

SRIVICHAI VEJVIVAT PUBLIC COMPANY LIMITED

**Invitation to attend the Annual General
Meeting of Shareholders for the year 2024
Friday, 26 2024 , 09.00 AM**

Vichaivej meeting Room, Building 5, Floor 4, Vichaivej International Hospital Omnoi,
74/5 Moo 4, Omnoi Sub-district, Krathumbaen District, Samutsakhon

- For the convenience of registration,shareholders and proxies who will attend the meeting please bring the registration form to the meeting date
- The company campaigns to reduce / stop giving away souvenirs to comply with the transparency policy.



Vichavej International Hospital Group

Srivichai Vejvivat Public Company Limited Registration No.0107554000062

VIH 025 / 2024

March 15, 2024

- Subject:** Invitation to attend the Annual General Meeting of Shareholders for the year 2024
- To:** Shareholders of the Srivichai Vejvivat Public Company Limited
- Attachment:**
1. Copy of the minutes of the 2023 Annual General Meeting of shareholders on April 21, 2023;
 2. Annual Report Form 56-1 One Report QR CODE format
 3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
 4. Definition of "Independent Director"
 5. Information Memorandum of Srivichavejvivat Public Company Limited Re: Entering into the Acquisition of Asset Transaction of the Investment in the New Hospital Project
 6. Opinion report of the independent financial advisor
 7. Capital Increase Report Form (F53-4)
 8. Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) which is allocated to Existing Shareholders who Subscribed and had been Allocated the Newly Issued Ordinary Shares Issued and Offered to Existing Shareholders in Proportion to their Shareholding (Right Offering)
 9. Information Memorandum Re: Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1)
 10. Profile of Independent Directors being Nominated as Proxies by Shareholders
 11. Company's Articles of Association Relating to the General Meeting of Shareholders
 12. Documents and Evidence Required for the Shareholder to Present for Meeting Attendance
 13. Procedures for attending the 2023 Annual General Shareholders' Meeting
 14. Proxy Form A, B and C
 15. Map of the Meeting Venue

The resolutions of the Board of Directors' Meeting No. 2/2024 on Monday 19 February 2024 had recently resolved to hold the AGM for the Year 2024 on **Friday 26 April 2024 at 09.00 a.m.** at Vichavej meeting Room, Building 5, Floor 4, Vichavej International Hospital Omnoi, 74/5 Moo 4, Omnoi Sub-district, Krathumbaen District, Samutsakhon. The agenda of Annual General Meeting for the year 2024 would be as follows:-

Agenda 1: To acknowledge the matters notified by the Chairman of the Board;

No voting required since this agenda is intended for acknowledgement purpose.

Agenda 2: To consider and adopt the minutes of the AGM of Shareholders for the Year 2023;

Purpose and Reason: The Minutes of the 2023 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and the copy of the said Minutes is provided here as Attachment 1

Vichavej International Hospital Group

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Board of Directors' opinion: The Board of Directors has considered that the minutes of the 2023 Annual General Meeting of Shareholders were properly and accurately recorded and therefore it is proposed that the shareholders certify such minutes.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights

Agenda 3: To acknowledge operating results of the Company for the year ended 31 December 2023;

Purpose and Reason: The summary of VIH's performance during the year of 2023 is shown in the Annual Report for the year 2023 in QR-Code to shareholders with the meeting invitation. [Attachment 2](#)

Board of Directors' opinion: After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2023.

Voting resolution: No voting required since this agenda is intended for acknowledgement purpose.

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 2023.

Purpose and Reason: In compliance with relevant law stipulating that a company shall prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval. Details are appeared in the 2023 Annual Report under the section of "Report and Financial Statements", which is attached with this notice in [QR-Code](#).

