

## Minutes of the Annual General Meeting of Shareholders 2022

Of

### Srivichai Vejvivat Public Company Limited

#### Date, Time and Venue

The Annual General Meeting of Shareholders 2022 was held on Friday, April 22, 2022 at 09.00 hrs. at Conference Room, Building 5, 4<sup>th</sup> Floor, Vichavej International Hospital Omnoi, No.74/5 Moo 4, Phetkasem Road, Omnoi Subdistrict, Krathumbaen District, Samutsakhon.

Since there were 40 shareholders present at the Meeting either in person or by proxy totaling altogether 420,849,004 shares or equal to 73.75 % of total issued and paid-up shares of 570,665,433 shares, therefore, a quorum was formed in accordance with the Company's Articles of Association. The Chairman then declared the Meeting open.

Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS, presided as the Chairman of the Meeting.

The chairman then opened the meeting and assigned the company secretary introduced the Board of Directors of Srivichai Vejvivat Public Company Limited that attend the meeting amount 12 people by proportion of directors attending as the meeting equal to 100 percent as follows.

1. Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS Chairman
2. Ass. Prof. Saisunee Vanadurongwan, M.D. Vice-president and Chief Executive Officer
3. Virah Mavichak, Mr Independent Director / Chairman of The Nomination and Remuneration Committee
4. Visut Montriwat, Mr Independent Director / Chairman of The Audit Committee and Corporate Government Committee,
5. Surin Premamornkit, Mr Independent Director
6. Porntep Siriwanarangsun, M.D. Independent Director
7. Pongsak Vathana, M.D. Director
8. Vilawan Vanadurongvan, Ms Director / Chairman of Risk Management Committee and Chairman of the Working Group for Financial and Investment Planning
9. Nopporn Tirawattanakool, Ms Director
10. Tinnawat Mahataradol, Mr Director
11. Mongkon Wanitphakdeedecha M.D., M.Sc. Director
12. Prut Rojmahamongkol Director

Other attendees to the Meeting consist of:

1. Sakda Tangjitwattanakorn Chief Financial Officer
2. Asst. Prof. Rachada Fongtanakit, Ph.D., Secretary of the Company
3. Khitsada Lerdwana Auditor's EY Office Limited
4. Surin Susawat Legal Advisor / Inspector

And Nuchjaree Santiwest, Shareholder Rights Volunteer from the Thai Investors Association who attended this meeting. Before proceeding with the meeting agendas, in order for the vote counting to be transparent, the Secretary

of the Company invited 2 representatives of the shareholders to witness the vote counting which comprised: 1 ) Khanittha Porananon 2) Col.Wichian Prathumrat

The Secretary of the Company explained to the Meeting of the method for casting and counting votes and reporting the voting results of each agenda as follows.

In voting, the majority vote which one share is considered to have one vote. And any shareholder who has a special interest in any matter that shareholder has no right to vote on that matter. In addition to voting for election of directors in accordance with Article 37 of the Articles of Association of the Company for voting in Agenda 7, consideration of remuneration for directors must not be less than two-thirds (2/3) of shareholders attending the meeting.

In exercising the right to vote, the shareholders are requested to use the ballots provided by the Company. In each agenda, the shareholders are asked to tick in the boxes approved, disapproved or abstained on the ballot of each agenda, when the voting is complete, it will be delivered to the officers to collect the votes.

In counting the votes, the Company will only count the votes that the shareholders cast as "Disapproved" or "Abstained" and will deduct such votes from the total number of votes casted at the Meeting, whereby the remaining votes will be considered as "Approved" votes for that particular agenda.

To reduce the risk of spreading COVID-19. Inquired and comments during the meeting, the company will allow shareholders to write questions instead of speaking through the microphone.

The Secretary of the Company explained that The Company provides shareholders with an opportunity to propose as agenda of the shareholders' meeting and nominate persons to be nominated as directors. It has published details of the criteria and methods on proposing meeting agendas and nominating persons. To be considered for the election of the Company's directors on the Company's website from October 12, 2021 to December 31, 2021, there is no shareholder proposing an agenda or nominating person to be nominated as a director.

As the shareholders did not have any further inquiry about the method for casting and counting votes and reporting the voting results, the Chairman then proposed to the Meeting to consider the following agendas.

#### **Agenda 1 To acknowledge the matters notified by the Chairman of the Board**

**The Chairman** welcomed the shareholders and thanks all the shareholders who attended the Annual General Meeting of Shareholders for the year 2022 and informed the Meeting of the following:

In 2021, the company was evaluated for Corporate Governance Report of Thai Listed Companies 2021 from Thai Institute of Directors (IOD) and the Stock Exchange of Thailand and the Securities and Exchange Commission, to be an excellent corporate governance assessment in companies and the company received an assessment of the quality of the 2021 Annual General Meeting of Shareholders from the Thai Investors Association with a score of 97 points.

