

# Notice of the 2020

## Annual General Meeting of Shareholders

Friday 17 July 2020 at 13:30 p.m.

at Chularat 3 International Hospital, 7th Floor,  
No 88/8-9 Moo 11, Theparak Road Km.14.5,  
Bangpla, Bangplee, Samutprakarn.

The registration will be started at 12:30 p.m.

And register barcode document has to be shown to officer  
at the meeting date.

Subject: Notice of the 2020 Annual General Meeting of Shareholders

To: Shareholders

- Attachments:
1. Copy of the minutes of the 2019 Annual General Meeting of Shareholders
  2. Annual report of the 2019 comprising copy of the audited and consolidated financial statements for the year ended 31 December 2019 (in QR Code)
  3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
  4. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
  5. The Company's Articles of Association concerning shareholders meetings and voting procedures
  6. Proxy form
  7. Profiles of the independent directors proposed as proxies by the Company
  8. Map of the place of the meeting

NOTICE is hereby given that Chularat Hospital Public Company Limited (the **Company**) is holding the 2020 Annual General Meeting of Shareholders (the **Meeting**) on Friday 17 July 2020 at 13.30 p.m. at Chularat 3 International Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn. The agenda of the Meeting will be as follows:

**1. To certify the minutes of the 2019 Annual General Meeting of Shareholders**

**Facts and reasons:** The 2019 Annual General Meeting of Shareholders was held on 26 April 2019 (**2019 AGM**). The minutes was accurately recorded. A copy of the Minutes is attached as Attachment 1. The company has delivered a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law and regulations and is distributed through the company's website ([www.chularat.com](http://www.chularat.com)) for disclosing to the shareholders and general investors. So far, no one requests for any modification of such minutes.

**Board's opinion:** The Board recommends that the minutes of the 2019 Annual General Meeting of Shareholders (as detailed in Attachment 1) held on 26 April 2019, in which the Board view that such minutes has been collectly recorded in accordance with the resolutions of the 2019 AGM, be proposed to the shareholders' meeting for further clarification.

**2. To acknowledge the Company's operating results in respect of Year 2019**

**Facts and rationale:** For the Company's operating results in respect of the financial year ended as at 31 December 2019, Detailed information of the Company's operating results is provided in the Annual Report attached hereto

	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
Total current assets	1,764,169,656.00	935,042,858.00
Total assets	6,265,689,876.00	4,616,894,689.00
Total current liabilities	1,682,245,770.00	1,155,648,321.00
Total liabilities	2,370,252,033.00	1,216,818,654.00
Total revenues	5,190,869,324.00	2,900,776,817.00
Profit for the year	705,235,986.00	822,227,068.00

(see details in Attachment 2).

Board's opinion: The Board recommends that the Company's operating results, as detailed in Attachment 2, be proposed to the shareholders' meeting for further acknowledgement.

**3. To consider and approve the audited and consolidated financial statements in respect of the financial year ended as at 31 December 2019**

Facts and rationale: The Board has had the Company's audited financial statements in respect of the financial year ended as at 31 December 2019 prepared in order to be submitted to the annual general meeting of shareholders for its consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in Attachment 2).

Board's opinion: The Board recommends that the Company's audited and consolidated financial statements in respect of the financial year ended as at 31 December 2019, as detailed in the Annual Report (Attachment 2), be proposed to the shareholders' meeting for further consideration and approval.

**4. To acknowledge the interim dividend payment.**

Facts and rationale: In accordance with section 115 of the Public Company Act and Articles 49 of the Articles of Association of the Company, the Board may pay interim dividends if it considers that the Company has sufficient profit reasonably to make such dividend payments. In that case, the Board must inform shareholders at the next shareholders meeting.

During 2019 the Board of Directors' Meeting :

1. No. 4/2019, held on 13 August 2019, resolved to approve the payment of interim dividends to shareholders at the rate of Baht 0.020 per share, totalling Baht 220,000,000. The interim dividends were accordingly paid to shareholders on 12 September 2019.

Due to the outbreak of the coronavirus(COVID-19) in Thailand, the Company cannot hold the Annual General Meeting for approval of the payment of annual dividend.

2. No. 2/2020, held on 17 April 2020, resolved to approve the payment of interim dividends to shareholders payable out of net profits of the financial statements as of 31 December 2019 at the rate of Baht 0.030 per share, totalling Baht 330,000,000. The interim dividends were accordingly paid to shareholders on 15 May 2019.

The total dividend payable out of net profits for the year 2019 was Baht 0.050 per share, totaling Baht 550 million. The Board of Directors will not propose any additional dividend payment for the year 2019.

The dividend payout rate compared with net profit after corporate income tax and appropriation of profit as legal reserve in each year equals 78 percent, which is consistent with the Company's dividend payment policy.

Board's opinion: The Board recommends that the payment of such interim dividend as mentioned above, be proposed to the shareholders' meeting for further acknowledgement.

**5. To consider and approve the appointment of directors in replacement of those retiring by rotation**

Facts and rationale: Under Article 18 of the Company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Therefore, the directors whose term ends by rotation for this financial year are:

- 1) Mr.Kriengsak Plussind Director
- 2) Mr. Apirum Panyapol Director
- 3) Dr.Suchai Laoveerawat Director
- 4) Mrs. Kobkul Panyapol Director

#### Compensation And Nomination Committee Opinion :

The Compensation and Nomination Committee consider recruitment method stated in annual report 2019 (2nd attachment - The Compensation and Nomination Committee) by considering via qualifications according to requirements of Public Limited Companies Act, B.E.2535, announcement of The Securities and Exchange Commission, and announcement of The Stock Exchange of Thailand including considering via individual qualification. The Compensation and Nomination Committee found that directors replacing those retired by rotation are appropriate with knowledge, abilities, experiences, and the best performance in management as company's directors and there is no any illicit manner and did not do business operation or invested in business which act as company's competitor. On the other hand, considering that two independent directors, have performed and contributed well in auditing the company in order to protect the interests of minor shareholders by expressing their opinions independently and in accordance with relevant regulations.

