

# Vichaivej International Hospital Group

Srivichai Vejvivat Public Company Limited Registration No.0107554000062

VIH 114 / 2024

October 30, 2024

- Subject:** Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2024
- To:** Shareholders of the Srivichai Vejvivat Public Company Limited
- Attachment:**
1. Profile of Independent Directors being Nominated as Proxies by Shareholders.
  2. Company's Articles of Association Relating to the Shareholders Meeting.
  3. Guidelines for attending of Electronic Meeting by Inventech Connect.
  4. Documents and Evidence Required to attend the Shareholder Meeting.
  5. Proxy Form A, B and C

The resolutions of the Board of Directors' Meeting No. 10/2024 which held on Tuesday 8 October 2024, resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2024 on Thursday 14 November 2024 at 2.00 p.m. via electronic meeting (E-EGM). The Company will broadcast the meeting from Vichaivej meeting Room, building 5, Floor 4, Vichaivej International Hospital Omnoi, 74/5 Moo 4, Omnoi Sub-district, Krathumbaen District, Samutsakhon, the agenda of the Extraordinary General Meeting of Shareholders No. 1/2024 would be as follows: -

**Agenda 1**            **To consider and approve the change of a company to undertake the assets acquisition transaction for investment in the new hospital project according to the resolution of the 2024 Annual General Meeting of Shareholders held on 26 April 2024, from Sai Vichai Development Company Limited (a subsidiary in which the Company holds 99.43 percent of the total shares) to the newly established subsidiary.**

**Purpose and Reason:** According to the 2024 Annual General Meeting of Shareholders, held on 26 April 2024, resolved to approve the acquisition of assets for investment in the new hospital project (the "**Project**"), to be managed by Sai Vichai Development Company Limited, a subsidiary in which the Company holds 99.43 percent of the total shares, with a total project value not exceeding 2,735.01 million Baht, the details have been informed.

To ensure greater flexibility and improve the efficiency in managing the new hospital project (Borommaratchachonnani), the Board of Directors resolved to approve the change of the subsidiary to undertake the acquisition of assets for investment in the new hospital project, according to the resolution of the 2024 Annual General Meeting of Shareholders, held on 26 April 2024, **from** Sai Vichai Development Company Limited (a subsidiary in which the Company holds 99.43 percent of the total shares) **to** the newly established subsidiary, in which the Company will hold no less than 90 percent of the total shares in such subsidiary (the "**New Subsidiary**").

The Company may consider finding suitable co-investors, which may include medical personnel and/or person/juristic person and/or other investors, whether individually or collectively, to participate in the investment in the New Subsidiary to enhance efficiency and strengthen the management and operation of the new hospital project (the "**Co-Investors**"). The Co-Investors will collectively hold no more than 10 percent of the total shares of the New Subsidiary. In this regard, the Board of Directors' Meeting deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Executive Committee and/or Chief Executive Officer or any persons designated by the Executive Committee and/or Chief Executive Officer to consider and determine the criteria, conditions, and other necessary details related to the establishment of the New Subsidiary, the recruitment and appointment of Co-Investors (if any), as well as to determine the criteria, conditions, and other details necessary for the Co-Investment in the New Subsidiary and also authorized to carry out any related actions, including but not limited to contacting, negotiating, agreeing upon, amending, entering into, and signing contracts, regulations, and other related documents.

The New Subsidiary, with the following details:

<b>Name of the New Subsidiary</b>	To be determined later.																
<b>Headquarters location</b>	To be determined later.																
<b>Objective</b>	Engage in hospital operations.																
<b>Registered capital</b>	1,241,000,000 Baht (One Billion Two Hundred Forty-One Million Baht) Consisting of 12,410,000 ordinary shares (Twelve Million Four Hundred Ten Thousand shares) Par value of 100 Baht (One Hundred Baht)																
<b>Paid-up shares at the time of the Company's establishment</b>	30 Baht (Thirty Baht) per share (30 percent of total registered capital) with the total value of the paid-up shares at the time of establishment is 372,300,000 Baht (Three Hundred Seventy-Two Million Three Hundred Thousand Baht).																
<b>Shareholding structure</b>	<table border="1"> <thead> <tr> <th></th> <th><u>List of Shareholders</u></th> <th><u>Number of Shares</u></th> <th><u>Percent</u></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Srivichaivejvivat Public Company Limited</td> <td>12,409,900</td> <td>100</td> </tr> <tr> <td>2.</td> <td>Asst. Prof., M.D. Bavornrat Vanadurongwan</td> <td>100</td> <td>-</td> </tr> <tr> <td></td> <td style="text-align: right;">Total</td> <td>12,410,000</td> <td>100</td> </tr> </tbody> </table>		<u>List of Shareholders</u>	<u>Number of Shares</u>	<u>Percent</u>	1.	Srivichaivejvivat Public Company Limited	12,409,900	100	2.	Asst. Prof., M.D. Bavornrat Vanadurongwan	100	-		Total	12,410,000	100
	<u>List of Shareholders</u>	<u>Number of Shares</u>	<u>Percent</u>														
1.	Srivichaivejvivat Public Company Limited	12,409,900	100														
2.	Asst. Prof., M.D. Bavornrat Vanadurongwan	100	-														
	Total	12,410,000	100														
<b>List of Directors of the company</b>	<ol style="list-style-type: none"> <li>M.D. Mongkon Wanitphakdeedecha</li> <li>Asst. Prof., M.D. Bavornrat Vanadurongwan</li> <li>Ph. D. Teerawan Vanadurongwan</li> </ol>																
<b>Sources of funds</b>	The issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) according to the resolution of the 2024 Annual General Meeting of Shareholders, held on 26 April 2024 and/or working capital of the Company and/or loans from financial institutions.																
<b>Connected transaction</b>	This transaction is not regarded as the connected transaction pursuant to criteria stipulated by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (and as amended) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (and as amended) (" <b>Connected Transaction Notifications</b> ").																
<b>Acquisition of assets transaction and transaction size</b>	The acquisition of assets for investment in the new hospital project (the " <b>Project</b> ") has been approved by the 2024 Annual General Meeting of Shareholders, held on 26 April 2024, according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (and as amended) 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 Disposition of Assets B.E. 2547 (and as amended) (" <b>Acquisition or Disposition Notifications</b> ").																