Due to the situation of the COVID-19, which has greatly increased the number of infected people and patients, the Vichavej Hospital International group must be prepared to support the patient which can manage the work system to serve the infected location management Medical equipment, personnel and treatment systems that meet the standards as well, resulting in the company has a leap forward in operating results.

**The Chairman** proposed the Meeting to acknowledge the matters notified by the Chairman of the Board

## Agenda 2 To consider and adopt the minutes of the AGM of Shareholders for the Year 2021

The Chairman proposed to the Meeting to approve the Minutes of 2021 Annual General Meeting of Shareholders held on Friday, April 16, 2021 in which the Minutes of such meeting was provided as attachment together with the Meeting Invitation Letter on Page 9 – 24.

The Chairman inquired whether any shareholder would like to request for amendment to such Minutes.

No shareholders requested for amendment.

The Chairman then requested the Meeting to approve the Minutes of 2021 Annual General Meeting of Shareholders held on Friday, April 16, 2021.

*(While considering, there were 2 additional shareholders who joined the Meeting making the total to be 42 shareholders present and altogether 421,065,404 shares)*

Adopted the minutes of the Annual General Meeting of Shareholders for the Year 2021 dated 16 April 2021 by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	421,065,404	Vote	equivalent to	100.0000
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	0	Vote	equivalent to	0.0000

**Resolution** Adopted the Minutes of the 2021 Annual General Meeting of Shareholders on Friday, April 16, 2021.

## Agenda 3 To acknowledge operating results of the Company for the year ended 31 December 2021.

The Chairman informed the meeting that the committee has reported its operating results for the year ended 31 December 2021, as detailed in the annual report, which was sent as a QR code to the shareholders together with the Notice of Meeting and assigned Mongkon Wanitphakdeedecha M.D., M.Sc., Managing Director of Vichaivej International Hospital Omnoi reports the Company's annual operating results for the year 2021.

**Mongkon Wanitphakdeedecha M.D., M.Sc.**, reports the Company's annual operating results for the year 2021

1. Service income in 2018 - 2021 was 2,246.69, 2,480.84, 2,275.67 and 4,717.84 million baht, respectively, representing a CAGR of 28.06 percent.

2. Proportion of revenue general patients and packaged patients in 2021 is 91 : 9 %

3. Revenue general patients 2018 – 2021 was 1,801.32, 1,979.37, 1,772.63, and 4,455.05 million baht, respectively, representing a CAGR of 35.23 percent.

4. Net profits for the year 2018 – 2021 are 177.12, 200.42, 186.85, and 1,260.21 million baht, respectively, representing CAGR of 92.33 percent.

5. Total revenues for each quarter of 2021 compared to 2020 are as follows:

- 1st Quarter (Jan.- Mar.) 2021 = 635.58 million baht , 2020 = 605.22 million baht, growth rate an increase of 5.02 percent

- 2nd Quarter (April.- June.) 2021 = 1,143.24 million baht , 2020 = 483.13 million baht, growth rate an increase of 136.63 percent

- 3rd Quarter (July.-Sep.) 2021 = 2,167.99 million baht, 2020 = 597.73 million baht, growth rate an increase of 262.70 percent

- 4th Quarter (Oct.- Dec.) 2021 = 782.95 million baht , 2020 = 603.86 million baht, growth rate an increase of 29.66 percent

6. Management of the COVID-19 situation in 2021 as follows:

6.1 Vichaivej Hospital International Group has opened a Hospital to support infected patients.

COVID - 19, a total of 14 hotels, approximately 6,674 beds, divided into

- Om Noi has 4 hospitals under its supervision, approximately 1,207 beds.
- Nong Khaem has 11 hospitals under its supervision, approximately 3,036 beds.
- Samut Sakhon has 7 hospitals under its supervision, approximately 1,905 beds.
- Yaek Fai Chai has 2 hospitals under its supervision, about 526 beds.

