



The Annual General Shareholder's Meeting  
For the Year 2020  
Sikarin Public Company Limited  
Wednesday, April 22, 2020 at 9.00 a.m.

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Sikarin Grand Room, 8<sup>th</sup> Floor, Building 3  
SIKARIN HOSPITAL  
No. 976 Lasalle Road, Bangna Tai Sub-district,  
Bang Na District, Bangkok 10260

\*The Company has deemed it appropriate to discontinue providing souvenirs for the shareholders in the 2020 AGM

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March 20, 2020

**Subject:** Invitation of the Annual General Shareholders Meeting for the Year 2020

**To:** Shareholders,  
Sikarin Public Company Limited

**Enclosure:**

1. A copy of the minutes of the Annual General Shareholders Meeting for the Year 2019;
2. Annual Report 2019;
3. Profile of proposed Auditors;
4. Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation;
5. The Definition of the Company's Independent Director;
6. Proxy Form A, B, and C;
7. Procedures and Conditions for Registration, Appointment of Proxy and Vote Casting
8. Company's Articles of Association relating to the Meeting of Shareholders; and
9. Map of the Meeting Venue

The Board of Directors of Sikarin Public Company Limited (hereinafter called "Company") has resolved to call the Annual General Shareholders Meeting for the year 2020 on Wednesday, April 22, 2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260. The agendas of the meeting are as follows:

**Agenda 1 Report by the Chairman**

**Agenda 2 To consider and approve The Annual General Shareholders Meeting for the Year 2019**

**Fact and reasons:** The Annual General Meeting of Shareholders for the Year 2019 was held on Monday, April 22, 2019. The Company had prepared the Minutes of the Annual General Meeting of Shareholders for the Year 2019 and had already sent it to the Stock Exchange of Thailand and Ministry of Commerce within the timeframe prescribed by law and had already published it on the Company's website. The details are appearing in the Copy of the Minutes of Annual General Meeting, sent to shareholders along with this Invitation of this meeting (*Enclosure No. 1*).

**The Board's opinion:** The Board of Directors deems it appropriate to propose to the meeting to certify the minutes of the Annual General Meeting of Shareholders for the Year 2019 as the Board was of opinion that the said minutes were completely and accurately recorded with all the necessary information of all agenda items.

**Voting:** This matter requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting vote at the meeting.

**Agenda 3 To acknowledge the Company's 2019 operating performance.**

**Fact and reasons:** The Company has summarized the performance as well as significant changes in 2019 as shown in the 2019 Annual Report. The details are appearing in the 2019 Annual Report, sent to shareholders along with the Invitation of this meeting (Enclosure No. 2).

**The Board's opinion:** The Board of Directors deems it appropriate to propose the 2019 Annual Report which summarizes the performance of the Company and significant changes in 2019 for acknowledgment of the shareholders.

**Voting:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda 4 To consider and approve the Financial Statement for the year ended December 31, 2019**

**Fact and reasons:** According to Section 18 of the Company's Articles of Association and Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the Company shall prepare its financial statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval. The Balance Sheets and Profit-Loss Statements for the year ended December 31, 2019, shown in the Annual Report have been audited by the auditor and reviewed and endorsed by the Company's Audit Committee. Details are as appeared in the Financial Statements section of the 2019 Annual Report, which are sent to the shareholders with this Invitation of this meeting (Enclosure No. 2). Details of which can be summarized as follows:

Description		Separated Financial Statement	Consolidated Financial Statements
Total Asset	(million THB)	5,161.06	5,853.22
Total Liabilities	(million THB)	1,413.79	1,967.15
Shareholders'Equity	(million THB)	3,747.27	3,886.07
Total Revenue	(million THB)	2,902.47	3,743.61
Net Profit	(million THB)	207.68	242.96
Profit per share	(THB/share)	0.10	0.12

**The Board's opinion:** The Board of Directors deems it appropriate to propose to the meeting to approve the Financial Statement for the year ended December 31, 2019 which have been approved and certified by the auditors and reviewed by the Audit Committee and the Board of Directors of the Company.