**Board of Directors' opinion:** The Board of Directors' Meeting considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the change of a company to undertake the assets acquisition transaction for investment in the new hospital project according to the resolution of the 2024 Annual General Meeting of Shareholders held on 26 April 2024, from Sai Vichai Development Company Limited (a subsidiary in which the Company holds 99.43 percent of the total shares) to the newly established subsidiary, including relevant authorization as per the details mentioned 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 2 To consider and approve the amendment of the Articles of Association of the Company.**

**Purpose and Reason:** to be in line with Public Limited Company Act B.E. 2535 (and as amended) and the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565. The Board of Directors resolved to propose to the Shareholders' Meeting to consider and approve the amendment of the Articles of Association of the Company with additional amendment details as follows:

No.	Current Articles of Association	New Articles of Association
1.	<p><b>Article 2.</b> Unless otherwise provided herein, the provisions of the law governing public companies limited shall apply.</p> <p>In the event that the Company or any of its subsidiaries enters into a connected transaction or an acquisition or a deposition of the listed company as prescribed under the notification of the Stock Exchange of Thailand for the connected transaction or, as the case may be, the acquisition or deposition of assets of the listed company, the Company must comply with the rules and procedures pursuant to the said notification.</p>	<p><b>Article 2.</b> Unless otherwise provided herein, the provisions of the law governing public companies limited shall apply.</p> <p>In the event that the Company or any of its subsidiaries enters into a connected transaction or an acquisition or a deposition of the listed company as prescribed under the notification of the Stock Exchange of Thailand for the connected transaction or, as the case may be, the acquisition or deposition of assets of the listed company, the Company must comply with the rules and procedures pursuant to the said notification.</p> <p><u>In the event that this Articles of Association stipulate that the Company, the Board of Directors, or any person has the duty to notify, deliver, communicate, or take any action as mentioned, including letters, documents, or messages to any person, as well as advertising messages and/or notifications in newspapers, such actions may also be conducted through electronic media in accordance with the regulations determined set by the registrar and applicable laws.</u></p>
2.	<p><b>Article 8.</b> The Company shall not own its own shares nor take them in pledge, except following cases:</p> <ol style="list-style-type: none"> <li>1. The Company may buy its shares back from shareholders who vote against the resolutions of a shareholders' meeting in relation to an amendment of the Articles of Association of the Company affecting voting and dividend rights which such shareholders deem unfair.</li> <li>2. The Company may buy its shares back for the purpose of financial management when the Company has retained earnings and high liquidity and such share buyback will not cause the Company any financial difficulty.</li> </ol> <p>The shares held by the Company will not be counted to constitute a quorum in</p>	<p><b>Article 8.</b> The Company shall not own its own shares nor take them in pledge, except following cases:</p> <ol style="list-style-type: none"> <li>1. The Company may buy its shares back from shareholders who vote against the resolutions of a shareholders' meeting in relation to an amendment of the Articles of Association of the Company affecting voting and dividend rights which such shareholders deem unfair.</li> <li>2. The Company may buy its shares back for the purpose of financial management when the Company has retained earnings and high liquidity and such share buyback will not cause the Company any financial difficulty.</li> </ol> <p>The shares held by the Company will not be counted to constitute a quorum in shareholders'</p>