The Compensation and Nomination Committee agree to suggest all of 4 directors replacing those retired to be considered and elected as company's directors once more and each director's biography is appeared in 4rd attachment. And the qualifications of Independent directors are in accordance with the criteria set by the Capital Market Supervisory Board. (The definition of independent directors was described in the attachment No. 5 under the "management and corporate governance" subject in annual report, which is herewith enclosed as attachment no.3)

The Company provided the shareholder the right to propose the qualified persons to be elected as directors on company's website since January 15, 2020 until February 15, 2020, according to the recruitment process set by the Company. However, no any shareholders proposed the person to be elected as directors of the Company.

Board's opinion: People nominated at this time through the screening process or comprehensive consideration be careful of the board of directors. The Board recommends that the appointment of the following directors retiring by rotation to resume their offices as the Company's directors, be proposed to the shareholders' meeting for further consideration and approval:

- 1) Mr.Kriengsak Plussind Director
- 2) Mr. Apirum Panyapol Director
- 3) Dr.Suchai Laoveerawat Director
- 4) Mrs. Kobkul Panyapol Director

Details relating to the number of shares held by the nominated directors

<b>Names of the retiring directors nominated for re-appointment</b>	<b>Number of shares held (Shares)</b>	<b>Voting rights (Shares)</b>
1. Mr.Kriengsak Plussind	368,587,850	368,587,850
2. Mr. Apirum Panyapol	1,127,189,050	1,127,189,050
3. Dr.Suchai Laoveerawat	8,909,500	8,909,500
4. Mrs. Kobkul Panyapol	917,156,600	917,156,600

#### **6. To consider and approve the determination of directors' remuneration**

Facts and rationale: In accordance with section 90 of the Public Company Act and Articles 34 of the Articles of Association of the Company set directors' remuneration in form of reward, meeting allowance, pension, bonus and other benefits according to imperatives or meeting of shareholders' consideration. The compensation maybe determined as exact amount or set compensation criteria or occasionally set by each time or effective until any update occur. Moreover, directors will receive allowance and welfare according to company's imperatives.

#### Compensation And Nomination Committee Opinion :

The Compensation and Nomination Committee survey 2020 directors' remuneration by considering directors' responsibilities, operated performance including compare with company in the same business, same size, and same industry and the Compensation and Nomination Committee also survey remuneration from Thai Institute of Directors (IOD) and found that company set directors' remuneration close to the average of market.

Board's opinion: The Board the directors' remuneration for the year 2020 in the form of meeting allowance and annual remuneration as follows, be proposed to the shareholders' meeting for further consideration and approval:

1. Meeting allowance

- The Board Chairman is entitled to an allowance of Baht 35,000 for each board meeting which he attends.
- The Chairman of the Audit Committee is entitled to an allowance of Baht 35,000 for each Audit Committee which he attends and an allowance of Baht 25,000 for each meeting of board meeting at which he is present.
- The Chairman of the Corporate Governance Committee, The Chairman of the Compensation And Nomination Committee and The Chairman of the Risk Management And Investment Committee are entitled to an allowance of Baht 25,000.
- Each director and committee member are entitled to an allowance of Baht 25,000 for each board meeting or committee meeting, as the case may be, which they attend.
- Each of directors of the Corporate Governance Committee member, Each of directors of the Compensation And Nomination Committee member and Each of directors of the Risk Management And Investment Committee member are entitled to an allowance of Baht 15,000.

2. Annual bonus

The Company will consider paying an annual bonus based on its operating results in an aggregate amount of Baht 5,000,000. The amount of bonus to be paid to each director will be calculated according to the period during which he/she has been in office.

In determining the directors' remuneration, the Board of Directors and sub-committees of the Company do not receive any benefits other than monthly remuneration or meeting allowances as detailed above..

The scopes of powers, duties and responsibilities of the Board, the Audit Committee and Risk Management Committee are detailed in the Annual Report under the heading "Management".

Table of comparison of the remuneration paid to directors in 2020 and 2019

Unit: Baht

Type of remuneration	2020 (as proposed for this year)					2019				
	Board	Audit Committee	Corporate Governance Committee	Compensation And Nomination Committee	Risk Management And Investment Committee	Board	Audit Committee	Corporate Governance Committee	Compensation And Nomination Committee	Risk Management And Investment Committee
1. Annual remuneration	pending	pending	pending	pending	pending	3,050,000	-	-	-	-
2. Meeting allowance (per meeting)	1,860,000 (6 times)	425,000 (5 times)	70,000 (1 time)	170,000 (2 times)	115,000 (1 time)	1,500,000 (6 times)	350,000 (5 times)	50,000 (1 time)	120,000 (2 times)	160,000 (2 times)

**Remarks** \* The meeting allowance is the estimated total of the whole year meeting. And the total of the whole faculty.

**7. To consider and approve the appointment of auditors and to determine their remuneration**

Facts and rationale: Section 120 of the Public Company Act requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration. Existing auditors are eligible for re-appointment.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Tor Jor 44/2556 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and

operating results, the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones. However, the company is allowed to appoint an auditor, who has retired by the auditor's rotation, after at least five fiscal years from the date of her discharge of duty.

The Audit Committee recommends that the Meeting approve the appointment of Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313 and/or Miss Kosum Cha-em, Certified Public Accountant No. 6011 and/or Mr. Kritsada Lerdwana, Certified Public Account No. 4958 of EY Office Limited to be their 6<sup>th</sup> year auditors of the Company and its subsidiaries for the year 2020. EY have performed their duties as the Company's and its subsidiaries' auditor for 26 consecutive financial years, with their total remuneration of up to Baht 4,820,000, not including out-of-pocket expenses.

