a Power of Attorney all along the line stating that the person attending the meeting has the right to attend the meeting and vote on behalf of a juristic person



หนังสือมอบฉันทะ(แบบ ก)

PROXY Form A.

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date.....Month.....Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พานิชย์ อายุ 77 ปี

1. Mr. Sirote Swasdipanich Age 77 years

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช* อายุ 78 ปี

2. Mr. Nikom Wairatpanij* Age 78 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok



หนังสือมอบฉันทะ แบบ ข.

PROXY Form B.

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date.....Month.....Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้

Hereby appoint

นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พานิชย์ อายุ 77 ปี

1. Mr. Sirote Swasdipanich Age 77 years

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช* อายุ 78 ปี

2. Mr. Nikom Wairatpanij* Age 78 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

3. นายชัยนรินทร์ สายรังษี อายุ 55 ปี

3. Mr. Chainarin Sairungsri Age 55 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 488/19 ซอยสุขุมวิท 55 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Residing at 488/19 Soi Sukhumvit 55 Sukhumvit Road, Klongtaneur, Wattana, Bangkok

Residing at 422/3 Rajavithi Road, Rajithevee, Bangkok

4. นายประเสริฐ ศรีอุฬารพงศ์ อายุ 61 ปี

4. Mr. Prasert Sriuranpong Age 61 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee member and Independent Director)

อยู่บ้านเลขที่ 114 ซอยสุนทรพิมล แขวงรองเมือง เขตปทุมวัน กรุงเทพมหานคร

Residing at 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 27 เมษายน 2569 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน ลาดยาว จตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 13.00 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Ladyao, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote as follows for each agenda item:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568

Agenda Item 1: To consider and certify the Minute of the Extraordinary General Meeting of Shareholders No. 1/2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2568

Agenda Item 2: To acknowledge the report of the Company's operational performance for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda Item 3: To consider and approve the financial statements ended December 31, 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2568

Agenda Item 4: To consider and approve dividend payment to shareholders from the operating results for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งออกจากตำแหน่งตามวาระ

Agenda Item 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- แต่งตั้งกรรมการทั้งชุด (Election of all nominees as a whole)
 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

- แต่งตั้งกรรมการเป็นรายบุคคล (Election of each nominee individually)

ชื่อกรรมการ นายนิคม ไวยรัชพานิช

Director Name: Mr. Nikom Wairatpaniji

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นางสาวฤกษ์จี กาญจนพิทักษ์

Director Name: Ms. Rukkagee Kanchanapitak

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพิจิตต์ วิริยะเมตตากุล

Director Name: Mr. Phijit Wiriya-mettakul

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ ดร.บวรพรณ รัฐประเสริฐ

Director Name: Dr. Bavornphan Rathprasert

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2569

Agenda Item 6: To consider and approve the remuneration of the Board of Directors for the year 2026.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชีประจำปี 2569

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2026

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 8: Other matters. (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำด้วยตนเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

* หมายเหตุ Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

1. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

2. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

3. In case there is any further agenda apart from specified above into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

4. ผู้ถือหุ้น สามารถมอบฉันทะให้กับกรรมการอิสระได้ โดยมีรายละเอียดของกรรมการอิสระที่เป็นผู้รับมอบฉันทะตามสิ่งที่ส่งมาด้วย 8 ทั้งนี้ กรรมการอิสระดังกล่าวเป็นผู้ที่มีส่วนได้เสีย ดังนี้

* กรรมการอิสระลำดับ 1 **นายนิคม ไวยรัชพานิช** มีส่วนได้เสีย ในวาระ ดังนี้

ระเบียบวาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ เนื่องจากเป็นผู้ที่ครบวาระในปีนี้ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการอีกวาระหนึ่ง

4. Shareholders shall give their proxy to Independent Directors whose names appeared in the attachment No.8 of the initiation letter.

