

## Minutes of the Annual General Meeting of Shareholders 2021

Of

### Srivichai Vejvivat Public Company Limited

#### Date, Time and Venue

The Annual General Meeting of Shareholders 2021 was held on Friday, April 16, 2021 at 09.00 hrs. at Vanadurongwan Meeting Room, Building 3 , 2 nd Floor, Vichaivej International Hospital Nongkhaem, No.456-456/8 , Phetkasem Road, Nongkhangplu Subdistrict, Nongkhaem District, Bangkok.

Since there were 44 shareholders present at the Meeting either in person or by proxy totaling altogether 416,842,012 shares or equal to 73.04 % 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 proportion of directors attendingas the meeting equal to 91.67 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. Surin Premamornkit, Mr Independent Director
5. Porntep Siriwanarangsun, M.D. Independent Director
6. Pongsak Vathana, M.D. Director
7. Vilawan Vanadurongvan, Ms Director / Chairman of Risk Management Committee and Chairman of the Working Group for Financial and Investment Planning
8. Nopporn Tirawattanakool, Ms Director
9. Tinnawat Mahataradol, Mr Director
10. Mongkon Wanitphakdeedecha M.D., M.Sc. Director
11. Prut Rojmahamongkol Director

Visut Montriwat, Mr Independent Director / Chairman of The Audit Committee and Corporate Government Committee, leaved committee.

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. Woraphot Amnuayphanich 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 ) Natthapal Kaewkhong 2) Siriphon Chanratanawong

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 counting the casting of votes, 1 share is entitled to 1 vote. In the event that any shareholder has a special stake in a matter, such shareholder will not be entitled to cast his or her vote in the matter.

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 20, 2020 to December 31, 2020, 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 2021 and informed the Meeting of the following:

In 2020, the company was evaluated for Corporate Governance Report of Thai Listed Companies 2020 from the 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 with securities value according to market price 3,000 – 9,999 million baht and the company received an assessment of the quality of the 2020 Annual General Meeting of Shareholders from the Thai Investors Association with a score of 99 points from Thai Institute of Directors (IOD).

The company has made coronavirus insurance (COVID-19) for the administrators, doctors, nurses and all personnel of the Vichaivej International Hospital group. And in 2021, the company has given COVID vaccine to personnel in vulnerable areas to create peace of mind and confidence in performing duties

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

No shareholders requested for amendment.

**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 2020**

**The Chairman** proposed to the Meeting to approve the Minutes of 2020 Annual General Meeting of Shareholders held on Friday, April 24, 2020 in which the Minutes of such meeting was provided as attachment together with the Meeting Invitation Letter on Page 10 – 23.

**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 2020 Annual General Meeting of Shareholders held on Friday, April 24, 2020.

*(While considering, there were 4 additional shareholders who joined the Meeting making the total to be 48 shareholders present and altogether 416,880,015 shares)*

Adopted the minutes of the Annual General Meeting of Shareholders for the Year 2020 dated 24 April 2020 by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	416,880,015	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

## **Agenda 3 To acknowledge operating results of the Company for the year ended 31 December 2020.**

**The Chairman** informed the meeting that the committee has reported its operating results for the year ended 31 December 2020, 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 2020.

**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 2020.

## **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 2020.**

**The Chairman** asked the Meeting to consider and approve the statement of financial position and income statement for the fiscal year, ended 31 December 2020 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 2020 in the financial statements page 93 – 148 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 2020**

The contents could be largely summarized as follows:

Unit : Million Baht

Items	2020	2019	Change	Average
Total current assets	616.67	616.02	4.65	0.76
Total non-current assets	1,694.67	1,597.26	97.41	6.10
<b>Total Assets</b>	<b>2,311.34</b>	<b>2,209.28</b>	<b>102.06</b>	<b>4.62</b>
Total current liabilities	630.46	631.20	(0.74)	(0.12)
Total non-current liabilities	276.80	281.59	(4.79)	(1.70)
<b>Total liabilities</b>	<b>907.25</b>	<b>912.79</b>	<b>(5.54)</b>	<b>(0.61)</b>
Total shareholders' equity	1,404.09	1,296.49	107.60	8.30
<b>Total liabilities and shareholders' equity</b>	<b>2,311.34</b>	<b>2,209.28</b>	<b>102.06</b>	<b>4.62</b>