Table of comparison of the auditors' remuneration

<b>Auditors' remuneration</b>	<b>Financial Year 2019</b>	<b>Financial Year 2020</b>
1. Auditing fee (Baht)	4,820,000	4,820,000
2. Other service charges and expenses	-	-

Board's opinion: The Board recommends that the appointment of Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313 and/or Miss Kosum Cha-em, Certified Public Accountant No. 6011 and/or Mr. Kritsada Lerdwana, Certified Public Account No. 4958 of EY Office Limited to be the auditors of the Company for financial year 2020 with their remuneration (for auditing the Company and its subsidiaries) of up to Baht 4,820,000 per annum, excluding out-of-pocket expenses, be proposed to the shareholders' meeting for further consideration and approval. The auditors nominated to be the auditor of the Company for the year 2020 which have been the Company's auditor for 6 years. However, if the nominated auditors are unable to perform their duties for the Company, EY Office Limited agrees to designate other qualified members of its team to replace the nominated auditors in order to audit the Company's books and accounts and express opinion on the Company's financial statements.

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates and have prepared the financial statements with the required period.

The auditor of the subsidiary is a licensed auditor from EY Office Company Limited as well as the auditor of the company.

**8. Other business (if any)**

If you are unable to attend the Meeting, you may appoint an independent director, whose CV is attached to the proxy form, as your proxy to attend and vote at the Meeting on your behalf. The Company provided the shareholders the right to propose the matters to be considered as the agenda of AGM since January 15, 2020 to February 15, 2020. The company published the criteria on company website and informed on stock exchange of Thailand website. However, no shareholders proposed any agenda.

The Company is deeply concerned for the safety and well-being of shareholders and all stakeholders, who will be participating in the meeting. Therefore, the Company strongly requests for your cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of coronavirus 2019 (COVID-19) outbreak. The Company hereby apologizes for any such inconvenience that may occur during the meeting due to the strict safety procedures.

Yours sincerely,  
**Chularat Hospital Public Company Limited**



(Mr. Kriengsak Plussind)

Chairman of the Board of Directors

- Transfer 12.00 – 13.00 p.m. and 17.00 p.m.
  1. HomePro Suvarnabhumi (Market Village Shopping Center Outside the KFC shop)
  2. BTS Bearing Station (in front of 7-11 at the end of Soi Lasalle)

Call 02-0332900 Ext. 3317

**Guidelines for attending meetings, in regards to the outbreak of the  
Novel Coronavirus 2019 (COVID-19)**

According to the spread of the new Coronavirus 2019 (COVID-19), the company worries of the situation. So, please be informed of the new guidelines, as listed;

1. Shareholders who are in a high-risk situation, for example, had recently travelled to any high-risk countries, or suffers any respiratory symptoms, are advised to send a substitute in place to attend the meeting, via the company's address (on the invitation letter).
2. The company will be implementing health checks, in front of the meeting room. In the situation of finding one with risk, we will kindly ask to deny their entry, in which you may send a substitute in place to attend the meeting instead.

Thank you for your cooperation and understanding on this matter.

Company Secretary Office Tel. 02-033-2900 Ext. 3325 or mail: [companysecretary@chularat.com](mailto:companysecretary@chularat.com)

26 April 2019

Subject : To report the resolutions of the 2019 Annual General Meeting of Shareholders

To : President

The Stock Exchange of Thailand

The 2019 Annual General Meeting of Shareholders of Chularat Hospital Public Company Limited (the **Company**), held on 26 April 2019 at 1:30 p.m., at Chularat 3 Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn, passed the following resolutions:

1. That the Minutes of the 2018 Annual General Meeting of Shareholders, be certified with the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes		Percent
Approving	8,390,193,883	votes	99.8995
Disapproving	0	votes	0.0000
Abstaining	8,440,000	votes	0.1005
Voided Ballot	0	votes	
Total	8,398,633,883	votes	100.000

2. That the report on the Company's operating results in respect of 2018 be acknowledged.  
3. That the audited financial statements in respect of the fiscal year ended as at 31 December 2018 be approved, with the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes		Percent
Approving	8,395,947,983	votes	99.9666
Disapproving	0	votes	0.000
Abstaining	2,801,700	votes	0.0334
Voided Ballot	0	votes	
Total	8,398,749,683	votes	100.000

4. That the interim dividends to shareholders as per the following details, be acknowledged:  
The Board of Directors' Meeting No. 4/2018, held on 9 August 2018, resolved to approve the payment of interim dividends to shareholders at the rate of Baht 0.020 per share, totalling Baht 220,000,000. The interim dividends were accordingly paid to shareholders on 7 September 2018.
5. That the dividend payment at the rate of Baht 0.030 per share, totalling Baht 330,000,000 to the Company's shareholders, be approved; provided that: 7 May 2019 is fixed as the record date for determining the shareholders entitled to the dividend payment, and 24 May 2019 is fixed as the due date for dividend payment. Such resolution was passed by the majority of the votes of the shareholders present and eligible to vote as follows:

	Number of votes		Percent
Approving	8,398,749,683	votes	100.0000
Disapproving	0	votes	0.0000
Abstaining	0	votes	0.0000
Voided Ballot	0	votes	
Total	8,398,749,683	votes	100.0000



6. That the re-appointment of the following directors who retired by rotation to resume their directorships for another term, be approved with the majority of the votes of the shareholders present and eligible to vote as follows:

(1) Dr.Kumpol Plussind

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,123,212,683	votes	96.7193
Disapproving	11,766,800	votes	0.1401
Abstaining	263,770,200	votes	3.1406
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,749,683</b>	<b>votes</b>	<b>100.000</b>

(1) Mr.Yanyong Amornpitakkul

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,335,797,833	votes	99.2505
Disapproving	13,349,700	votes	0.1589
Abstaining	49,602,150	votes	0.5906
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,749,683</b>	<b>votes</b>	<b>100.0000</b>

(3) Mr.Somyos Yan-ubol

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,390,768,483	votes	99.9050
Disapproving	7,931,200	votes	0.0944
Abstaining	50,000	votes	0.0006
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,749,683</b>	<b>votes</b>	<b>100.0000</b>

(4) Dr.Pinit Kullavanijaya

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,138,365,734	votes	96.8997
Disapproving	260,333,949	votes	3.0997
Abstaining	50,000	votes	0.0006
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,749,683</b>	<b>votes</b>	<b>100.0000</b>