6.2 Report on the number of patients admitted to Hospital.

Branch	2021	2022 (Jan 1 – Mar 31)
	Number (Person)	Number (Person)
1. Vichaivej Omnoi Hospital	7,923	7,328
2. Vichaivej Nong Khaem Hospital	13,205	9,152
3. Vichaivej Samutsakhon Hospital	9,665	8,074
4. Vichaivej Yaek Fai Chai Hospital	2,061	1,867
<b>Total</b>	<b>32,854</b>	<b>26,421</b>

6.3 Report about of Alternative State Quarantine or ASQ

Branch	2021			2022 (Jan 1 – Mar 31)		
	Number (Hotel)	Number (Person)	Number (Beds)	Number (Hotel)	Number (Person)	Number (Beds)
1. Vichaivej Omnoi Hospital	-	-	-	-	-	-
2. Vichaivej Nong Khaem Hospital	8	5,291	1,126	9	3,336	1,300

Branch	2021			2022 (Jan 1 – Mar 31)		
	Number (Hotel)	Number (Person)	Number (Beds)	Number (Hotel)	Number (Person)	Number (Beds)
3. Vichaivej Samutsakhon Hospital	-	-	-	-	-	-
4. Vichaivej Yaek Fai Chai Hospital	2	9,414	370	2	7,781	400
<b>Total</b>	<b>10</b>	<b>14,705</b>	<b>1,496</b>	<b>11</b>	<b>11,117</b>	<b>1,700</b>

6.4 Collaborated with the Social Security Office to establish a COVID-19 Testing Center and Vaccination Center for insured persons at Wesn Sports Building 2, Bangkok Youth Center. (Thai-Japanese) during 16 April - 31 May and 6 June - 19 November 2021

6.5 Establish a project to prevent and control the outbreak of Coronavirus Disease 2019 in the factory (Factory Sandbox) in the year 2021 of 32 places, 593 cases, in the year 2022 of 25 places, 671 cases.

6.6 The provision of alternative COVID-19 vaccination services for service recipients who subscribe to hospital groups

Branch	2021	2022 (Jan 1 – Mar 31)
	Number (Person)	Number (Person)
1. Vichaivej Omnoi Hospital	36,488	5,998
2. Vichaivej Nong Khaem Hospital	66,963	6,181
3. Vichaivej Samutsakhon Hospital	25,745	2,352
4. Vichaivej Yaek Fai Chai Hospital	15,411	3,736
<b>Total</b>	<b>144,607</b>	<b>18,267</b>

6.7 Government - sponsored Covid-19 vaccination services for the general public, students, the Pfizer vaccine for children aged 5-11 years.

Branch	2021	2022 (Jan 1 – Mar 31)
	Number (Person)	Number (Person)
1. Vichaivej Omnoi Hospital	35,871	13,295
2. Vichaivej Nong Khaem Hospital	56,131	25,835

Branch	2021	2022 (Jan 1 – Mar 31)
	Number (Person)	Number (Person)
3. Vichaivej Samutsakhon Hospital	294,468	5,006
4. Vichaivej Yaek Fai Chai Hospital	8,418	1,801
<b>Total</b>	<b>394,888</b>	<b>45,937</b>

6.8 Opening of the social security building at Vichaivej Omnoi Hospital, which develops services , place and covers services for insurers especially both outpatients and inpatients were also introduced to the MRI Center, the Avic Vichaivej Joint Radiation Center and the Medical Technology Laboratory.

6.9 Receiving a special award of Vichaivej Samut Sakhon Hospital that received an award "Hospital in Heart" from the Social Security Office has been honored as a committed hospital. Continuously create and develop services for insurers until it is accepted by the insured in the social security system, good service, fast, modern medical equipment excellent personnel ready for the year 2021.

**The Chairman** asked whether there were any questions from the shareholders.

No shareholders requested for amendment.

**The Chairman** proposed the Meeting to Acknowledge the Company's operating results for the year ended 31 December 2021.

**Resolution** Acknowledge the Company's operating results for the year ended December 31, 2021

**Agenda 4 To consider and approve the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2021.**

**The Chairman** asked the Meeting to consider and approve the statement of financial position and income statement for the fiscal year, ended 31 December 2021 and assigned Sakda Tangjitwattanakorn, Chief Financial Officer, Proposed the balance sheet and the comprehensive income statement of the Company and subsidiaries was approved by the Auditor from EY Office Limited and was approved by the Audit Committee. The details appear in the Annual Report for the year 2021 in the financial statements page 127 – 170 which was sent as a QR code to the shareholders together with the Notice of Meeting.