The contents could be largely summarized as follows:

Unit: Million Baht

Items	2023	2022	2021
Total Assets	3,618.93	3,707.67	3,639.28
Total Liabilities	582.26	699.59	1,043.70
Total Shareholders' Equity	3,036.67	3,008.08	2,595.58
Total paid-up Capital	570.67	570.67	570.67
Sales and Service Income	2,733.89	3,645.90	4,717.84
Net Income	284.84	699.24	1,260.21
Earnings per Share (Baht / Share)	0.50	1.22	2.20

Board of Directors' opinion: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements of the company and its subsidiaries for the year ended December 31, 2023.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 5 : To consider and approve the appropriation of the net profit as legal reserve and the dividend payment from the Company's operating results during the year 2023;

Purpose and Reason: In 2023, the consolidated financial statements showed the profit for the year (net profit) amounting to 156,940,351.00 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. However, the payment of dividend will depend on the cash flow, investment plan, contract terms and

conditions that the Company is bound, including legal restrictions, necessity and other matters appropriate in the future. The resolution of the Board of Directors' approval for dividend payment will have to be proposed for approval by the general meeting of shareholders, unless it is an interim dividend payment whereby the Board of Directors has authority to approve the payment. However, such interim dividend payment has to be reported to the shareholders' following meeting.

The appropriation of legal reserves to allocate 5 percent of net profit until it reaches 10 percent of the authorized capital. In 2023, Company's do not have to allocate legal reserves because the legal reserve has already reached 10 percent of the registered capital and the dividend payment for the year 2023 will be paid at the rate of baht 0.20 per share, totaling Baht 114,133,086.60 for the year-end 2023 dividend from the separate net profit. And the dividend payment is scheduled on May 24, 2024.

Board of Directors' opinion: 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 2023 at the rate of baht 0.20 per share, totaling to the dividend paid from the Company's operating results from the year 2023 of Baht 114,133,086.60 of the net profit and determine the dividend payment date to be on May 24, 2024. And do not have to allocate legal reserves because the legal reserve has already reached 10 percent of the registered capital 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 27, 2024.

Dividend payments details compared to the year earlier

Dividend payments details	Unit	2023	2022	2021
1. Net profits	Million Baht	156.94	454.86	561.68
2. Net profits as legal reserve	Million Baht	156.94	454.86	555.59
3. Number of shares	Million shares	570.67	570.67	570.67
4. Dividend payment	Baht per share	0.20	0.45	0.50
5. Total dividend payments	Million Baht	114.13	256.80	285.33
6. Payout ratio	percent	72.72	56.46	51.36

*Payout ratio to net profit means net profit after income tax and all types of reserves as required by law.

Above dividend payment rate duly complies with the dividend payment policy laid down by the company, and poses no adverse effect on it liquidity position.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

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;

Purpose and Reason: According to The Public Company Act B.E. 2535 and the Article 17 of the Company's Articles of Association, at the annual shareholders' meeting each year, one-third of the sitting directors would be required to retire upon term completion, whereby such retiring directors were eligible for re-election to serve another term. Out of the total 12 company directors, the 4 directors due to retire upon term completion at the shareholders' general meeting were as follows:

Name of directors	Position
1. Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS	Chairman of the Board of Director
2. Virah Mavichak	Independent Director / Chairman of the Nomination and Remuneration Committee

Name of directors	Position
3. Visut Montriwat	Independent directors / Chairman of the Audit Committee / Nomination and Remuneration Committee
4. Asst.Prof.Bavornrat Vanadurongwan,M.D.	Director / Chairman of the Risk Management / Corporate Governance and Sustainability Committee

The company had earlier provided the shareholders with the opportunity to nominate candidate to consider as company director to the shareholders' meeting for 2024 in advance, during the period of October 10 until December 31, 2023. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. Therefore, considered according to the process specified by the company and have qualifications in accordance with relevant regulations and suitable for the business of the company Nominating Committee excluding interests directors was considered through a careful screening process with caution in terms of qualifications, experience and expertise of all directors who retire upon term completion. The Nominating Committee unanimously resolved to recommend Directors to nominate above 4 outgoing directors to the shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors.