7. That the remuneration for the Board of Directors for 2019 be approved as per the following s:

(1) Meeting Fee

- The Chairman of the Board of Directors is entitled to the meeting fee of Baht 30,000 for each board meeting attended.
- The Chairman of the Audit Committee is entitled to the meeting fee of Baht 30,000 for each meeting of Audit Committee attended and Baht 20,000 for each meeting of Board of Directors attended

- Each director and member of Audit Committee are entitled to the meeting fee of Baht 20,000 for each meeting of the Board of Directors and Audit Committee, as the case may be, attended.
- The Chairman of the Corporate Governance Committee, The Chairman of the Compensation And Nomination Committee and The Chairman of the Risk Management And Investment Committee are entitled to an allowance of Baht 20,000.
- Each of directors of the Corporate Governance Committee member , Each of directors of the Compensation And Nomination Committee member and Each of directors of the Risk Management And Investment Committee member are entitled to an allowance of Baht 10,000.

(2) Annual bonus

The Company will consider paying an annual bonus based on its operating results in an aggregate amount of not exceeding Baht 5,000,000. The amount of bonus to be paid to each director will be calculated according to the period during which he/she has been in office.

Such resolution was passed by two-thirds or more of the total votes of the shareholders present as follows:

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,366,446,834	votes	99.6151
Disapproving	32,272,849	votes	0.3843
Abstaining	50,000	votes	0.0006
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,769,683</b>	<b>votes</b>	<b>100.0000</b>

8. That the appointment of Ms.Manee Rattanabunnakit, Certified Public Accountant No. 5313 and/or Miss Kosum Cha-em, Certified Public Accountant No. 6011 and/or Mr. Kritsada Lerdwana, Certified Public Account No. 4958 of EY Office Limited to be the auditors of the Company with the total remuneration of not exceeding Baht 4,820,000, excluding disbursement, be approved, with the majority of the votes of the shareholders present and eligible to vote as follows:

	<b>Number of votes</b>		<b>Percent</b>
Approving	8,367,850,534	votes	99.6319
Disapproving	30,919,149	votes	0.3681
Abstaining	0	votes	0.0000
Voided Ballot	0	votes	
<b>Total</b>	<b>8,398,769,683</b>	<b>votes</b>	<b>100.0000</b>

Yours faithfully,  
Chularat Hospital Public Company Limited

  
(Dr.Kumpol Plussind)  
Chief Executive Offi

### Profiles of the Candidates for Director Positions

**Name** : Mr. Kriengsak Plussind  
**Age** : 70 years.  
**Nationality** : Thai  
**Address** : 342 / 48-49 Charoen Krung Road, Wang Mai Sub-district,  
 Pathumwan District, Bangkok



**Educational qualification** : Mini MBA in Health, Chulalongkorn University  
**Directorship training** : Director Accreditation Program (DAP) Class 2011, Thai Institute of Directors (IOD)

Work Experience	Year	Position	Company
	2004- Present	Chairman of the Board of Directors	Chularat Hospital Public Company Limited
	2019- Present	Director	Ruampat Chachoengsao Hospital Company Limited
	2019- Present	Director	Cancer Suvarnabhum Company Limited
	2016 – Present	Chairman of the Corporate Governance Committee	Chularat Hospital Public Company Limited
	2016 – Present	Director	Sattayabutr International Company Limited
	2016 – Present	Director	Chularat Phraek Sa Hospital Company Limited
	2014 - Present	Director	Cholvaej Hospital Company Limited
	2013 - Present	Director	Chularat Arkanay Hospital Company Limited
	2004- Present	Director	Convenience Hospital Company Limited
	2004 - Present	Director	Bangpakong Vejchakij Company Limited
	2003- Present	Director	Thai Amdon Company Limited
	1976 –Present	Managing Director	Ilicon Company Limited

In any listed companies : CHULARAT HOSPITAL PUBLIC COMPANY LIMITED (CHG)

In any non-listed companies : Convenience Hospital Company Limited, Bangpakong Vejchakij Company Limited, Ruampat Chachoengsao Hospital Company Limited, Chularat Phraek Sa Hospital Company Limited, Cholvaej Hospital Company Limited, Chularat Arkanay Hospital Company Limited, Thai Amdon Company Limited, Cancer Suvarnabhum Company Limited, Sattayabutr International Company Limited and Ilicon Company Limited

In any companies which may result in a conflict of interest with the Company -

**Nature of the nominated directorship** : Director

**Term of office** : 15 years.

**Appointment Date** : 25 June 2004

**% of shareholding in the Company** : 3.35 % of shareholding in the Company

**Direct and indirect interests  
in the Company or in the  
relevant subsidiaries** -

**Interest in the agendas  
proposed in the Meeting** : a person nominated to be a director in agenda 5

**Historical records or  
meeting attendance in 2019** : The Board of Director Meeting 6 out of 6 (100%)

**(This candidate is not a director or executive in any company which may result in a conflict of interest with the  
Company.)**

## Profiles of the Candidates for Director Positions

**Name** : Mr. Apirum Panyapol  
**Age** : 68 years.  
**Nationality** : Thai  
**Address** : 80/125 Village No. 5, Bang Mueang Mai Subdistrict  
 Mueang Samut Prakan District Samut Prakan Province  
**Educational qualification** : Assumption Commercial College, Bor. Por , Bor. Wor



**Directorship training** : Director Accreditation Program (DAP) Class 2011, Thai Institute of Directors (IOD)  
 Risk Management for Corporate Leaders Program (RCL) Class 16/2019

