

**Articles of Association  
of  
Thonburi Medical Centre Public Company Limited**

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**Section 4 Director**

- Article 14. The company shall be managed by at least five directors of which the number will be fixed for the directors at the shareholders' meeting. At least half of all directors must have residence in the Kingdom of Thailand.
- Article 16. The meeting of shareholders makes allowance for a vote for the directors in accordance with the rules and methods, here in indicated below
- (1) Each shareholder is allowed votes equal to his number of shares
  - (2) The entire number of votes according to (1) of each shareholder must be used for electing one or more persons to be the directors. In case of voting for several candidates, votes cannot be variably divided among the candidates
  - (3) The candidates who receive the largest number of votes, in descending order, will be elected as the directors. In case there is a tie amongst candidates with an equal number of votes, the chairman of the meeting shall have a casting vote
- Article 17. At the shareholders' meeting of every year, one-third (1/3) of the directors, or, if their number is not a multiple of three, the number nearest to one-third (1/3), must retire from the office. A retiring director is eligible for re-election.
- Article 18. In addition to vacating office on the expiration of term, a director vacates office upon
- (1) Death
  - (2) Resignation
  - (3) Disqualified or prohibited as prescribed under the laws
  - (4) the resolution of the shareholders' meeting has been passed by the affirmative vote of a majority of no less than three-fourths of the votes of the shareholders presented in the meeting and the shares held by such shareholders are no less than half of the shareholders present with the right to vote
  - (5) the court's order to vacate
- Article 22. The directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus, or fringe benefits which shall be specified in the shareholders' meeting
- The provision of paragraph one shall not prejudice the rights of the officers and employees of the Company that are elected as a directors for the receipt of remuneration, and benefits as an officer or employee of the Company

## **Section 6 Shareholders' meeting**

Article 28. The board of directors shall call for an annual general meeting of shareholders within four months from the date of the company's fiscal year end.

All other shareholders' meeting; besides paragraph one are called extraordinary general meetings, at which the directors may call for the extraordinary general meeting at any time may deem appropriate

Article 29. The agenda for the shareholders' meeting shall address the following;

- (1) To receive the report from the board of directors informing on the status of the company's business during the past year
- (2) To consider and approve the balance sheet and income statement
- (3) To consider and approve the profit allocation
- (4) To consider and elect the directors
- (5) To consider and appoint the auditor and fix the auditing fee
- (6) Other business (if any)

Article 30. The shareholders having an accumulated number of shares that are not less than one-fifth of the total number of shares of the Company, or shareholders numbering no less than twenty-five, holding an accumulated number of shares of no less than one-tenth of the total number of shares of the Company may make a request in writing to the board of directors to summon a shareholders' meeting as an adhoc meeting by stating the reason for calling the meeting. In such a case, the Board of Directors must summon a shareholders' meeting within one month upon receiving the letter from shareholders.

Article 31. In calling for the meeting, the board of directors shall provide a notice containing place, day, time, agendas of the meeting and the subject matters to be submitted to the meeting; state clearly whether such matter is submitted for information, approval, or consideration purposes, as the case may be, and shall also include the opinion of the Board of Directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting. Furthermore, such notice shall also be published in a newspaper for three consecutive days at least three days prior to the date of the meeting.

Article 32. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the Chairman of the Board of Directors, or the person designated by the chairman of the board of directors, at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.

Article 33. At a general meeting of shareholders, no less than twenty-five shareholders (if any), or proxy-holders of no less than half of the total number of shareholders, shall be present holding no less than one-third of the total number of the Company's shares to constitute the quorum, unless otherwise specified under the law.

If no quorum is formed after one hour has lapsed, if it is the meeting, as a result of a request of shareholders, it shall be cancelled; but if it is the meeting has not called by the request of shareholders, another meeting shall be called. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not required.

Article 34. The chairman of the board of directors shall act as chairman of the shareholders' meeting. In the case that he is absent or is unable to perform the duty, and if there is the vice-chairman, the vice-chairman shall act as chairman. In the absence of both the chairman of the board of directors and vice-chairman or both are unable to perform the duty, the meeting delegates shall elect one of the shareholders present to act as chairman of the meeting.

Article 35. The chairman has a duty to control the meeting in accordance to the laws and Articles of Association regarding to the meeting. Such meeting shall be operated according to the agenda specified in the summoning notice unless the meeting has passed the resolution to change the order of the agenda with the two-thirds votes of shareholders present.

Article 36. Unless otherwise provided, the decision may be made by a majority of votes. Every shareholder present in person shall have one vote. In the case of a tie votes, the chairman of the meeting shall have a casting vote.

A shareholder who has a special interest cannot vote on such resolution unless it is for director election.

### **Section 7 Accounting, Financing, and Auditing**

Article 39. The balance sheet and income statement must be prepared and certified by the auditor once a year as of 31 December

The balance sheet and income statement as of 31 December shall be submitted for inclusion in the shareholders' meeting by the board of directors in the following year.

Article 40. Board of directors must provide the following document to the shareholders, together with the notice of the summoning of shareholders' meeting;

- (1) Certified copies of the balance sheet and income statement, together with the report of the auditor
- (2) Annual Report of the board of director

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