Srivichaivejvivat Public Company Limited and its subsidiaries

**Statement of financial position as at 31 December 2021**

The contents could be largely summarized as follows:

Unit : Million Baht

Items	consolidated financial statements			
	2021	2020	Change	Average
Total current assets	1,976.02	616.67	1,359.35	220.43
Total non-current assets	1,663.25	1,689.37	(26.12)	(1.55)
<b>Total Assets</b>	<b>3,639.28</b>	<b>2,306.04</b>	<b>1,333.24</b>	<b>57.82</b>
Total current liabilities	784.74	630.46	154.28	24.47

consolidated financial statements				
Items	2021	2020	Change	Average
Total non-current liabilities	258.96	271.50	(12.54)	(4.62)
<b>Total liabilities</b>	<b>1,043.70</b>	<b>901.95</b>	<b>141.75</b>	<b>15.72</b>
Total shareholders' equity	2,595.58	1,404.09	1,191.49	84.86
<b>Total liabilities and shareholders' equity</b>	<b>3,639.28</b>	<b>2,306.04</b>	<b>1,333.24</b>	<b>57.81</b>

### Statement of comprehensive income for the year ended 31 December 2021

The contents could be largely summarized as follows:

Unit : Million Baht

consolidated financial statements				
Items	2021	2020	Change	Average
Revenues from hospital operations	4,717.84	2,275.67	2,442.17	107.32
Other Income	11.92	14.26	(2.34)	(16.41)
<b>Total revenues</b>	<b>4,729.76</b>	<b>2,289.93</b>	<b>2,439.83</b>	<b>106.55</b>
Total expenses	3,125.10	2,041.09	1,084.01	53.11
<b>Profit before finance cost and income tax expenses</b>	<b>1,604.66</b>	<b>248.84</b>	<b>1,355.82</b>	<b>544.86</b>
Finance cost	15.68	21.01	(5.33)	(25.37)
Income tax expenses	328.77	40.98	287.79	702.27
<b>Profit for the year</b>	<b>1,260.21</b>	<b>186.85</b>	<b>1,073.36</b>	<b>574.45</b>

### Cash flow statement for the year ended 31 December 2021

The contents could be largely summarized as follows:

Unit : Million Baht

consolidated financial statements				
Items	2021	2020	Change	Average
Net cash flows from operating activities	1,460.15	348.85	1,111.30	318.56
Net cash flows used in investing activities	(184.17)	(239.08)	54.91	(22.97)
Net cash flows used in financing activities	(291.12)	(100.77)	(190.35)	188.90
<b>Net increase in cash and cash equivalents</b>	<b>984.86</b>	<b>9.00</b>	<b>975.86</b>	<b>10,842.89</b>
Cash and cash equivalents at beginning of year	200.16	191.16	9.00	4.71
<b>Cash and cash equivalents at end of year</b>	<b>1,185.02</b>	<b>200.16</b>	<b>984.86</b>	<b>492.04</b>

**The Chairman** asked whether there were any questions from the shareholders.

No shareholders requested for amendment.

**The Chairman** proposed the meeting to consider and approve the statement of financial position and statement of comprehensive income of the Company. and its subsidiaries for the year ended December 31, 2021.

*(While considering, there were 9 additional shareholders who joined the Meeting making the total to be 51 shareholders present and altogether 423,287,152 shares)*

Approved the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2021 by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	423,150,619	Vote	equivalent to	99.9677
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	136,533	Vote	equivalent to	0.0323
Voided ballot	0	Vote	equivalent to	0.0000

**Resolution** Approved the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2021

**Agenda 5 To consider and approve the appropriation of the net profit as legal reserve and the dividend payment for the operating result of the company year 2021**

**The Chairman** informed the meeting that The Company has a policy to pay dividend to shareholders at a rate not less than 50 percent of net profit after tax and net of all reserves required by law based on the separated financial statements. And assigned Sakda Tangjitwattanakorn, Chief Financial Officer, Proposed Profit and Dividend Details with the allocation of legal reserves.

**Chief Financial Officer** said that the operating result of the company year 2021, the consolidated financial statements showed the profit for the year (net profit) amounting to 561,682,389.56 Baht and The Company has a policy to pay dividend to shareholders at a rate not less than 50 percent of net profit after tax and net of all reserves required by law based on the separated financial statements.

The appropriation of legal reserves to allocate 5 percent of net profit until it reaches 10 percent of the authorized capital. In 2021, the company separate financial statements have net profit 561,682,389.56 baht by law, 5 percent of the net profit in amount 28,084,119.48 baht, which made the legal reserve more than 10% of the registered capital, the company allocated the legal reserve 6,090,603.90 baht.

Board of Director approved the appropriation of the net profit as legal reserve and approving to make the dividend payment from the Company's operating results during the year 2021 at the rate of Baht 0.50 per share, totaling to the dividend paid from the Company's operating results from the year 2021 of Baht 285,332,716.50 of the net profit and determine the dividend payment date to be on 20 May 2022. And appropriate the net profit as legal reserve in the amount of Baht 6,090,603.90. And the shareholders eligible to receive dividend payments would be those with their names appearing on the record date so entitling them to receive dividend payments on March 10, 2022.