<b>Work Experience</b>	2004- Present	Director	Chularat Hospital Public Company Limited
<b>Current job positions</b>	2019- Present	Director	Sattayabutr International Company Limited
	2019- Present	Director	Ruampat Chachoengsao Hospital Company Limited
	2019- Present	Director	Chularat Phraek Sa Hospital Company Limited
	2019- Present	Director	Cancer Suvarnabhum Company Limited
	2018 - Present	Chairman of the Risk Management and Investment Committee	Chularat Hospital Public Company Limited
	2014 - Present	Director	Cholvaej Hospital Company Limited
	2013 - Present	Director	Chularat Arkanay Hospital Company Limited
	2012- Present	Director	Thai Amdon Company Limited
	2004 - Present	Director	Convenience Hospital Company Limited
	2004 - Present	Director	Bangpakong Vejchakij Company Limited
	1998 - Present	Director	Steel Link International Company Limited
	1992 – Present	Director	Panyapol Interholding Company Limited
	1988 - Present	Director	Samonkit Company Limited
	1985 - Present	Managing Director	Seameth Company Limited

**In any listed companies** : CHULARAT HOSPITAL PUBLIC COMPANY LIMITED (CHG)

**In any non-listed companies** : Cholvaej Hospital Company Limited, Bangpakong Vejchakij Company Limited, Cholvaej Hospital Company Limited, Chularat Arkanay Hospital Company Limited, Thai Amdon Company Limited, Sattayabutr International Company Limited, Ruampat Chachoengsao Hospital Company Limited, Chularat Phraek Sa Hospital Company Limited, Cancer Suvarnabhum Company Limited , Steel Link International Company Limited, Panyapol Interholding Company Limited and Samonkit Company Limited

**In any companies which may result in a conflict of interest with the Company** -

**Nature of the nominated directorship** : Director

**Term of office** : 15 years.

**Appointment Date** : 25 June 2004

**% of shareholding in the Company** : 10.25 % of shareholding in the Company

**Direct and indirect interests in the Company or in the relevant subsidiaries** -

**Interest in the agendas proposed in the Meeting** : a person nominated to be a director in agenda 5

**Historical records or meeting attendance in 2019** : The Board of Director Meeting 6 out of 6 (100%)

**(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)**

## Profiles of the Candidates for Director Positions



<b>Name</b>	: Dr. Suchai Laoveerawat		
<b>Age</b>	: 65 years.		
<b>Nationality</b>	: Thai		
<b>Address</b>	: 12 at Kanyatayaram Alley (Charoen Krung 19), Pom Prap Subdistrict Pomprab District Bangkok		
<b>Educational qualification</b>	: Doctor of Medicine, Chulalongkorn University Urological Surgery Program, Chulalongkorn University Mini MBA in Health, Faculty of Medicine, Chulalongkorn University Hospital Management, Faculty of Medicine, Ramathibodi Hospital, Mahidol University. Good Governances for Executive M.D. Program Class 4, King Prajadhipok's Institute		
<b>Directorship training</b>	Director Accreditation Program (DAP) Class 2011, Thai Institute of Directors (IOD)		
<b>Work Experience-</b>	2004- Present	Director	Chularat Hospital Public Company Limited
<b>Current job positions</b>	2019- Present	Director	Chularat Phraek Sa Hospital Company Limited
	2018 - Present	Director	Cancer Suvarnabhum Company Limited
	2016 - Present	Risk Management and Investment Committee	Chularat Hospital Public Company Limited
	2016 - Present	Director	Sattayabutr International Company Limited
	2016- Present	Director	Ruampat Chachoengsao Hospital Company Limited
	2015 - Present	Hospital Director of Chularat 2, 4, 5	Chularat Hospital Public Company Limited
	2014- Present	Director	Cholvaej Hospital Company Limited
	2013 - Present	Director	Chularat Arkanay Hospital Company Limited
	2012- Present	Director	Thai Amdon Company Limited
	2004 - Present	Director	Convenience Hospital Company Limited
	2004 - Present	Director	Bangpakong Vejchakij Company Limited
<b><u>In any listed companies</u></b>	: CHULARAT HOSPITAL PUBLIC COMPANY LIMITED (CHG)		
<b><u>In any non-listed companies</u></b>	: Convenience Hospital Company Limited, Bangpakong Vejchakij Company Limited, Chularat Phraek Sa Hospital Company Limited, Cancer Suvarnabhum Company Limited , Sattayabutr International Company Limited, Ruampat Chachoengsao Hospital Company Limited, Cholvaej Hospital Company Limited, Chularat Arkanay Hospital Company Limited and Thai Amdon Company Limited		
<b><u>In any companies which may result in a conflict of interest with the Company</u></b>	-		
<b>Nature of the nominated directorship</b>	: Director		
<b>Term of office</b>	: 15 years		
<b>Appointment Date</b>	: 25 June 2004		
<b>% of shareholding in</b>	: 0.08 % of shareholding in the Company		

**the Company**

**Direct and indirect interests in the Company or in the relevant subsidiaries** -

**Interest in the agendas proposed in the Meeting** : a person nominated to be a director in agenda 5

**Historical records or meeting attendance in 2019** : The Board of Director Meeting 6 out of 6 (100%)

**(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)**



## Profiles of the Candidates for Director Positions

**Name** : Mrs. Kobkul Panyapol  
**Age** : 69 years.  
**Nationality** : Thai  
**Address** : 1510 Village No. 7, Thepharak Subdistrict Mueang  
 Samut Prakan District Samut Prakan Province  
**Educational qualification** : Vocational certificate, Convent of Holy Infant Jesus



**Directorship training** : Director Accreditation Program (DAP) Class 2011, Thai Institute of Directors (IOD)

**Work Experience** 2004- Present Director Chularat Hospital Public Company Limited

**Current job positions** 2019- Present Director Convenience Hospital Company Limited

2019- Present Director Bangpakong Vejchakij Company Limited

2019- Present Director Chularat Arkanay Hospital Company Limited

2019- Present Director Cholvaej Hospital Company Limited

2019- Present Director Sattayabutr International Company Limited

2019- Present Director Ruampat Chachoengsao Hospital Company Limited

2019- Present Director Chularat Phraek Sa Hospital Company Limited

2019- Present Director Cancer Suvarnabhum Company Limited

2019- Present Director Thai Amdon Company Limited

1998 - Present Director Steel Link International Company Limited

1992 – Present Director Panyapol Interholding Company Limited

1988 - Present Director Samonkit Company Limited

1985 - Present Director Seameth Company Limited

**In any listed companies** : CHULARAT HOSPITAL PUBLIC COMPANY LIMITED (CHG)

**In any non-listed companies** : Convenience Hospital Company Limited, Bangpakong Vejchakij Company Limited, Chularat Arkanay Hospital Company Limited, Cholvaej Hospital Company Limited, Sattayabutr International Company Limited, Ruampat Chachoengsao Hospital Company Limited, Chularat Phraek Sa Hospital Company Limited, Cancer Suvarnabhum Company Limited , Thai Amdon Company Limited, Steel Link International Company Limited, Panyapol Interholding Company Limited, Samonkit Company Limited and Seameth Company Limited