### Statement of comprehensive income for the year ended 31 December 2020

The contents could be largely summarized as follows:

Unit : Million Baht

Items	2020	2019	Change	Average
Revenues from hospital operations	2,275.67	2,480.84	(205.17)	(8.27)
Other Income	14.26	22.21	(7.95)	(35.79)
<b>Total revenues</b>	<b>2,289.93</b>	<b>2,503.05</b>	<b>(213.12)</b>	<b>(8.51)</b>
Total expenses	2,041.09	2,236.72	(195.63)	(8.75)
<b>Profit before finance cost and income tax expenses</b>	<b>248.84</b>	<b>266.33</b>	<b>(17.49)</b>	<b>(6.57)</b>
Finance cost	21.01	20.44	0.57	2.79
Income tax expenses	40.98	45.47	(4.49)	(9.87)
<b>Profit for the year</b>	<b>186.85</b>	<b>200.42</b>	<b>(13.57)</b>	<b>(6.77)</b>

### Cash flow statement for the year ended 31 December 2020

The contents could be largely summarized as follows:

Unit : Million Baht

Items	2020	2019	Change	Average
Net cash flows from operating activities	348.83	384.42	35.59	9.26
Net cash flows used in investing activities	(239.08)	(235.88)	3.20	(1.36)
Net cash flows used in financing activities	(68.94)	(4.43)	(64.51)	1456.21
<b>Net increase in cash and cash equivalents</b>	<b>79.60</b>	<b>27.90</b>	<b>51.70</b>	<b>185.30</b>
Cash and cash equivalents at beginning of year	111.56	83.66	27.90	33.35
<b>Cash and cash equivalents at end of year</b>	<b>191.16</b>	<b>111.56</b>	<b>79.60</b>	<b>71.35</b>

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

**Nuttakit Sunthornbura, a shareholder** inquired from the consolidated financial statements of 200 million baht, what items were used to invest?

**Chief Financial Officer**, explained the investment budget is applied to the construction of a social security building at Vichaivej Hospital International Omnoi, which is expected to open in 2021.

**Chalita Trikittinurak, a shareholder** In 2019, How is the bed occupancy rate for each branch of the hospital?

**Mongkon Wanitphakdeedecha M.D., M.Sc.**, explained the bed occupancy rate is constantly changing over time. Overall, all branch of hospitals have a relatively good bed occupancy rates. The average is approximately 60-70 percent of the total number of beds. In practice, the high bed occupancy rate is in the patients of Social Security ward. In 2020 the epidemic of coronavirus, the hospital affected by the situation because the patients were afraid to come to the hospital. This resulted in a significant decrease in the rate of bed occupancy for both Social Security and the general patient. And the service in some wards has to be closed, so the Company takes this opportunity to manage the cost reduction as well.

**Thitipat Trikittinurak, a shareholder** inquired income from COVID-19 testing and treatment received from the NHSO is how much per capita income? What is the profit margin? And this income varies according to the difficulty of treatment and when income from the NHSO receive actual payments from the state?

**Mongkon Wanitphakdeedecha M.D., M.Sc.**, said that It is the policy established by the NHSO to manage with the COVID-19 situation, which the NHSO has set a channel for the hospital to accept COVID-19 patients who are Thai and have the NHSO right to receive regular treatment. If you have other diseases, the hospital is required to take care and reimburse expenses to NHSO according to the UC system, the rate of UC is relatively low. But the COVID-19 is called UCEP- COVID-19, which the government has designated as a special case. It can be reimbursed in the UCEP system as in the case of emergency cases. And has a higher rate than the UC system and the income from NHSO, the hospital will receive payment from the government approximately 2-3 months.

No shareholders requested for amendment.