**Dividend payments details compared to the year earlier**

Dividend payments details	Unit	2021	2020	2019
1. Net profits	Million Baht	561.68	137.06	158.48
2. Net Profit as legal reserve	Million Baht	555.59	130.20	150.55
3. Number of shares	Million shares	570.67	570.67	570.67
4. Dividend payment	Baht per share	0.50	0.125	0.14
5. Total dividend payments	Million Baht	285.33	71.33	79.89
6. Payout ratio	percent	51.36	54.79	53.06



**The Chairman** asked whether there were any questions from the shareholders.

No shareholders requested for amendment.

**The Chairman** proposed the Meeting considered and approved to the appropriation of the net profit as legal reserve and the dividend payment

*(While considering, there were 1 additional shareholder who joined the Meeting making the total to be 52 shareholders present and altogether 423,289,152 shares)*

**The Chairman** proposed the Meeting to approve the appropriation of the net profit as legal reserve and the dividend payment for the operating results of the year 2021. The dividend shall be paid at the rate of 0.50 per share, totaling to the dividend paid from the Company's operating results from the year 2021 of Baht 285,332,716.50 of the net profit and determine the dividend payment date to be on 20 May 2022. And appropriate the net profit as legal reserve in the amount of Baht 6,090,603.90 The meeting has approved this agenda by simple majority as follows:

Approved by	421,334,352	Vote	equivalent to	99.5382
Disapproved by	1,020,600	Vote	equivalent to	0.2411
Abstained by	927,800	Vote	equivalent to	0.2192
Voided ballot	6,400	Vote	equivalent to	0.0015

**Resolution** Approve the appropriation of net profit for legal reserve and dividend payment by paying dividends for the Company's operating results for the year 2021 at the rate of 0.50 baht (fifty satang) per share, totaling a dividend for the year 2021 of 285,332,716.50 baht from separate net profits and the dividend payment is scheduled on May 20, 2022 and the legal reserve is allocated in the amount of 6,090,603.90 baht

**Agenda 6 To consider and approve the election of the directors to replace the directors who retire by rotation and the nomination of a new director**

**The Chairman** assigned Virah Mavichak, Mr the chairman of the Nomination and Remuneration Committee to report to the meeting to consider and approve the election of the directors to replace the directors who retire by rotation and the nomination of a new director.

**Virah Mavichak, Mr** proposed the meeting to consider the appointment of the Directors who retire by rotation in accordance with Article 17 of the Company, That defined the Directors retire one-third (1/3) or 4 persons. The directors who retired by rotation at this Meeting were: Mongkon Wanitphakdeedecha M.D., M.Sc., Surin Premamornkit, Mr, Vilawan Vanadurongvan, Ms, Prut Rojmahamongkol, Mr.

Due to the conflict of interest issue, therefore invited 4 representatives to leave the meeting temporarily for shareholders to fully exercise their right.

The company had earlier provided the shareholders with the opportunity to nominate candidate to consider as company director to the shareholders' meeting for 2022 in advance, during the period of October 12 until December 31, 2021. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. Nomination Committee This does not include directors who have interests, considering the suitability and qualifications as required by the Public Company Limited Act 2535 and the announcement of the Stock Exchange of Thailand. Securities and Exchange Commission and the Capital Market Supervisory Board through a thorough scrutiny process with caution regarding the qualifications of the persons who are nominated for the position of directors

individually both in terms of professional skills specialized expertise that is beneficial to the company's business including past performance as a director and committee member Including 1 independent director who holds the position for 9 years is someone who has expertise in finance, management and has various abilities. Give useful advice to the company making it possible to solve problems in various crises go smoothly and can express their opinions independently therefore approved Propose to the shareholders' meeting to appoint 4 directors

Resolution on this agenda the majority of the shareholders who attend the meeting and have the right to vote.

**Virah Mavichak, Mr** to consider and approve the election of the directors to replace the directors who retire by rotation

The Meeting to approve to appoint the following Directors to repeat their positions for another term. The meeting has approved this agenda by simple majority as follows:

Approved the election of the 4 directors to replace the directors who retire by rotation to be directors of the Company for another term by voting for each director individually as per the following votes:

Mongkon Wanitphakdeedecha M.D., M.Sc the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	420,545,952	Vote	equivalent to	99.3519
Disapproved by	2,533,200	Vote	equivalent to	0.5985
Abstained by	210,000	Vote	equivalent to	0.0496
Voided ballot	0	Vote	equivalent to	0.0000

Surin Premamornkit, Mr, the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	422,038,346	Vote	equivalent to	99.7045
Disapproved by	113,006	Vote	equivalent to	0.0267
Abstained by	210,000	Vote	equivalent to	0.0496
Voided ballot	927,800	Vote	equivalent to	0.2192