**Voting:** This matter requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the meeting.

**Agenda 5 To consider and approve the allocation of net profit as the legal reserve and the payment of dividend from the operating results for the year 2019**

**Fact and reasons:** According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended), the payment of annual dividend shall be approved by the Shareholders' Meeting; the Board of Directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment; after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. According to Section 116 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the Company shall allocate not less than five per cent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than ten per cent of the registered capital.

Based on the performance and financial position of the Company in 2019, the consolidated financial statements showed the net profit of the Company in the amount of THB 242,961,763 and the separate financial statements showed the net profit of the Company in the amount of THB 207,682,229. Therefore, the Company shall appropriate net profit of the Company for the Year 2019 as a legal reserve according to the law, totalling THB 10,384,111.45, which is equal to 5 percent of the Year 2019 net profit. In addition, the Company has a policy to pay dividend to shareholders at a rate not more than 70 percent of net profit after tax and net of all reserves required by law based and other reserves. As a result, it is proposed that the dividend will be paid based on the performance in 2019 to the shareholders of 1,999,328,649 shares at the rate of THB 0.07 per share, being the amount not exceeding Baht 139,953,005.43 or equivalent to 67.39% of the net profit of the separate financial statements of the Company which is in the line of the policy of the Company to pay the dividend. Data for the comparison with last year dividend distribution is as follows

Detail of the Dividend Distribution	Year 2019	Year 2018
Net Profit for the year on separated financial statement (THB)	207,682,229	213,244,664
No. of registered shares (Shares)	1,999,328,649	1,999,328,649
Total dividend paid per share (THB/share)	0.07	0.07
Dividend distribution ration (percentage)	67.39	65.63

**The Board's opinion:** The Board of Directors deems it appropriate to propose to the meeting to approve the allocation of net profit as the legal reserve and the payment of dividend from the operating results for the year 2019 at the rate of THB 0.07 per share. The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to receive the dividend on Thursday, April 30, 2020 and to pay the dividend on Friday, May 15, 2020.

However, the rights to receive such dividend is still uncertain until the proposal has approved in the Shareholders' Meeting for the Year 2020.

**Voting:** This matter requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the meeting.

**Agenda 6 To consider and approve the appointment of an auditor and auditing fees in 2020**

**Fact and reasons:** According to Section 19 of the Company's Articles of Association and Section 120 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the appointment of the Company's external auditors and the audit fees shall be approved at the annual general meeting of shareholders, and Section 121 which states that an auditor must not be a director, an employee or hold any position in the company. In addition, a notification from the Capital Market Supervisory Board imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven (7) fiscal years, therefore, other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five (5) fiscal years interval break.

**The Audit Committee's opinion:** The Audit Committee carefully sought the appropriate auditor by considering a number of key qualifications such as competency, experience, independency, etc. and also considered the suitable remuneration commensurate to the auditor's duty and responsibility, and expressed their opinions to the Board of Directors to propose the appointment of Dharmniti Auditing Co., Ltd. by the following auditors as the Company's auditor for 2020:

Names of Auditors	CPA Registration No.	A number of year as an auditor of the Company
1. Miss Potjanarat Siripipat	9012	2 Times / 2018 and 2019
2. Mr. Thanawat Piboonsawat	6699	1 Time / 2018

Any of the above auditors or another auditors of Dharmniti Auditing Co., Ltd. is authorized to conduct the audit and express an opinion on the company's financial statements. Profiles of the proposed auditors are provided in Enclosure 3. Together with this, the Audit Committee also proposed the 2020 audit fee in the amount not exceeding THB 1,260,000, increasing by THB 90,000 from the year 2019. Details of the audit remuneration proposed for 2020 as compared to 2019 are as follows:

Audit Fee	Year 2020 (Proposed Year)	Year 2019	Year 2018
Annual Audit Fee	1,260,000	1,170,000	1,125,000
Other Expense	80,000	80,000	80,000

Dharmniti Auditing Co., Ltd. and the above auditors are proposing to audit the Company. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission and have no relationship or a conflict of interest with the Company / subsidiaries / executives / the major shareholders or the related person of such and not the shareholder of the Company. The said auditor is accordingly independent to audit and comment the Company's financial statements.