* However, Independent Director No. 1. **Mr. Nikom Wairatpanij** are the person who have conflict of interest in agenda Item 5, which is "To approve the appointment of new directors in replacement of those who are due to retire by rotation" because the director is due to retire in this year and has been nominated to be re-elected for another directorship term.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

The Proxy of the shareholder of Vibhavadi Medical Center Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน) ในวันที่ 27 เมษายน 2569 เวลา 13.30 น. ณ ห้องประชุมชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ ที่ซึ่งเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

In the 2026 Annual General Meeting of Shareholders of Vibhavadi Medical Center Public Company Limited. Meeting to be held on 27 April 2026 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Chautchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature (.....) Proxy Holder

ลงชื่อ.....ผู้มอบฉันทะ

Signature (.....) Proxy Grantor



หนังสือมอบฉันทะ แบบ ค.

PROXY Form C.

(ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For Foreign Shareholder appointing the Custodian in Thailand)

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date.....Month.....Year.....

(1) ข้าพเจ้า นาย/นาง/นางสาว.....นามสกุล.....สัญชาติ.....

I/We Mr./Mrs./Miss.....Surname.....Nationality.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address.....Road.....Sub-District.....District.....

จังหวัด.....รหัสไปรษณีย์.....Province.....Zip Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

Being a shareholder of Vibhavadi Medical Center Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share.....shares

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นาย/นาง/นางสาว.....นามสกุล.....อายุ.....ปี

Mr./Mrs./Miss.....Surname.....Age.....

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Address.....Road.....Sub-District.....District.....Province..... Zip code.....

หรือ ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Or hereby appoint (May grant proxy to VIBHA Independent Director of which details as in Attachment 8)

1. นายศิริโรตม์ สวัสดิ์พานิชย์ อายุ 77 ปี

1. Mr. Sirote Swasdipanich Age 77 years

(ประธานกรรมการตรวจสอบ และกรรมการอิสระ)

(Chairman of the Audit Committee and Independent Director)

อยู่บ้านเลขที่ 2528/7 ถนนกรุงเทพ-นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพมหานคร

Residing at 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

2. นายนิคม ไวยรัชพานิช* อายุ 78 ปี

2. Mr. Nikom Wairatpanij* Age 78 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 7/7 ถนนลาดพร้าว ซอย 34 แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร

Residing at 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

3. นายชัยนรินทร์ สายรังษี อายุ 55 ปี

3. Mr. Chainarin Sairungsri Age 55 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 488/19 ซอยสุขุมวิท 55 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Residing at 488/19 SoiSukhumvit 55 Sukhumvit Road, Klongtaneur, Wattana, Bangkok

4. นายประเสริฐ ศรีอุฬารพงศ์ อายุ 61 ปี

4. Mr. Prasert Sriuranpong Age 61 years

(กรรมการตรวจสอบและกรรมการอิสระ)

(Audit Committee and Independent Director)

อยู่บ้านเลขที่ 114 ซอยสุนทรพิมล แขวงรองเมือง เขตปทุมวัน กรุงเทพมหานคร

Residing at 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 27 เมษายน 2569 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน ลาดยาว จตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Ladyao, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote as follows for each agenda item:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นประจำปี 2568

Agenda Item 1: To consider and certify the Minute of the Extraordinary General Meeting of Shareholders No. 1/2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2568

Agenda Item 2: To acknowledge the report of the Company's operational performance for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda Item 3: To consider and approve the financial statements ended December 31, 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2568

Agenda Item 4: To consider and approve dividend payment to shareholders from the operating results for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งออกจากตำแหน่งตามวาระ

Agenda Item 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- แต่งตั้งกรรมการทั้งชุด (Election of all nominees as a whole)
 เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

- แต่งตั้งกรรมการเป็นรายบุคคล (Election of each nominee individually)

ชื่อกรรมการ นายนิคม ไวยรัชพานิช

Director Name: Mr. Nikom Wairatpaniji

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นางสาวฤกษ์จี กาญจนพิทักษ์

Director Name: Ms. Rukkagee Kanchanapitak

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ นายพิจิตต์ วิริยะเมตตากุล

Director Name: Mr. Phijit Wiriya-mettakul

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ชื่อกรรมการ ดร.บวรพรณ รัฐประเสริฐ

Director Name: Dr. Bavornphan Rathprasert

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

ระเบียบวาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2569

Agenda Item 6: To consider and approve the remuneration of the Board of Directors for the year 2026.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชีประจำปี 2569

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2026

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 8: Other matters. (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำด้วยตนเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

* **หมายเหตุ** Remarks:

1. ผู้หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้น ที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

1. This Form C is only used in the case that the shareholder of record is a foreign shareholder whose shares are taken of by the custodian in Thailand..