(While considering, there were 1 additional shareholders who joined the Meeting making the total to be 49 shareholders present and altogether 417,230,015 shares)

Approved the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2020 by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	416,844,915	Vote	equivalent to	99.9077
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	385,100	Vote	equivalent to	0.0923

**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 2020**

**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 2020, the consolidated financial statements showed the profit for the year (net profit) amounting to 137,057,407.91 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 2020, allocated legal reserve 5 percent of the amount allocated to the legal reserve 6,852,870.40 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 2020 at the rate of Baht 0.125 (pointonetwofive Satang) per share, totaling to the dividend paid from the Company's operating results from the year 2020 of Baht 71,333,179.13 of the net profit and determine the dividend payment date to be on 14 May 2021. And appropriate the net profit as legal reserve in the amount of Baht 6,852,870.40. 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 8, 2021.

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

Dividend payments details	Unit	2020	2019	2018
1. Net profits	Million Baht	137.06	158.48	105.33
2. Net Profit as legal reserve	Million Baht	130.20	150.55	100.06
3. Number of shares	Million shares	570.67	570.67	570.67
4. Dividend payment	Baht per share	0.125	0.14	0.12
5. Total dividend payments	Million Baht	71.33	79.89	68.48
6. Payout ratio	percent	54.79	53.06	68.44

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

**Sarayut Euaayechai, a shareholder** inquired that legal reserve is expected to reach 10% of the registered capital, in 2021 the executive have a policy to manage profits that do not require legal reserve? Can it be used to pay more dividends? And will there be any changes to the dividend payment policy?

**Chief Financial Officer** said that In 2021 it is expected that the legal reserve is approximately 6 million baht, which will reach 10 percent of the registered capital. The company has set a policy to pay dividends at 50% of the net profit after tax and net of all reserves required all types as required by law and to notify the Stock Exchange of Thailand in accordance with the specified policies.

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

**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 2020. The dividend shall be paid at the rate of 0.125 (piontonetwofive Satang) per share, totaling to the dividend paid from the Company's operating results from the year 2020 of Baht 71,333,179.13 of the net profit and determine the dividend payment date to be on 14 May 2021. And appropriate the

net profit as legal reserve in the amount of Baht 6,582,870.40 The meeting has approved this agenda by simple majority as follows:

Approved by	417,230,015	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

**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** delegated Ass. Prof.Saisunee Vanadurongwan, M.D., Director 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.

**Director of the Nomination and Remuneration Committee** 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: Assoc. Prof. Vichai Vanadurongwan, M.D.,Ph.D.,FIMS , Pongsak Vathana, M.D , Virah Mavichak, Mr , Visut Montriwat, 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 2020 in advance, during the period of October 20 until December 31, 2020. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. 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. And the 3rd and 4th directors who are independent directors to hold the position for 9 years in accordance with the announcement of the Board of Directors policy Srivichai Vejvivat Public Company Limited, on the Good Corporate Governance Policy, Article 5.6 said that Independent directors have a hold the position term of 3 years, no more than 3 consecutive terms. (Not more than 9 years in total) and disclose the date that the independent director to hold the position. In case of appointment of independent directors for more than 9 years, the Board of Directors must present for approval in the shareholders' meeting that Nominating Committee which excludes interests directors was considered through a careful screening process with caution in terms of qualifications, experience, specialization and ability to help resolve problems .Therefore, it was deemed appropriate to nominate the 2 independent directors to return for another term.

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

**Ass. Prof.Saisunee Vanadurongwan, M.D.**, 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:

Assoc. Prof. Vichai Vanadurongwan, M.D.,Ph.D.,FIMS the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	417,230,015	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

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

Approved by	417,230,014	Vote	equivalent to	100.0000
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	1	Vote	equivalent to	0.0000

Mr Virah Mavichak : the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	417,229,909	Vote	equivalent to	100.0000
Disapproved by	106	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	0	Vote	equivalent to	0.0000

Mr Visut Montriwat : the meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	417,229,909	Vote	equivalent to	100.0000
Disapproved by	106	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	0	Vote	equivalent to	0.0000

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

1. Assoc. Prof. VichaiVanadurongwan, M.D.,Ph.D.,FIMS
2. Ass. Prof.Saisunee Vanadurongwan, M.D.
3. Virah Mavichak, Mr
4. Visut Montriwat, Mr
5. Pomtep 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 Rojhamongkol, Mr

#### **Agenda 7 To approve the Directors' remunerations for the year 2021**

**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 2021.

**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 2021 starting from January 1, 2021. This must be approved by two in the third paragraph of Section 90 Public Limited Companies Act 1992.