For directors number 2 and 3 who are independent directors and has held the position for 9 years in accordance with the policy announcement of the Board of Directors. Srivichai Vejvivat Public Company Limited regarding Good Corporate Governance Policy, Section 5.6 that independent directors have a term of office of 3 years, with no more than 3 consecutive terms. (Total not more than 9 years) and disclose the date of holding position on which the independent directors. In the case of appointing an independent director for more than 9 years, the Board of Directors must present reasons to ask the shareholder meeting to consider and approve. Nomination and Remuneration Committee, which does not include directors with conflicts of interest Has carefully considered and filtered consider that the person to be nominated as an independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors who expert, many abilities and helped the company operate the business as well as being able to pay dividends to shareholders continuously Therefore, it is considered appropriate to nominate an independent director to return to the position for another term.

Board of Directors' opinion: The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis. Due considerations were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements and considered according to the process specified by the company and have qualifications in accordance with relevant regulations and suitable for the business of the company. Including performance results as the board of director and sub-committee. For the 2 independent directors, the board has considered who the person to be nominated as an independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors. Also expert about finance and management and abilities in many fields. Provide useful advice to the company to help the company operate the business as well as being able to pay dividends to shareholders continuously and be able to express opinions independently according to relevant criteria.

which the 4 directors that candidates did not possess any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, the requirement of The Securities and Exchange Commission , Accordingly, The Board of Directors resolved to endorse the proposal by the Nominating Committee, to nominate the 4 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors, namely Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS , Virah Mavichak , Visut Montriwat , Asst.Prof.Bavornrat Vanadurongwan,M.D. Enclosed please find the profile of the persons being nominated as directors and the definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per [Attachment 3](#)

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights by approval that each of the individuals nominated as director.

Agenda 7: To consider and approve the determination of the remuneration of the directors for the year 2024;

Purpose and Reason: According to Clause 22 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer, meeting allowance, and annual retainer. The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with responsibility and performance also, to be as an incentive for the directors. The committee recommended that the remuneration budget for the Board and its sub-committees in 2023 should be starting from 1 January 2024 until the shareholders' meeting resolves otherwise.

The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with the responsibility and performance also, to be as an incentive for the directors. To approve this matter, a resolution must be passed by a vote of not less than two-thirds of the shareholders who attend the meeting.

Details of the criteria for the directors' remuneration were based on the consideration of The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with other companies in similar businesses.

For the year 2024, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding Baht 8 million more as the year, The remainder after deducting the annual meeting allowance for the year 2024 asked the Chairman of the Board of Directors to approve the other remuneration but not more than 8,000,000 baht according to remuneration details as follows:

Unit: Baht/time			
Details	2024	2023	2022
Budget / baht	8,000,000	8,000,000	8,000,000
1. Board of Director			
Chairman	18,000	18,000	18,000
Vice-Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	5,000	5,000	5,000
Monthly [Director (Non-executive) Only]	10,000	10,000	10,000
2. The Audit Committee			
Chairman	15,000	15,000	15,000
Director	12,000	12,000	12,000
Secretary	2,000	2,000	2,000
3. Nomination and Remuneration Committee			
Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	2,000	2,000	2,000

Details	2024	2023	2022
Budget / baht	8,000,000	8,000,000	8,000,000
4. Financial and Investment Planning Committee			
Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	2,000	2,000	2,000
5. Corporate Governance and Sustainability Committee			
Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	2,000	2,000	2,000
6. Risk Management Committee			
Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	2,000	2,000	2,000
7. Chief Executive Officer of Evaluation Sub Committee			
Chairman	15,000	15,000	15,000
Director (Non-executive)	12,000	12,000	12,000
Director (Executive)	10,000	10,000	10,000
Secretary	2,000	2,000	2,000

Other Remuneration: The remainder after deducting the annual meeting allowance for the year 2024 asked the Chairman of the Board of Directors to approve the other remuneration but not more than 8,000,000 baht

Whereas above remuneration criteria need to receive the approval by The Board of Directors and cannot exceed the budget amount approved by the shareholders' meeting.