**In any companies which may result in a conflict of interest with the Company** -

**Nature of the nominated directorship** : Director

**Term of office** : 15 years

**Appointment Date** : 25 June 2004

**% of shareholding in the Company** : 8.34 % of shareholding in the Company

**Direct and indirect interests in the Company or in the relevant subsidiaries** -

**Interest in the agendas proposed in the Meeting** : a person nominated to be a director in agenda 5

**Historical records or meeting attendance in 2019** : The Board of Director Meeting 6 out of 6 (100%)

**(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)**

**Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19th 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. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

**1. Natural person**

**1.1 *Thai nationality***

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**1.2 *Non-Thai nationality***

- (a) passport of the shareholder; or
- (b) in case of proxy, copy of passport of the shareholder and copy of identification card or copy passport (in case of a foreigner) of the proxy.

**2. Juristic person**

**2.1 *Juristic person registered in Thailand***

- (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

**2.2 *Juristic person registered outside of Thailand***

- (a) corporate affidavit; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including copy of identification card or copy of passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.30 p.m. on Friday 17 July 2020.

**Remark**

If any shareholder cannot attend the 2020 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to Chularat Hospital Public Company Limited at Chularat 3 International Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn.

## Articles of Association concerning the Shareholders' Meeting and Voting Procedures

### 1. Proxy

#### Chapter IV Clause 39

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

### 2. Meeting Procedures

#### Chapter IV Clause 40

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

#### Chapter IV Clause 41

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

### 3. Quorum

#### Chapter IV Clause 38

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

### 4. Voting Procedures

#### Chapter IV Clause 42

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 43

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. If the votes are equal, the chairman has a casting vote except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

**5. Appointment of Directors**

Chapter III Clause 15

The Company has a board of directors consisting of at least 5 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice-Chairman and any other positions as they see fit. At least one-half of the directors must reside in Thailand.

Chapter III Clause 17

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held.
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In voting to elect more than one candidate as directors, the number of votes for each of the different candidates is indivisible.
- (3) The candidates who obtain the highest votes will be appointed as directors to fill the required number of vacancies for such election. If the candidates who equally obtain the lower votes exceed the required number of vacancies, the chairman has a casting vote.

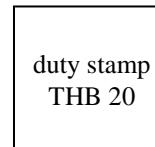
Chapter III Clause 18

At every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.

**Form of Proxy, Form A. (General Form)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**



-----  
 Made at .....

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

(1) I/We ..... nationality .....  
 residing/located at No. .... Road, Tambol/Kwaeng .....  
 Amphur/Khet ..... Province ..... Postal Code .....

(2) being a shareholder of Chularat Hospital Public Company Limited, holding ..... shares in total  
 which are entitled to cast ..... votes as follows:  
 ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
 preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

(1) ..... age ..... years, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ..... Amphur/Khet ..... Province .....  
 ..... Postal Code ..... or

(2) ..... age ..... years, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ..... Amphur/Khet ..... Province .....  
 ..... Postal Code ..... or

(3) ..... age ..... years, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ..... Amphur/Khet ..... Province .....  
 ..... Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting  
 of Shareholders to be held on Friday 17 July 2020 at 13.30 p.m. at Chularat 3 International Hospital, 7th Floor,  
 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn or such other date, time and place as  
 may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and  
 performance in all respects.

Signed..... Grantor  
 (.....)

Signed..... Grantee  
 (.....)

Signed..... Grantee  
 (.....)

Signed..... Grantee  
 (.....)

**Remarks**

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not  
 be divided into several portions and granted to more than one proxy in order to divide the votes.

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**Form of Proxy, Form B.**  
**(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

Made at .....  
Date ..... Month ..... Year .....

(1) I/We ..... nationality .....  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....  
Amphur/Khet ..... Province ..... Postal Code .....

(2) being a shareholder of Chularat Hospital Public Company Limited, holding ..... shares in total  
which are entitled to cast ..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

(1) ..... age ..... years,  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....  
Amphur/Khet ..... Province ..... Postal Code ..... or

(2) ..... age ..... years,  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....  
Amphur/Khet ..... Province ..... Postal Code ..... or

(3) ..... age ..... years,  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....  
Amphur/Khet ..... Province ..... Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting  
of Shareholders to be held on Friday 17 July 2020 at 13.30 p.m. at Chularat 3 International Hospital, 7th Floor,  
88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn or such other date, time and place as  
may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following  
matters:

- Agenda no. 1 To certify the minutes of the 2019 Annual General Meeting of Shareholders
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no. 2 To acknowledge the Company's operating results as at Year 2019
- Agenda no. 3 To consider and approve the audited and consolidated financial statements in respect of  
the financial year ended as at 31 December 2019
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no. 4 To acknowledge the interim dividend payment
- Agenda no. 5 To consider and approve the appointment of directors in replacement of those to retire  
by rotation
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of all directors
- Approve       Disapprove       Abstain
- Appointment of any director(s)
- Name of Director : Mr.Kriengsak Plussind
- Approve       Disapprove       Abstain
- Name of Director : Mr. Apirum Panyapol
- Approve       Disapprove       Abstain
- Name of Director : Dr.Suchai Laoveerawat
- Approve       Disapprove       Abstain

Name of Director : Mrs. Kobkul Panyapol

Approve       Disapprove       Abstain

Agenda no. 6 To consider and approve the determination of directors' remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve       Disapprove       Abstain

Agenda no. 7 Appointment of the Auditors for 2020 and fixing their remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve       Disapprove       Abstain

Agenda no. 8 Other business (if any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve       Disapprove       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.