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 2021, the board considered and proposed the determination of remuneration for directors in the terms of meeting allowances and other remuneration totaling not exceeding 7,000,000 baht, equal to the previous year. After deducting the annual meeting allowance for the year 2021 not exceeding the amount of 7,000,000 baht.

The consideration of other compensation with details as follows

<b>Meeting Fee</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
	<b>7,000,000</b>	<b>7,000,000</b>	<b>7,000,000</b>
<b>1. Board of Director</b>			
Chairman	15,000 Baht/Time	15,000 Baht/Time	15,000 Baht/Time
Vice-chairman	12,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time
Non - Executive Director	9,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time
Executive Director	7,000 Baht/Time	7,000 Baht/Time	7,000 Baht/Time
Secretary	3,000 Baht/Time	3,000 Baht/Time	3,000 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	12,000 Baht/Time	12,000 Baht/Time	12,000 Baht/Time
Director	9,000 Baht/Time	9,000 Baht/Time	9,000 Baht/Time

### 3. Nomination and Remuneration

#### Committee

Chairman	12,000	Baht/Time	12,000	Baht/Time	12,000	Baht/Time
Vice President	10,000	Baht/Time	10,000	Baht/Time	10,000	Baht/Time
Non - Executive Director	9,000	Baht/Time	9,000	Baht/Time	9,000	Baht/Time
Executive Director	7,000	Baht/Time	7,000	Baht/Time	7,000	Baht/Time

#### 3. Working Group for Financial and

#### Investment Planning Committee

Chairman	12,000	Baht/Time	12,000	Baht/Time	12,000	Baht/Time
Non - Executive Director	9,000	Baht/Time	9,000	Baht/Time	9,000	Baht/Time
Executive Director	7,000	Baht/Time	7,000	Baht/Time	7,000	Baht/Time

#### 4. Corporate Governance Committee

Chairman	12,000	Baht/Time	12,000	Baht/Time	12,000	Baht/Time
Non - Executive Director	9,000	Baht/Time	9,000	Baht/Time	9,000	Baht/Time

#### 5. Risk Management Committee

Chairman	12,000	Baht/Time	12,000	Baht/Time	12,000	Baht/Time
Non - Executive Director	9,000	Baht/Time	9,000	Baht/Time	9,000	Baht/Time
Executive Director	7,000	Baht/Time	7,000	Baht/Time	7,000	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 2021 in form of meeting allowance and other considerations in the amount of not exceeding Baht 7,000,000 starting from 1 January 2021 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	417,176,515	Vote	equivalent to	99.9872
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	53,500	Vote	equivalent to	0.0128
Voided ballot	0	Vote	equivalent to	0.0000

#### **Agenda 8 To consider and approve the appointment of the auditors and the determination of the auditing fee for the year 2021**

**The Chairman** delegated Mr.Surin Premamornkit, Audit Committee to report to the meeting to consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2021

**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 2021 from EY Office Limited according to name list of auditors as follows:

1. Ms. Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 or
2. Mr. Krisada Lertvana, Certified Public Accountant No. 4958 or
3. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313

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 2021 in the amount of 1,300,000 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 2021. And approved the determination of the remuneration of auditing fee for the year 2021 in the amount of 1,300,000 baht by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	417,230,014	Vote	equivalent to	100.0000
Disapproved by	0	Vote	equivalent to	0.0000
Abstained by	0	Vote	equivalent to	0.0000
Voided ballot	1	Vote	equivalent to	0.0000

**Agenda 9 To consider appointing the amendment of the Company’s objectives and approve the Amendment to Article 3 (Objectives) of Memorandum**

**The Chairmam** propose and consider the amendment of the Company’s objectives and approve the Amendment to Article 3 (Objectives) of Memorandum and delegated Asst.Prof.Rachada Fongtanakit Ph.d.,A secretary of the company to report to shareholders.