Board of Directors' opinion: Approved the determination of the remuneration of the directors for the year 2024 in form of meeting allowance and other considerations in the amount of not exceeding Baht 8,000,000 (Eight Million Baht) The remainder after deducting the annual meeting allowance for the year 2024 asked the Chairman of the Board of Directors to approve the other remuneration but not more than 8,000,000 baht. Details of which is pursuant to the proposal of the Nomination and Remuneration Committee and the board of directors' approval. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Voting resolution: A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

Agenda 8: To consider and approve the appointment of the auditors and the determination of the auditing fee for the year 2024;

Purpose and Reason: 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. 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 2024 from EY Office Limited according to name list of auditors as follows:

1. Mr. Termphong Opanaphan, Certified Public Accountant No. 4501
as the Company's auditor - for the 7 past years : None , or
2. Mr. Voraphot Amnuaypanich, Certified Public Accountant No. 4640
as the Company's auditor - For the 7 past years : 1 years. Or
(Signature on the company's financial statements for the year 2023) or
3. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313
as the Company's auditor - for the 7 past years : None.

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.

Audit remuneration details proposed for 2024 as compared to 2023

Unit: Baht

Company	2024	2023	change	(%)
Srivichai Vejvivat Public Company Limited				
1. Audit Fee	1,450,000	1,400,000	50,000	3.57
2. Non-Audit Fee	Actual cost	24,037	-	-

Board of Directors' opinion: The Board recommends the Meeting to consider and approved the appointment of Mr. Termphong Opanaphan, Certified Public Accountant No. 4501 or Mr. Voraphot Amnuaypanich, Certified Public Accountant No. 4640 or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313, of EY Office Limited to be the auditors of the Company for the year 2024.

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 2024 to be 1,450,000 baht according to proposal of the Audit Committee. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 9: To consider and approve entering into the acquisition of the asset transaction for investment in the new hospital project by subsidiary.

Purpose and Reason: The Board of Directors appropriate to propose that the shareholders' meeting to consider and approve the entering into the acquisition of asset transaction of the investment in the new hospital project (the "Project"), under the management of Sai Vichai Development Company Limited ("VIN") ("collectively referred to as the "Acquisition Transaction"), a subsidiary in which the Company holds 99.43% of shares. The Project has a total value not exceeding 2,749.32 million Baht, consisting of the value of the land owned by VIN in the amount of 339.26 million Baht (VIN has purchased in 2022 - 2023) and the construction value of the Project, total not exceeding 2,410.06 million Baht ("Value of the Acquisition Transaction"). The Project will build in the Borommaratchachonnani Road, Sala Thammasop Subdistrict, Thawi Watthana District, Bangkok, on an empty land which is the property of VIN, title deed no. 5488, 8763, 9726, 10561, 10562, 11509, 63754, 63755, 63756, 63757 and 63758, totaling 11 title

deeds, total area equal to 19-0-21 Rai or 7,621.00 Square Wah, which is expected to begin construction within 2025 and open for service within the year 2026.

In this regard, the source of funds for the aforementioned transaction will come from cash from the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), which the Company will use the money received from such fundraising to increase capital in VIN to further invest in the Project. In addition, the source of funds will come from land owned by VIN, cash flow from operations and loans from financial institutions.

In this regard, the aforementioned transaction is an asset acquisition in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (and its amendments) dated 31 August 2008 (and its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (and its amendments) (collectively refer to as the "Notifications of Asset Acquisition and Disposal"). The total transaction size as calculated based on various methods specified in the Notifications of Asset Acquisition and Disposal has the maximum transaction size equal to 66.60% according to the total value consideration method, as referenced from the Company's consolidated financial statements reviewed by a certified public accountant ended on 31 December 2023, which when combined with the size of the asset acquisition transaction during the past 6 months prior the date of the Board of Directors resolved to approve the entering into this transaction. This will make the total asset acquisition transaction size equal to 66.80% according to the total value consideration method.

Therefore, the size of the aforementioned transaction is equal to 50% or higher but lower than 100%, and is classified as a Class 1 Transaction according to the Notifications on Acquisition or Disposal. The Company has a duty to disclose the relevant information regarding the aforementioned transaction as follows:

- (1) Prepare a report and disclose information regarding the Company's entering into such transactions to the Stock Exchange of Thailand ("SET") according to Schedule (1) pursuant to the Notifications on Acquisition or Disposal.
- (2) Appoint an Independent Financial Advisor to perform various related duties, including giving opinions as specified in the Notifications on Acquisition or Disposal by sending the report of the Independent Financial Advisor to shareholders for consideration along with sending the invitation letter to the shareholder meeting.
- (3) Arrange a shareholder meeting for approval to enter into the transaction and must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and are entitled to vote, excluding the shareholders with conflicts of interest.