Dharmniti Auditing Co., Ltd. will be proposed as the auditors in the year 2020 of the Company's subsidiaries i.e. SKR Management Co., Ltd. and Sikarin Hadyai Hospital Co., Ltd., with the totaling amount of audit fee of THB 1,260,000.

**The Board's opinion:** The Board of Directors agreed with the Audit Committee to propose the Shareholders' Meeting to appoint Dharmniti Auditing Co., Ltd. by Miss Potjanarat Siripipat, Registration Number 9012 or Mr. Thanawut Piboonsawat, Registration Number 6699 as the Company's auditor for 2020. In this regard, one of such persons 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 2020 to be THB 1,260,000, increasing by THB 90,000 from the year 2019

**Voting:** This matter requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the meeting.

**Agenda 7 To consider and approve the election of Directors to replace Directors whose terms expires**

**Fact and reasons:** According to Section 9 of the Company's Articles of Association and Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended), one third of the number of Directors must retire by rotation. However, the retired directors may be reelected. Out of the 15-director Board, the following 5 Directors have to leave the office:

- |                            |                                 |
|----------------------------|---------------------------------|
| 1. Mr. Seni Chittakasem    | Chairman (Independent Director) |
| 2. Mr.Krajang Jarupreakpan | Director (Independent Director) |
| 3. Mr.Vichya Kreangam      | Director (Independent Director) |
| 4. Mr.Senee Krajangsri     | Director                        |
| 5. Mr.Suriyan Kojonsri     | Director                        |

The Company had announced on its website providing an opportunity to shareholders to nominate qualified persons to be elected as Directors from October 15, 2020 –December 30, 2020. However, there is no shareholders had nominated a qualified person to be elected as the Company's director.

In this year,3 independent directors will be retired by rotation, thus the Recruitment Committee invited Air Chief Marshal Nipat Wuttironarit to be an independent director. The Recruitment Committee, excluding the Directors having conflict of interest in the matter, considered and nominated Air Chief Marshal Nipat Wuttironarit to Be the independent directors in replacement of Mr. Krajang Jarupreakpan who has retired by rotation.

Recruitment Committee (Excluding directors with interests) have considered the appropriateness and qualifications as according to the Public Company Act 1992 (including amendments), the announcement of the Stock Exchange of Thailand Securities and Exchange Commission and the Capital Market Supervisory Board and the Nominating Committee has considered the selection of each director individually.In which the Recruitment committee with vested interests do not vote for themselves. According to the criteria and method of recruiting people to be considered as directors by considering the appropriateness that will be beneficial to the Company's operations. In addition, the qualifications, knowledge, capabilities, and experience of the directors wishing to recruit are diverse and in line with the Company's business strategy by using the analysis of skills, experience, knowledge and expertise of the committee, in addition, it is appropriate to nominate the following persons. For the Board of Director to consider and propose to the general meeting of shareholders to consider the election as a director.

- |   |                                 |
|---|---------------------------------|
| 1. Mr. Seni Chittakasem                 | Chairman (Independent Director) |
| 2. Air Chief Marshal Nipat Wuttironarit | Director (Independent Director) |
| 3. Mr.Vichya Kreangam                   | Director (Independent Director) |
| 4. Mr.Senee Krajangsri                  | Director                        |
| 5. Mr.Suriyan Kojonsri                  | Director                        |