**Asst.Prof.Rachada Fongtanakit Ph.d** report to the meeting that because the company are expanding some businesses. Therefore, the company has amendment to be consistent and comprehensive with the Company's operations in both present and future, which a list of objectives that amended as follows;

No	The Former of Company’s Objectives	Revise / Add
1	To operate the business of private hospital and nursing facility that provide physical examination and treatment to patients and injured people;to provide technical practice and training in medicine and hygiene of all branches;as well as to operate institution,school,or university, that provide knowledge related to hygiene of all branches,medicine of all branches,midwifery,and dentistry;as well as to operate nursery and nursing home (upon permitted by relevant agencies). (No.1 of The Company’s Objectives )	To carry out a business of private hospital, clinic, either modern medicine, Chinese and Thai traditional medicine, medical marijuana clinic, alternative medicine, telemedicine, and online clinic (upon obtaining permission from related government agencies) in order to provide treatment for patients and sick persons
2	ADD ( Some objective in No.1 of The Company’s Objectives)	To carry out a business of school, college, medical, nursing, public health, engineering, science and medical technology universities in all courses, nursing assistant school, production, training and consultation for medical and public health personnel of all branches, business management of all types, including distance education (upon obtaining permission from related government agencies).
3	ADD	To carry out a business in providing health check-up services by mobile health check-up unit and mobile x-ray, laboratory services, including mobile medical, nursing and public health services.
4	To produce and sell curative and preventive medicine,healthy food,herbal medicine,medical supplies,chemical products,medical and pharmaceutical equipment and implement, and scientific tools and utensils. (No.7 of The Company’s Objectives)	To produce and sell curative and preventive medicine,healthy food,herbal medicine,medical supplies,chemical products,medic and pharmaceutical tool, and scientific tools and utensils.

No	The Former of Company's Objectives	Revise / Add
5	ADD	To carry out a business in trading medical equipment, examination equipment in medical field, medical and scientific tools, repairing and performing calibration for medical equipment.
6	ADD	To carry out wellness business, promote health maintenance, recommend training relating to workout, physical exercise, sports of all types, nutrition, beauty maintenance for good physical shape, reconstruction of human body by surgery.
7	ADD	To carry out a business in trading exercise equipment, tools for promotion of health, physical and mental performance, as well as parts of the products thereof.
8	To manage and administrate interest,collect benefit and manage property for other persons;to provide administrative consultation and advice on commerce,industry,private hospital,technology transfer,including production,marketing,and distribution problems;to bid and buy properties from any agencies both of private enterprise and government. (No.37 of The Company's Objectives)	To manage and administrate interest,collect benefit and manage property for other persons;to provide administrative consultation and advice on commerce,industry,clinic,technology transfer,including production,marketing,and distribution problems;to bid and buy properties from any agencies both of private enterprise and government.
9	ADD	To carry out a business relating to medical, nursing and pharmaceutical study and research, medical tools, implements and equipment, medical and scientific tools and implements.
10	ADD	To carry out a business in caring for babies, children and elderly including carry out to provide a care giver in caring for children, sick person, disabled person and elderly for persons and establishment in both domestic and abroad (upon obtaining permission from related government agencies)
11	ADD	To carry out a business relating to health promotion, spa, beauty enhancement, trading cosmetics, tools and implements for beauty and health promotion.
12	ADD	To carry out a business of long stay wellness residence, and manufacture and distribute food, beverages and health products.

No	The Former of Company's Objectives	Revise / Add
13	ADD	To carry out a business of buying and selling service in form of market for retailing and wholesaling various kinds of products, including agricultural, industrial and household products such as vegetables, fruits, rice, fresh food, dried food, for example.