In this regard, the details of the aforementioned acquisition transaction, including such details of calculating the size appeared in the Information Memorandum of Srivichaivejvivat Public Company Limited Re: Entering into the Acquisition of Asset Transaction of the Investment in the New Hospital Project [(Information as Schedule (1) and Schedule (2))] (Attachment 5) and Opinion of Independent Financial Advisor report (Attachment 6)

In addition, authorized the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized directors of the Company to consider and determine various conditions and details relevant and necessary to entering into the acquisition of asset of the investment in the Project as necessary and appropriate under relevant laws and any actions relevant to entering into such transaction, which

include, but is not limited to the contacting, negotiating, agreeing, amending, entering, and signing agreements and other relevant documents.

Board of Directors' opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the entering into the acquisition of asset transaction of the investment in the new hospital project, under the management of Sai Vichai Development Company Limited, a subsidiary in which the Company holds 99.43% of shares. The Project has a total value not exceeding 2,749.32 million Baht and relevant authorization, as detailed above.

Voting resolution: The resolution must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and are entitled to vote, excluding the shareholders with conflicts of interest.

Agenda 10: To consider and approve the decrease of the Company's registered capital by cancelling unissued ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital;

Purpose and Reason: To comply with the Public Company Limited Act B.E. 2535 (including its amendments), the Company shall reduce its capital by cancelling unissued shares before any increase of capital. The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the decrease of the Company's registered capital at the amount of 1,233 Baht from the existing registered capital of 570,666,666 Baht to the new registered capital of 570,665,433 Baht by cancelling unissued ordinary shares at the amount of 1,233 shares, with a par value of 1.00 Baht per share, which are shares allocated for the accommodate the dividend payment by ordinary shares of the Company, as per the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014, held on 17 October 2014.

In addition, the Board of the Directors' Meeting resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital as follows:

“Clause 4.	Registered Capital	570,665,433	Baht	(Five Hundred Seventy Million Six Hundred Sixty-Five Thousand Four Hundred Thirty-Three Baht)
	Divided into	570,665,433	Shares	(Five Hundred Seventy Million Six Hundred Sixty-Five Thousand Four Hundred Thirty-Three Shares)
	Par value per shares	1.00	Baht	(One Baht)
	Divided into			
	Ordinary share	570,665,433	Shares	(Five Hundred Seventy Million Six Hundred Sixty-Five Thousand Four Hundred Thirty-Three Baht)
	Preference share	-	Shares	(-Share)”

Including, the Board of the Directors' Meeting resolved to approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to

comply with the registrar in order to file registration of the decrease of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce

Board of Directors' opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the decrease of the Company's registered capital at the amount of 1,233 Baht from the existing registered capital of 570,666,666 Baht to the new registered capital of 570,665,433 Baht by cancelling unissued ordinary shares at the amount of 1,233 shares, with a par value of 1.00 Baht per share, which are shares allocated for the accommodate the dividend payment by ordinary shares of the Company, as per the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014, held on 17 October 2014. And consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital, including relevant authorization, as detailed above.

Voting resolution: The resolution must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and are entitled to vote.

Agenda 11: To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;

Purpose and Reason: The Company intends to increase the registered capital of the Company for investment in the new hospital project, to use as working capital in the group of companies to support ordinary operations in the main business, related business, further extension and expansion of the Company's business. The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the increase of the Company's registered capital at the amount of 57,066,546 Baht from the existing registered capital of 570,665,433 Baht to the new registered capital of 627,731,979 Baht by issuing newly issued ordinary shares at the amount not exceeding 57,066,546 shares, with a par value of 1.00 Baht per share. The details are as follows:

- (1) To accommodate the allocation of newly issued ordinary shares offering to existing shareholders in proportion to their shareholding (Right Offering), at the amount not exceeding 38,044,364 shares.
- (2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 1 (VIH-W1) which will issued and allocated to existing shareholders who subscribe and had been allocated the newly issued ordinary shares, at the amount not exceeding 19,022,182 shares.