**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of Chularat Hospital Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on Friday 17 July 2020 at 13.30 p.m. at Chularat 3International Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn or such other date, time and place as may be adjourned.

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- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
  
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
  
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
  
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
  
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
  
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain

Agenda no. .... re: Appointment of directors (Continued)

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

Name of Director .....  
 Approve       Disapprove       Abstain

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**Form of Proxy, Form C.**

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

**Annexed to Notice of Department of Business Development****Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

Made at .....

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

(1) We .....

located at No. .... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ..... Postal Code ..... in our capacity as the  
custodian for .....

being a shareholder of Chularat Hospital Public Company Limited, holding ..... shares in total which are  
entitled to cast ..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and

preferred shares: ..... shares in total which are entitled to cast ..... votes,

(2) We wish to appoint

(1) ..... age ..... years, residing/located at  
No. .... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ..... Postal Code ..... or

(2) ..... age ..... years,  
residing/located at No. .... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ..... Postal Code ..... or

(3) ..... age ..... years,  
residing/located at No. .... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ..... Postal Code .....

any one of them as our proxy to attend and vote on our behalf at the 2020 Annual General Meeting of Shareholders to be held on Friday 17 July 2020 at 13.30 p.m. at Chularat 3International Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

 The voting right in all the voting shares held by us is granted to the proxy. The voting right in part of the voting shares held by us is granted to the proxy as follows: Ordinary shares: ..... shares in total, which are entitled to cast ..... votes; and Preferred shares: ..... shares in total, which are entitled to cast ..... votes,

Total: ..... votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

 Agenda no. 1 To certify the minutes of the 2019 Annual General Meeting of Shareholders (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion. (b) The proxy must cast the votes in accordance with the following instructions: Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes Agenda no. 2 To acknowledge the Company's operating results as at Year 2019 Agenda no. 3 To certify and approve the audited and consolidated financial statements in respect of the financial year ended as at 31 December 2019 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion. (b) The proxy must cast the votes in accordance with the following instructions: Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes Agenda no. 4 To acknowledge the interim dividend payment Agenda no. 5 To consider and approve the appointment of directors in replacement of those to retire by rotation (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion. (b) The proxy must cast the votes in accordance with the following instructions: Appointment of all directors Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes Appointment of any director(s)

Name of Director : Mr.Kriengsak Plussind

 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes

Name of Director : Mr. Apirum Panyapol

 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes

Name of Director : Dr.Suchai Laoveerawat

Approve with ..... votes     Disapprove with ..... votes     Abstain with ..... votes

Name of Director : Mrs. Kobkul Panyapol

Approve with ..... votes     Disapprove with ..... votes     Abstain with ..... votes

Agenda no. 6 To consider and approve the determination of directors' remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with ..... votes     Disapprove with ..... votes     Abstain with ..... votes

Agenda no. 7 Appointment of the Auditors for 2020 and fixing their remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with ..... votes     Disapprove with ..... votes     Abstain with ..... votes

Agenda no. 8 Other business (if any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with ..... votes     Disapprove with ..... votes     Abstain with ..... votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

**Remarks**

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

**Attachment to Proxy Form C.**

A proxy is granted by a shareholder of Chularat Hospital Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on Friday 17 July 2020 at 13.30 p.m. at Chularat 3 International Hospital, 7th Floor, 88/8-9 Moo 11, Theparak Road Km.14.5, Bangpla, Bangplee, Samutprakarn or such other date, time and place as may be adjourned.

- 
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Agenda no. .... re: Appointment of directors (Continued)

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

Name of Director .....  
 Approve with .... votes     Disapprove with ..... votes     Abstain with .... votes

**Profiles of the independent directors proposed as proxy by the Company**

<b>Name</b>	: <b>Mr. Manit Jeeradit</b>			
<b>Age</b>	: 71 years			
<b>Nationality</b>	: Thai			
<b>Address</b>	: 32/84 Soi Sukhumvit 26, Klong Toey, Bangkok			
<b>Educational qualification</b>	: B.A (Economics and Accounting) Claremont Men's College (Claremont Mckenna College)			
<b>Directorship training</b>	: Audit Committee Program(ACP) Institute of Directors(IOD) : Director Accreditation Program (DAP) Institute of Directors(IOD) : Director Certification Program (DCP) 187/2014 Institute of Directors(IOD)			
<b>Work Experience</b>	2012 -Present	Director, Independent Director, Chairman of Audit Committee		Chularat Hospital Public Company Limited
<b>Current job positions</b>	2016- Present	Nomination and Remuneration Committee, Corporate Governance Committee		Chularat Hospital Public Company Limited
	2015 - Present	Chairman of the Nomination and Remuneration Committee		Moong Pattana International Public Company Limited
	2015 - Present	Director		License2Q Company Limited
	2010- Present	Independent Director, Audit Committee	Moong Pattana International Public Company Limited	
<b><u>In any listed companies</u></b>	: Chularat Hospital Public Co., Ltd. (CHG), Moong Pattana International Co., Ltd.			
<b><u>In any non-listed companies</u></b>	: License2Q Company Limited			
<b><u>In any companies which may result in a conflict of interest with the Company</u></b>	-			
<b>Term of office</b>	: 7 year 4 months 16 days (appointed as a director since August 15, 2012)			
<b>% of shareholding in the Company</b>	: 0 % of shareholding in the Company			
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-			
<b>Interest in the agendas proposed in the Meeting</b>	-			
<b>Historical records or meeting attendance in 2019</b>	: The Audit Committee of Director Meeting 5 out of 5 (100%) : The Board of Director Meeting 6 out of 6(100%)			