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

2. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

3. In case there is any further agenda apart from specified above into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

4. ผู้ถือหุ้น สามารถมอบฉันทะให้กับกรรมการอิสระได้ โดยมีรายละเอียดของกรรมการอิสระที่เป็นผู้รับมอบฉันทะตามสิ่งที่ส่งมาด้วย 8 ทั้งนี้ กรรมการอิสระดังกล่าวเป็นผู้ที่มีส่วนได้เสีย ดังนี้

* กรรมการอิสระลำดับ 1. นายนิคม ไวยรัชพานิช มีส่วนได้เสีย ในวาระ ดังนี้

ระเบียบวาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ เนื่องจากเป็นผู้ที่ครบวาระในปีนี้ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการอีกวาระหนึ่ง

4. Shareholders shall give their proxy to Independent Directors whose names appeared in the attachment No.8 of the initiation letter.

* However, Independent Director No. 1. Mr. Nikom Wairatpanij are the person who have conflict of interest in agenda Item 5, which is "To approve the appointment of new directors in replacement of those who are due to retire by rotation" because the director is due to retire in this year and has been nominated to be re-elected for another directorship term.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน)

The Proxy of the shareholder of Vibhavadi Medical Center Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท โรงพยาบาลวิภาวดี จำกัด (มหาชน) ในวันที่ 27 เมษายน 2569 เวลา 13.30 น. ณ ห้องประชุมชั้น 9 อาคาร 4 โรงพยาบาลวิภาวดี เลขที่ 51/3 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the 2026 Annual General Meeting of Shareholders of Vibhavadi Medical Center Public Company Limited. Meeting to be held on 27 April 2026 at 13.30 hours at Vibhavadi hospital conference room 9th floor, building 4, 51/3 Ngarmvongvan Road, Chautchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ระเบียบวาระที่.....เรื่อง.....

Agenda Item.....Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ.....ผู้มอบฉันทะ

Signature (.....) Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature (.....) Proxy Holder

**Names and profiles of independent directors in
the case the shareholders wish to appoint them as the proxy to attend the meeting**



1. Mr. Sirote Swasdipanich Age 77

Position Chairman of the Audit Committee / Independent Director

Address 2528/7 Bangkok-Nontaburi Road, Wongsawang, Bang Sue, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2026)



2. Mr. Nikom Wairatpanij Age 78

Position Audit Committee / Independent Director

Address 7/7 Lat Phrao Road, Soi 34, Chun Ka Sam, Chatuchak, Bangkok

(The Board has special interest on Agenda 5 Re: To consider and approve the election of directors to replace those who are retired by rotation, Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2026)



3. Mr. Chainarin Sairungsri Age 55

Position Audit Committee / Independent Director

Address 488/19 Soi Sukhumvit 55, Sukhumvit Road, Klongtanneur, Wattana, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2026)



4. Mr. Prasert Sriuranpong Age 61

Position Audit Committee / Independent Director

Address 114 Soi Suntonpimon, Rong Muang, Pathum Wan, Bangkok

(The Board has special interest on Agenda 6 Re: To consider and approve the Directors' and the Committee's remuneration and bonus 2026)

In case of proxy to Independent Director, please send Proxy Form together with Copy of Identification card of Proxy Grantor or Company Affidavit, which certified the correct of which to the Company within April 23, 2025 to following address:

Company Office Department – Company Secretary
 Vibhavadi Medical Center Public Company Limited
 51/3 Ngamwongwan Rd., Latyao, Jatujak, Bangkok 10900
 or E-mail: cs@vibhavadi.com



Vibhavadi Medical Center Public Company Limited

Vibhavadi Hospital

51/3 Ngamwongwan Rd., Latyao, Jatujak

Bangkok 10900

Telephone : 0-2941-2800, 0-2561-1111

Fax : 0-2561-1462, 0-2561-1466



Public Transportation

Bus no. 24, 52, 104

Air-conditioned bus no. 29, 63, 69, 104, 134, 206, 510, 522

Red Line SRTET, Bang Khen Station.