In this regard, the details regarding the increase of the Company's registered capital appeared in the Capital Increase Report Form (F53-4) (Attachment 7).

In addition, the Board of the Directors' Meeting resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital as follows:

"Clause 4.	Registered Capital	627,731,979	Baht	(Six Hundred Twenty-Seven Million Seven Hundred Thirty-One Thousand Nine Hundred Seventy-Nine Baht)
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Divided into	627,731,979	Shares	(Six Hundred Twenty-Seven Million Seven Hundred Thirty-One Thousand Nine Hundred Seventy-Nine Shares)
Par value per shares	1.00	Baht	(One Baht)
Divided into			
Ordinary share	627,731,979	Shares	(Six Hundred Twenty-Seven Million Seven Hundred Thirty-One Thousand Nine Hundred Seventy-Nine Shares)
Preference share	-	Shares	(- Shares)”

Including, the Board of the Directors’ Meeting resolved to approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding the capital increase. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company’s Memorandum of Association, and/or any application and/or any proceeding to comply with the registrar in order to file registration of the increase of registered capital and amendment of the Company’s Memorandum of Association to the Department of Business Development, the Ministry of Commerce, including the registration of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of information and document to the Securities and Exchange Commission, the Stock Exchange of Thailand or other agencies related

Board of Directors’ opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company’s registered capital at the amount of 57,066,546 Baht from the existing registered capital of 570,665,433 Baht to the new registered capital of 627,731,979 Baht by issuing newly issued ordinary shares at the amount not exceeding 57,066,546 shares, with a par value of 1.00 Baht per share. The details are as follows:

- (1) To accommodate the allocation of newly issued ordinary shares offering to existing shareholders in proportion to their shareholding (Right Offering), at the amount not exceeding 38,044,364 shares.
- (2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 1 (VIH-W1) which will issued and allocated to existing shareholders who subscribe and had been allocated the newly issued ordinary shares, at the amount not exceeding 19,022,182 shares.

And consider and approve the amendment of Clause 4 of the Company’s Memorandum of Association to be in the line with the increase of the Company’s registered capital, including relevant authorization, as detailed above.

Voting resolution: The resolution must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and are entitled to vote.

Agenda 12 : To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No.1 (VIH-W1) to existing shareholders of the Company who subscribed and had been allocated newly issued ordinary shares and offered to existing shareholders in proportion to their shareholding (Right Offering) ;

Purpose and Reason: To use as working capital in the group of companies to support ordinary operations in the main business, related business, further extension and expansion of the Company's business and may include investment in new hospital project, The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the issuance and allocation of Warrants to Purchase Ordinary Shares of the Company No. 1 ("VIH-W1") at the amount not exceeding 19,022,182 units (or represent 3.03% of the total number of issued shares of the Company) to allocate to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 2 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 8.00 Baht per share (except for the adjustment of rights).

In this regard, the Company may reserve the right not to allocate warrants to any existing shareholders of the Company, if doing so causes or may cause the Company to be subject to duties under foreign laws or does not comply with the criteria, methods or conditions specified in the allocation of warrants to the existing shareholders of the Company this time.

Please consider the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) which is allocated to Existing Shareholders who Subscribed and had been Allocated the Newly Issued Ordinary Shares Issued and Offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (Attachment 8).

In addition, the Board of Directors' Meeting resolved to approve the date for determining the list of shareholders who have the right to receive the allocation of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding and warrants to purchase the Company's ordinary shares No. 1 (VIH-W1) on 10 May 2024. However, the granting of such rights by the Company is still uncertain because it requires approval from the 2024 Annual General Meeting of Shareholders.