Vilawan Vanadurongvan, Ms: the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	419,418,152	Vote	equivalent to	99.0855
Disapproved by	2,733,200	Vote	equivalent to	0.6457
Abstained by	210,000	Vote	equivalent to	0.0496
Voided ballot	927,800	Vote	equivalent to	0.2192

Prut Rojmahamongkol,Mr.: the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	422,848,152	Vote	equivalent to	99.8958
Disapproved by	231,000	Vote	equivalent to	0.0546
Abstained by	210,000	Vote	equivalent to	0.0496
Voided ballot	0	Vote	equivalent to	0.0000

As a result, there are 12 Directors on The Board of The Directors

1. Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS
2. Ass. Prof. Saisunee Vanadurongwan, M.D.
3. Virah Mavichak, Mr
4. Visut Montriwat, Mr
5. Porntep Siriwanarangsun, M.D
6. Surin Premamornkit, Mr.
7. Pongsak Vathana, M.D.
8. Vilawan Vanadurongwan, Ms
9. Nopporn Tirawattanakool, Ms
10. Tinnawat Mahataradol, Mr
11. Mongkon Wanitphakdeedecha M.D., M.Sc.
12. Prut Rojmahamongkol, Mr

**Resolution** Approve to appoint the following Directors to repeat their positions for another term

#### **Agenda 7 To approve the Directors' remunerations for the year 2022**

**The Chairman** delegated Mr. Virah Mavichak, Chairman of the Nomination and Remuneration Committee to report to the meeting to consider and approve the Directors' remunerations for the year 2022.

**Chairman of the Nomination and Remuneration Committee** said the meeting to consider remuneration according to the article 22 Those standards require that Directors receive remuneration from the Company in terms of meeting allowance, pension, bonus and other welfare, or benefit in the manner specified by the shareholders' meeting. The Nominating Committee and Remuneration Committee and the Executive Committee consider remuneration for the year 2022 starting from January 1, 2022.

Directors' remuneration is arranged in accordance with the rules and policies set by the Board of Directors. It base on first considered by the Nomination and Remuneration Committee in accordance with the operational criteria and responsibilities of directors. The Company has established a remuneration policy that clear and transparent by the remuneration is at an appropriate level.

For the year 2022, the board considered and proposed the determination of remuneration for directors in the terms of meeting allowances and other remuneration totaling not exceeding 8,000,000 baht, increase to the previous year is 1,000,000 baht. After deducting the annual meeting allowance for the year 2022 request the power of the Chairman of

the Board of Directors to is the person who considers the payment of other remuneration but not exceeding the amount of 8,000,000 baht, starting from January 1, 2022 onwards, with the following details:

The consideration of other compensation with details as follows

Meeting Fee	2022	2019-2021	2014-2018	2013
	8,000,000	7,000,000	7,000,000	5,000,000
<b>1. Board of Director</b>				
Chairman	18,000 Baht/Time	15,000 Baht/Time	15,000 Baht/Time	10,000 Baht/Time
Vice-chairman	15,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time	7,500 Baht/Time
Non - Executive Director	12,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time	6,000 Baht/Time
Executive Director	10,000 Baht/Time	7,000 Baht/Time	7,000 Baht/Time	5,000 Baht/Time
Secretary	5,000 Baht/Time	3,000 Baht/Time	3,000 Baht/Time	1,500 Baht/Time
Monthly (Non-Executive Director only)	10,000 Baht/Month	10,000 Baht/Month	10,000 Baht/Month	
<b>2. Audit Committee</b>				
Chairman	15,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time	10,000 Baht/Time
Director	12,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time	6,000 Baht/Time
Secretary	2,000 Baht/Time			
<b>3. Nomination and Remuneration Committee</b>				
Chairman	15,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time	10,000 Baht/Time
Non - Executive Director	12,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time	6,000 Baht/Time
Executive Director	10,000 Baht/Time	7,000 Baht/Time	7,000 Baht/Time	5,000 Baht/Time
Secretary	2,000 Baht/Time			
<b>4. Working Group for Financial and Investment Planning Committee</b>				
Chairman	15,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time
Non - Executive Director	12,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time
Executive Director	10,000 Baht/Time	7,000 Baht/Time	7,000 Baht/Time	7,000 Baht/Time
Secretary	2,000 Baht/Time			
<b>5. Corporate Governance Committee</b>				
Chairman	15,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time	
Non Executive Director	12,000 Baht/Time	9,000 Baht/Time		
Executive Director	10,000 Baht/Time			
Secretary	2,000 Baht/Time			