No.	Current Articles of Association	New Articles of Association
	<p>shareholders' meetings and will have no voting and dividend rights.</p> <p>The Company must dispose of the shares bought back in the foregoing paragraph within the period of time specified by the Company in the share buy-back program. If the Company fails to dispose of the shares bought back within the specified time, the Company will reduce its paid-up capital by way of registered share cutting for the indisposed portion.</p> <p>The Company may repurchase or sell its shares or reduce its capital or proceed with any acts in connection with the repurchased shares pursuant to the rules and procedures prescribed by laws, The Company shall comply with the laws on securities and exchange. In case the securities of the Company are listed on the Stock Exchange of Thailand, the Company shall also comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand.</p> <p>The repurchase of shares of not exceeding ten (10) percent <u>of paid-up shares</u> may be approved by the Board of Directors but an amount exceeding ten (10) percent <u>of paid-up shares</u> shall be approved by the shareholders' meeting with a majority vote of the shareholders who attended the meeting and are entitled to vote. the Company shall repurchase shares within one (1) year as from the resolution by the shareholders' meeting.</p>	<p>meetings and will have no voting and dividend rights.</p> <p>The Company must dispose of the shares bought back in the foregoing paragraph within the period of time specified by the Company in the share buy-back program. If the Company fails to dispose of the shares bought back within the specified time, the Company will reduce its paid-up capital by way of registered share cutting for the indisposed portion.</p> <p>The Company may repurchase or sell its shares or reduce its capital or proceed with any acts in connection with the repurchased shares pursuant to the rules and procedures prescribed by laws, The Company shall comply with the laws on securities and exchange. In case the securities of the Company are listed on the Stock Exchange of Thailand, the Company shall also comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand.</p> <p>The repurchase of shares of not exceeding ten (10) percent <u>of the total shares sold</u> may be approved by the Board of Directors but an amount exceeding ten (10) percent <u>of the total shares sold</u> shall be approved by the shareholders' meeting with a majority vote of the shareholders who attended the meeting and are entitled to vote. the Company shall repurchase shares within one (1) year as from the resolution by the shareholders' meeting.</p>

In addition, to facilitate the registration of amendments to the Articles of Association of the Company, the Board of Directors' Meeting deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Chief Executive Officer and/or authorized directors of the Company and/or any persons assigned by the Chief Executive Officer and/or authorized directors of the Company as the authorized person to correct words or phrases in the documents and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the amendment of the Articles of Association of the Company to the Department of Business Development, Ministry of Commerce.

**Board of Directors' opinion:** The Board of Directors' Meeting considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Articles of Association of the Company to be in line with Public Limited Company Act B.E. 2535 (and as amended) and the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565, including relevant authorization as per the details mentioned 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 3 To consider other matters (if any)**

The Company would like to invite the shareholders to attend the meeting on the specified date and time in the form of an electronic meeting (e-Meeting). You can scan the QR Code to access the documents related to this meeting. The Company will publish the convening notice for this meeting and the other supporting documents on its website [www.vichaivej.com](http://www.vichaivej.com) from October 30, 2024, to enable the shareholders to consider the agenda in advance.

In this regard, shareholders who wish to attend the meeting via electronic media (e-Meeting) in person or authorize a person who is not an independent director as a proxy to attend this meeting via electronic media and vote on their behalf in this meeting. Please consider registering according to the guidelines for attending of Electronic Meeting by Inventech Connect (Attachment 3) along with the documents and evidence required to attend the shareholder meeting (Attachment 4). The registration system for submitting the application form to attend the meeting will be open from November 7 - 14, 2024, between 8:30 a.m. - 5:30 p.m. (only on the Company's business days).

If any shareholders wish to appoint the independent directors of the Company according to the list of the independent directors attached herein (Attachment 1) to attend this meeting and vote on their behalf, please fill out the details and sign the Proxy Form B completely (Attachment 5). Therefore, foreign shareholders who appoint a custodian in Thailand to hold and manage their shares, please use Proxy Form C or you can download the proxy form from the website of the Company.

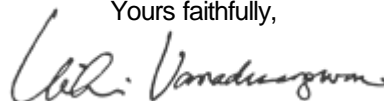
In the case of appointing an independent director to attend this meeting and vote on your behalf, please submit Proxy Form B to the Company by November 13, 2024, by sending it to email: [shares@vichaivej.com](mailto:shares@vichaivej.com) or

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

The Company has provided stamp duty services for proxy forms for the proxy registrants at no charge. If any shareholders have questions regarding the meeting or wish to inquire about important information of the Company, you may send your questions in advance before the meeting to the Company or via Email: [shares@vichaivej.com](mailto:shares@vichaivej.com). For questions submitted in advance by shareholders or proxies, the Company will compile the questions and respond during the meeting, specifically those related to the meeting agenda. For other questions or suggestions, the Company will clarify them in an appendix to the minutes of the shareholders' meeting, which will be published through the Stock Exchange of Thailand's system and on the Company's website at [www.vichaivej.com](http://www.vichaivej.com) under the Investor Relations, subheading Shareholder Information, within 14 days after the meeting concludes.

Please be informed accordingly

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](http://www.vichaivej.com)