In addition, the Board of the Directors' Meeting resolved to approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized directors of the Company to determine and amend any criteria, conditions, and other details in the issuance and allocation of warrant (VIH-W1), in all respects as deemed appropriate and in compliance with the applicable law, such as, the allocation and issuance date, including other necessary and appropriate action related to the issuance of warrant in all respects, including, but not limited to contacting, preparing, or delivering documents necessary and related to the issuance and allocation and listing as a listed securities on SET, as well as, to seek approval from relevant agencies and to appoint other authorized persons.

Board of Directors' opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation of Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) at the amount not exceeding 19,022,182 units (or represent 3.03% of the total number of issued shares of the Company) to allocate to existing shareholders of the Company who subscribed and

had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 2 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 8.00 Baht per share (except for the adjustment of rights), including relevant authorization, as detailed above.

Voting resolution: The resolution must be approved by a majority of the total votes cast by shareholders present and votes at the meeting.

Agenda 13: To consider and approve the allocation of newly issued ordinary share of the Company as follows: (1) to offer for sale to existing shareholders in proportion to their shareholding (Right Offering) and (2) to accommodate the exercise of rights under warrants to purchase ordinary share of the Company No. 1 (VIH-W1);

Purpose and Reason: In accordance with the increase in the registered capital of the Company at the amount of 57,066,546 Baht from the existing registered capital of 570,665,433 Baht to the new registered capital of 627,731,979 Baht by issuing newly issued ordinary shares at the amount not exceeding 57,066,546 shares, with a par value of 1.00 Baht per share, to comply with the law. The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the allocation of newly issued ordinary share of the Company as follows:

(1) the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 38,044,364 shares, with a par value of 1.00 Baht per share, to offer to existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, in the allocation ratio of 15 existing ordinary share to 1 newly issued ordinary shares, fractions as a result from the calculation of such allocation are disregarded, at the offering price of 8.00 Baht per share.

This issuance and offering of newly issued ordinary shares to existing shareholders will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. The existing shareholders have the right to oversubscribe for newly issued ordinary shares. The existing shareholders who oversubscribe shall receive such oversubscription shares only when there are remaining shares from the allocation to existing shareholders of the Company that are fully subscribed, accordingly.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the same offering price of shares allocated in accordance to their rights. In such allocation of newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to

subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, details are as follows:

- (1) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (2) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
 - (a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.
 - (b) In the event that there are still newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (2)(a) above until there are no remaining shares to be allocated. However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

In this regard, the allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company and not cause shareholders who oversubscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (and its amendments)

In the case where newly issued ordinary shares remain after being allocated to existing shareholders in proportion to their shareholding. The Company may allocate all or some of the remaining newly issued

ordinary shares to be offered for sale to existing shareholders in proportion to their shareholding on subsequent occasions and/or proposed to the shareholders' meeting to consider and approve the decrease of the Company's registered capital by cancelling the remaining newly issued ordinary shares from the offering.

In this regard, the Company may reserve the right not to offer or allocate newly issued ordinary shares to any existing shareholders of the Company, if doing so causes or may cause the Company to be subject to duties under foreign laws or does not comply with the criteria, methods or conditions specified in the issuance or allocation of warrants to the existing shareholders of the Company this time.

In addition, the Board of Directors' Meeting resolved to approve the date for determining the list of shareholders who have the right to receive the allocation of newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Record Date) on 10 May 2024 and the subscription date for the Company's newly issued ordinary shares is between 4 - 10 June 2024 (5 business days in total). However, the right to subscribe for newly issued ordinary shares is still uncertain because it requires approval from the 2024 Annual General Meeting of Shareholders.

In this regard, the Board of the Directors' Meeting resolved to approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized directors of the Company to consider and determine the conditions, offering price, and details of any actions relevant to the allocation of the newly issued ordinary share, such as, single allocation of newly issued ordinary shares or divided into multiple offerings from time to time, determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

- (a) Determination or alteration of details regarding the allocation of the newly issued ordinary shares of the Company, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;
- (b) Signing the application, notice, instrument and other relevant documents concerning the increase of capital and the allocation of newly issued ordinary shares of the Company, in conjunction with certification of various related documents, communication and/or filing the document to the registrar or agent of the relevant authority along with listing the newly issued ordinary share of the Company as a listed securities to the SET or the stock exchange where the Company's ordinary share are listed securities at that time;

- (c) Proceed with the actions, necessary and/or related, to the increase of capital and allocation of the newly issued ordinary share of the Company in accordance to the law and/or relevant regulations.