However, The Board of Directors considers and approved the amendment of the Company's objectives and the Amendment to Article 3 (Objectives) of Memorandum from shareholders for amendments to be consistent and cover with the Company's operations. However, registration of amendments to the Company's objectives must be taken at the Department of Business Development, Ministry of Commerce which the shareholders' meeting should authorize the authorized directors of the company to authorize persons to amend and add the wording on the objectives in the case that the Registrar an order and / or advice to amend wording in the objective. And this is comply with the order of the registrar without affecting the essence of the amendment of the objectives proposed above.

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

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

No shareholders requested for amendment.

**The Chairman** Approved the amendment of the Company's objectives and approves the Amendment to Article 3 (Objectives) of Memorandum by third-four majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	417,230,015	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

#### **Agenda 10 Other matters**

No shareholders propose in the meeting

In the end of the meeting, so the epidemic of the coronavirus disease, Pleaes shareholder who has written questions to inquire during the meeting and not yet responded to such questions. The company could permission to answer and published it on the Company's website.

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

Attachment  
 Question and Answer of the Annual General Meeting of Shareholders 2021  
 Of  
 Srivichai Vejvivat Public Company Limited

No	Question / Suggestion	Answer
<b>1</b>	<b>Thakun Vejpanit (A shareholder)</b> - Revenue Q3 is Base. How percentage of the hospital's capacity?	- The hospital could still supported more customer.
	- SG&A declining in 2020 likely to go down forever?	- Can be reduced to some items.
	- Since the epidemic of the coronavirus, result in the company can be reduced many costs forever or not?	- There are expenses that can be reduced for some items.
<b>2</b>	<b>Thitipat Trikittinurak (A shareholder)</b> - Income from the UC that has not received of Vichaivej Hospital Yaek Fai Chai. There a chance it won't get it? If not, what will be amount?	- In the process of negotiating with the NHSO, the company will inform later.
	- The UC department canceled at Vichaivej Hospital Yaek Fai Chai what will the used for?	- Take to serving general patients.
<b>3</b>	<b>Wanida Trikittinurak (A shareholder)</b> - In 2020, the number of employees has decreased by 154 people, Why the reason for the decrease of employees and the reduced of employees get back the same?	- Since the epidemic of corona virus disease , the company has a policy to reduce expenses by not hiring employees. But if more workload, maybe have to recruit employees which accepts only the necessary departments. The numbers of employees decreased were Nurses and nursing assistants, Operation staff and General staff
<b>4</b>	<b>Nuttakit Sunthornbura (A shareholder)</b> - How much is the investment budget in 2021 and where will it spending?	- Most of it is the investment about the construction of the Social Security Building and the MRI at Vichaivej Hospital International Omnoi.
	- How much can the cost of a reduction in 2020 and able to be permanently reduced?	- The company can reduce some of the permanent expenses.

	Question / Suggestion	Answer
	- In normal situation, What is the proportion of IPD: OPD income (cash patient)?	- Both under normal situation and in the situations of COVID-19, the ratio of income about IPD: OPD in general patients not much change.
	- The company any social security reimbursement issues, such as a reduction in Rw , that affect the company's financial statements?	- Not affected about social security reimbursement for company's financial statements.
	- Briefly describe the Operation outlook of each hospital, such as what for the construction of new buildings at Vichavej Hospital Omnoi , How are various centers. the operation going ,Nong Khaem land contract renewal / Samutsakhon and how is the performance?	- In the process
	- How many insured people are there and how much more is expected in 2021?	- Maybe changes, but not much increase.
	- Where do the top 3 companies' income come from?	The top 3 companies' income in 2020 include: Trauma Center, Medical Clinic , MMU.
6	<b>Sarayut Euaayechai (A shareholder)</b> - Company dividends used for tax credit or not? How would you like to specify in the agenda for approval of the dividend payment each year as well?	- Can be used for tax credit, corporate tax rate of 20%, depending on the company's tax base.
	- Would you like to send a proxy form attached to the meeting along with the invitation letter, including a request form of the annual report.	- Acknowledge and will continue