Meeting Fee	2022	2019-2021	2014-2018	2013
	8,000,000	7,000,000	7,000,000	5,000,000
<b>6. Risk Management Committee</b>				
Chairman	15,000 Baht/Time	12,000 Baht/Time		
Non - Executive Director	12,000 Baht/Time	9,000 Baht/Time		
Executive Director	10,000 Baht/Time	7,000 Baht/Time		
Secretary	2,000 Baht/Time			

## 7. Chief Executive Officer (CEO)

### Evaluation Committee

Chairman	15,000 Baht/Time
Non - Executive Director	12,000 Baht/Time
Executive Director	10,000 Baht/Time
Secretary	2,000 Baht/Time

Voting on this agenda Must use votes of not less than two-thirds of the total number of votes of the shareholders at the meeting under Section 90, paragraph two, according to the Public Company Limited Act 1992 (and as amended)

**The Chairman** asked whether there were any questions from the shareholders.

No shareholders requested for amendment.

**The Chairman** Approved the determination of the remuneration of the directors and sub-committees for the year 2022 in form of meeting allowance and other considerations in the amount of not exceeding Baht 8,000,000 increase to the previous year is 1,000,000 baht. After deducting the annual meeting allowance for the year 2022 request the power of the Chairman of the Board of Directors to is the person who considers the payment of other remuneration but not exceeding the amount of 8,000,000 baht starting from 1 January 2022 by the votes of not less than two-thirds of the total number of votes of the shareholders who attend the meeting as follows:

Approved by	423,071,619	Vote	equivalent to	99.9486
Disapproved by	136,533	Vote	equivalent to	0.0323
Abstained by	81,000	Vote	equivalent to	0.0191
Voided ballot	0	Vote	equivalent to	0.0000

**Resolution** Approved the determination of the remuneration of the directors and sub-committees for the year 2022 in form of meeting allowance and other considerations in the amount of not exceeding Baht 8,000,000 increase to the previous year is 1,000,000 baht. After deducting the annual meeting allowance for the year 2022 request the power of the Chairman of the Board of Directors to is the person who considers the payment of other remuneration but not exceeding the amount of 8,000,000 baht starting from 1 January 2022

**Agenda 8 To consider and approve the appointment of the auditors and the determination of the auditing fee for the year 2022**

**The Chairman** delegated Visut Montriwat, Mr, The chairman of Audit Committee to report to the meeting to consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2022

**Audit Committee** In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. In 2021, the Shareholder Meeting that appoint the auditors from EY Office Limited namely; Ms.Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 or Mr. Krisada Lertvana, Certified Public Accountant No. 4958, or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313.

The Audit Committee considered the performance of the company auditors in the past year and was of the view that the company auditors were considered to be knowledgeable and capable persons advocating good corporate practice principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission. Accordingly, The Audit Committee resolved to recommend to The Board of Directors to further propose to the shareholders' meeting for appointment of company auditors for year 2022 from EY Office Limited according to name list of auditors as follows:

1. Ms.Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 or  
Number of audited years in the past 5 years : -None-
2. Mr. Krisada Lertvana, Certified Public Accountant No. 4958 or  
Number of audited years in the past 5 years : 5 years (2017 - 2021)
3. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313  
Number of audited years in the past 5 years : -None-

However, the Company's auditors and subsidiaries are the same auditors which independent interest in the company and subsidiaries, executive, major shareholders or those related to the person As mentioned in any way

Anyone of these three authorized to conduct the audit and express an opinion on the company's financial statements. In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. In this regard, one of such person shall audit and give an opinion to the financial statements of the Company. In case such auditors could not perform the work as the Company's auditors, the audit firm shall provide other certified public accountants to carry out the work. And determined their remuneration of auditing fee of the Company for the year 2022 in the amount of 1,400,000 baht according to proposal of the Audit Committee.

**The Chairman** asked whether there were any questions from the shareholders.

No shareholders requested for amendment.