The details of the increase of the Company's registered capital and the allocation of the newly issued ordinary share appeared in the Capital Increase Report Form (F53-4) (Attachment 7) and Information Memorandum Re: Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) (Attachment 9).

- (2) The allocation of newly issued ordinary shares at the amount not exceeding 19,022,182 shares, with a par value of 1.00 Baht per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht), at the allocation rate of 2 ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 8.00 Baht per share (except for the adjustment of rights).

In this regard, the number of shares allocated to accommodate the exercise of VIH-W1 rights is 19,022,182 shares, representing 3.03% of the paid-up capital of the Company, which is not more than 50% of the paid-up capital of the Company.

The details of the increase of the Company's registered capital, including the allocation of the newly issued ordinary share appeared in the Capital Increase Report Form (F53-4) (Attachment 7), Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) which is allocated to Existing Shareholders who Subscribed and had been Allocated the Newly Issued Ordinary Shares Issued and Offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (Attachment 8), and Information Memorandum Re: Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) (Attachment 9).

Board of Directors' opinion: The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary share of the Company as follows:

- (1) the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 38,044,364 shares, with a par value of 1.00 Baht per share, to offer to existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, in the allocation ratio of 15 existing ordinary share to 1 newly issued ordinary shares, fractions as a result from the calculation of such allocation are disregarded, at the offering price of 8.00 Baht per share.

(2) The allocation of newly issued ordinary shares at the amount not exceeding 19,022,182 shares, with a par value of 1.00 Baht per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 1 (VIH-W1) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht), at the allocation rate of 2 ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 8.00 Baht per share (except for the adjustment of rights),

including relevant authorization, as detailed above.

Voting resolution: The resolution must be approved by a majority of the total votes cast by shareholders present and votes at the meeting.

Agenda 14: To consider other matters (if any).

You are cordially invited to attend this meeting at the date, time and venue stated above. You can scan the QR Code to view documents related to this meeting. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.vichavej.com) from April 3, 2024, to enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 7.00 a.m. To speed up the registration process, you are requested to fill out the Registration Form and bring your identity card, or passport, or government official identity card, or driver's licence as evidence of your right to attend the meeting.

If you wish to appoint another person or a Independent directors of the Company (profiles of Directors for consideration of proxy from shareholders are set out in (Attachment 10) to attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, (Attachment 14) for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form C and download the Proxy Form from the Company's website.

In order for the company to expedite the verification procedures for related necessary documents, may we seek your cooperation to please send your proxy appointment form, so as to reach the company by Monday, April 22, 2024, at the latest, to the following address;

Company Secretary Office
Srivichai Vejvivat Public Company Limited
74/5 Moo 4 Phetkasem Road, Omnoi,
Krathumbaen, Samutsakorn 74130

A duty stamp for the proxy will be provided at the registration desk without any charge. The company will process the registration using the Barcode system. For the convenience of registration, shareholders and proxies who will attend the meeting please bring the registration form to the meeting date. Shareholders who have questions

concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: shares@vichaivej.com. For questions that shareholders or proxies have asked in advance of the meeting. The Company will collect questions and answers at the meeting only regarding the meeting agenda. For other questions or various suggestions, the company will explain and attach them to the shareholders' meeting minutes which the company will publish through the system of the Stock Exchange of Thailand and on the company's website; www.vichaivej.com Investor Relations, in category topic information for shareholders within 14 days from the end of the meeting.

Please be informed accordingly and requesting cooperation in action

Yours faithfully,



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

Chairman

Srivichai Vejvivat Public Company Limited

The Company will record the meeting. The Company values a privacy and strives for protecting personal data of shareholders and proxies. You may find the details of our collection, use and disclosure of your personal data in the Company's Privacy Policy announcement at www.vichaivej.com