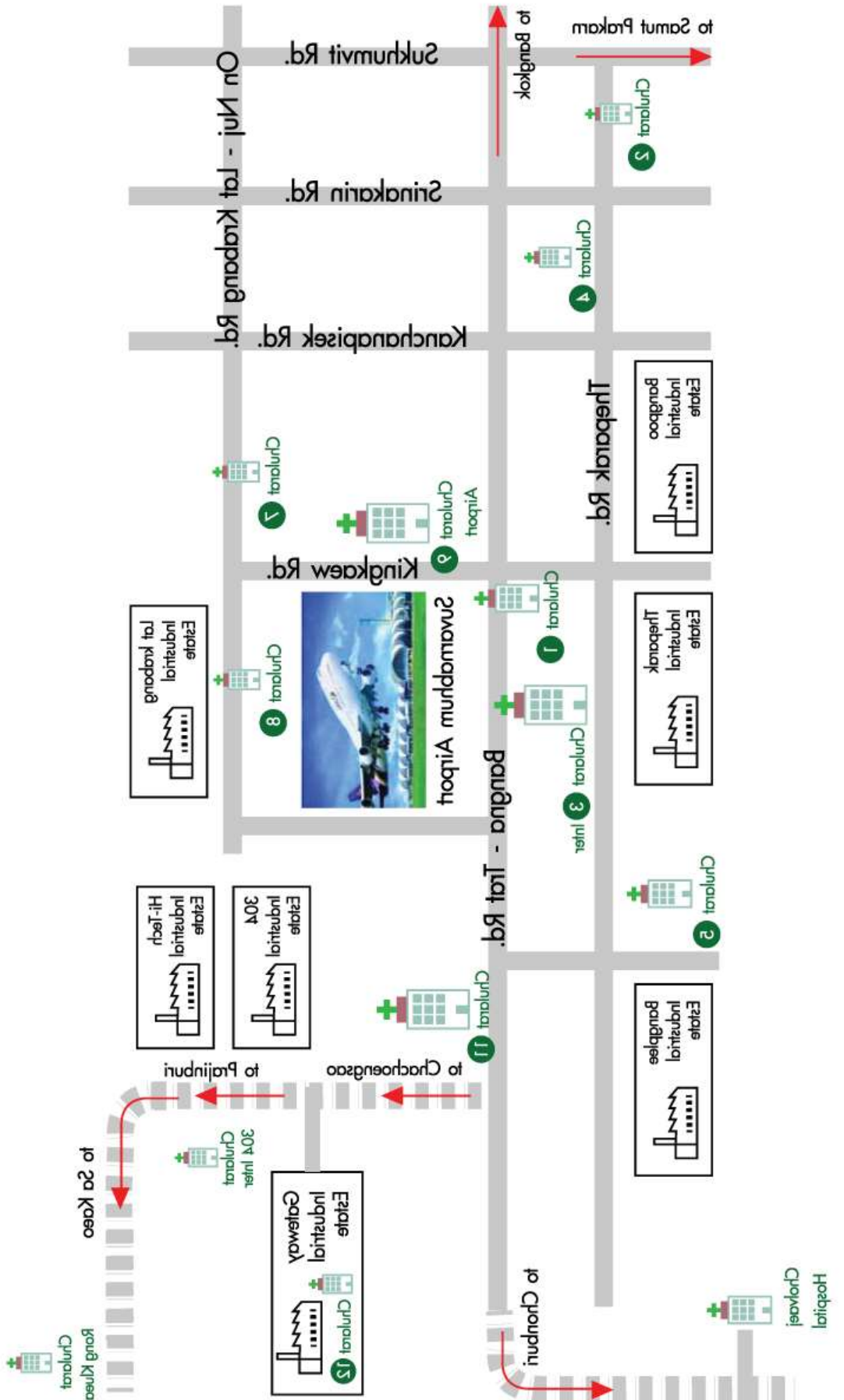
**(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company and has no special interest different from other directors .)**

**Profiles of the independent directors proposed as proxy by the Company**

<b>Name</b>	: MR. Somyos Yan-ubol			
<b>Age</b>	: 64 years.			
<b>Nationality</b>	: Thai			
<b>Address</b>	: 57/267 Moo9 Tambon Pak Kret Nonthaburi			
<b>Educational qualification</b>	: MBA , Kasetsart University			
<b>Directorship training</b>	: Director Accreditation Program (DAP) Institute of Directors(IOD)			
	: Advanced Audit Committee Program(AACP) Institute of Directors(IOD)			
	: Audit Committee Program(ACP) Institute of Directors(IOD)			
	: Ethical Leadership Program (ELP) 1/2017 Thai Institute of Directors			
	: RCL- Risk Management Program for Corporate Leaders Thai Program 16/2019 2-3/5/2019			
<b>Work Experience</b>	1996 - 2014	Director	Phupa Chumthong Company Limited	
<b>Current job positions</b>	2012 - Present	Director, Independent	Chularat Hospital Public Company	
		Director, Audit Committee	Limited	
	2016- Present	Corporate Governance	Chularat Hospital Public Company	
		Committee,	Limited	
		Nomination and		
		Remuneration Committee,		
		Risk Management and		
		Investment Committee		
<u>In any listed companies</u>	: Chularat Hospital Public Company Limited (CHG)			
<u>In any non-listed companies</u>	-			
<u>In any companies which may result in a conflict of interest with the Company</u>	-			
<b>Term of office</b>	: 7 year 4 months 16 days (appointed as a director since August 15, 2012)			
<b>% of shareholding in the Company</b>	-			
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-			
<b>Interest in the agendas proposed in the Meeting</b>	-			
<b>Historical records or meeting attendance in 2019</b>	: The Audit Committee of Director Meeting 5 out of 5 (100%)			
	: The Board of Director Meeting 6 out of 6 (100%)			

**(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company and has no special interest different from other directors.)**





as well as eastern Bangkok and nearby Suvarnabhumi Airport. "

" Key Service Area of Chulabart Hospital Group include Samut Prakan, Chachoengsao, Chonburi, Prachinburi and Krabi provinces."