**The Chairman** Approved the appointment Ms.Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 or Mr. Krisada Lertvana, Certified Public Accountant No. 4958, or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313 of EY Office Limited as the auditors of the Company for the year 2022. And approved the determination of the remuneration of auditing fee for the year 2022 in the amount of 1,400,000 baht by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	423,070,719	Vote	equivalent to	99.9484
Disapproved by	218,433	Vote	equivalent to	0.0516
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	0	Vote	equivalent to	0.0000

**Resolution** Approved the appointment Ms.Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 or Mr. Krisada Lertvana, Certified Public Accountant No. 4958, or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313 of EY Office Limited as the auditors of the Company for the year 2022. And approved the determination of the remuneration of auditing fee for the year 2022 in the amount of 1,400,000 baht

## Agenda 9 Other matters

**The company secretary** thanking the shareholders on behalf of the Board of Directors, executives and officers that many shareholders to commend the hospital and the following questions from the shareholders who have written and inquired during the meeting as follows:

**Question from shareholder** asked that at the end of 2021, in the 4th quarter, the company has total cash of 1,200 million baht but a dividend payment of 300 million baht. The management team saw opportunities in which investments to choose to reserve a large amount of money instead of choosing to pay dividends to shareholders. And the strategies for opening new centers to increase the ability to treat complex diseases In the past, we had a heart center as a source of growth for the company. In the medium and long term, the management team views that what centers does our group have that are Growth Driver? What is the total amount of social security quota?

**Chief Executive Officer** said that Vichai Hospital Group it is necessary to reserve funds as follows:

1. Business expansion : the company plan to buy more land to expand branches and expanding specialized medical centers.
2. Purchasing medical equipment for accurate, accurate, detailed diagnosis and useful for treatment for diseases that are complicated or difficult to treat. The hospital group is trying to develop into a hospital at the tertiary care level.
3. Hospital Group will reserve funds for improvement buildings of OPD and IPD to provide a spacious place more comfortable in order to accommodate more general patients which is in the process.
4. There is a plan to develop personnel to have knowledge and ability increase your expertise and experience expertise in the area of the person's specialized clinic to increase the efficiency and effectiveness of the business.

**The company secretary** added that the hospital group plans to open an Intervention Center at Vichaivej Om Noi Hospital and the number of social security quotas at Vichaivej Om Noi Hospital, approximately 130,000 people about 120,000 selected by the insured and Vichaivej Samut Sakhon Hospital Approximately 80,000 people. 70,000 selected by the insured.

**Question from a shareholder** asked that revenue and profit of the 4th quarter of 2021 decreased a lot for any reason.

**Question from a shareholder** asked that in 4th quarter 2021 still has COVID-19 infection, although it decreased from the Q3 period , but 4th quarter's performance decreased a lot from the 3rd quarter which different from other hospitals with income from COVID-19 treatment continued to be good until the 4th quarter and the trend of progress in 2022. Is the overall situation better than 2021 in terms of normal operations and the positive results from COVID-19 situation.

**The chief financial officer** said that the reason for the decline in Q4 results from Q3 because the number of infected people in the third quarter averaged about 20,000 per day, and in the 4 quarter the number of infected people dropped to around 10,000. person/day, coupled with the National Health Security Office (NHSO) adjusting the rate of medical expenses to decrease. As a result, the revenue in the 4th quarter decreased. The hospital has the cost of some hotels that are fix Cost to set the minimum number of beds to receive patients,while the number of patients with the infection decreased and during the outbreak, there are many hospital personnel infected with COVID-19 because they have to take care of patients coupled with the increased workload Therefore, a special remuneration is paid and risk to employees As a result, the operating results in the 4th quarter differ from the 3rd quarter.

**Mongkon Wanitphakdeedecha M.D., M.Sc.** added that in the first quarter of 2022, there were quite a lot of patients infected with COVID-19, but the disbursement rate was reduced due to the decrease in the number of quarantine days for patients infected with COVID-19 still have income in this section.

**Questions from shareholders** ask about the new Social Security Building at Vichavej Om Noi Hospital, how much is the estimated annual depreciation?

**The company secretary** said that there was an annual depreciation of about 8 million baht.

**Question from a shareholder** asked if there were many reviews about the defects of Vichavej Omnoi Hospital, did the management know or read the customer reviews and how to fix the problem Because some complaints have not been answered by the hospital, for example, the customer waited about 2-3 hours, but has not received service and saw that the hospital There may be a problem with the service.

**Mongkon Wanitphakdeedecha M.D., M.Sc.** said that the hospital has a complaints committee. There was a meeting to discuss what the shareholders had asked. The hospital is trying to improve it. At present is organized the social security system with a new social security building as part of the system development patients are separated develop a doctor's examination system, a queue card system, and follow up on feedback and from the meeting to discuss complaints, it was found that at present, the direction of complaints is clearly improving. However, the management is not reluctant to resolve the problem.

No shareholders propose in the meeting

**The Chairman** thanked all shareholders for attending the meeting. and closed the meeting

The Meeting adjourned at 10.30 hrs.

..... Signed.....Chairman of the Meeting

(Assoc. Prof. Vichai Vanadurongwan, M.D.,Ph.D.,FIMS)

..... Signed..... Secretary of the Company

(Rachada Fongtanakit, Ph.D.)      Minute Taker