The Board's opinion: the Board of Directors (without participation by directors having interests therein) has carefully considered the qualifications of the persons nominated to be the individual director. Both the professional skills and expertise that are beneficial to the Company's business including past performance as directors and sub-committees as well as possessing the qualifications and not being under any of the prohibitions under the Public Company Act B.E. 2535, the Articles of Association, the Charter and the Regulations of the Office of the Securities and Exchange Commission. Providing opinions and recommendations independently and in accordance with relevant criteria. Therefore, approved by the Board of Directors and agreed to propose to the Annual General Meeting of Shareholders to consider the election of 5 directors who are due to retire by rotation to be the Company's directors for another term, totaling 4 persons and to appoint new directors in place of those who are due to retire. According to the agenda amount 1 person as follows

- |   |                                 |
|---|---------------------------------|
| 1. Mr. Seni Chittakasem                 | Chairman (Independent Director) |
| 2. Air Chief Marshal Nipat Wuttironarit | Director (Independent Director) |



- |                        |                                 |
|------------------------|---------------------------------|
| 3. Mr.Vichya Kreangam  | Director (Independent Director) |
| 4. Mr.Senee Krajangsri | Director                        |
| 5. Mr.Suriyan Kojonsri | Director                        |

However, the nominated person does not hold a position as director / executive in other businesses that may cause a conflict of interest with the Company and attached the biography of the person nominated to be the Director are shown in Enclosure No. 4. The person nominated No. 1, No. 2 and No. 3 have complete independent qualifications according to the definition of the Company's independent directors which is in accordance with the regulations of the Capital Market Supervisory Board. The details appear as Enclosure No. 5.

**Voting** This matter requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the meeting, with the following rules and procedures:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he/she has under (1) to appoint one or several person(s) to be director(s), provided that he/she cannot divide his/her votes to any person to any extent;
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

To follow the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis. The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled.

**Agenda 8 To consider and approve the Directors' Remuneration of the year 2020**

**Fact and reasons:** According to Section 90 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the company shall not pay money or any other property to the directors, except payment as remuneration under the articles of association of the company. In the case where the articles of association of the company contain no provision on said matter, payment of remuneration under paragraph one shall be in accordance with the resolution of the meeting of shareholders, supported by votes not less than two-thirds of the total votes of shareholders present.

The Compensation Committee has carefully considered the directors' remuneration, taking into account the operating results and growth prospect for the Company, performances, authority, duty, and responsibility scope, as well as, 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 2020, The Compensation Committee has resolved to propose the remuneration budget for the Board of Directors and sub-committee not exceeding THB 12 million, comprising of monthly retainer fee, meeting allowance, bonus and per diem, as follows:

Director	Year 2020 (Proposed Year)			Year 2019		
	Monetary Remuneration for 2020 (Bath)			Monetary Remuneration for 2020 (Bath)		
	Monthly Retainment Fee	Meeting Allowance	Bonus	Monthly Retainment Fee	Meeting Allowance	Bonus
<b>Board of Directors</b>						
Chairman	-	340,000	✓	-	340,000	✓
Vice Chairman	-	1,020,000	✓	-	1,020,000	✓
Member	-	3,740,000	✓	-	3,740,000	✓
<b>Audit Committee</b>						
Chairman	-	40,000	✓	-	40,000	✓
Member	-	80,000	✓	-	80,000	✓
<b>Other Committees</b>						
Chairman	-	-	-	-	-	-
Member	-	-	-	-	-	-

However, the remainder after deduction of position allowance and meeting allowance for the year 2020 would like to ask the Chairman of the Board to consider other remuneration but the total does not exceed THB 12.00 million.

**The Board's opinion:** The Board of Directors, with recommendation of the Compensation Committee deems it appropriate to propose to the meeting to approve the Directors and Sub-Committees Remuneration for the year 2019 in form of meeting allowance and other considerations in the amount of not exceeding THB 12.00 million which is equal to last year.

**Voting:** This matter requires affirmative resolution with a vote of not less than two-thirds

of the total number of votes of the shareholders present at the meeting.

**Agenda 9 To transact other matters (if any).**

**Fact and reasons:** According to Section 105 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the shareholders holding shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the notice of meeting. In addition, this agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation.

**The Board's opinion:** The Board of Directors deems it appropriate to include this agenda to allow any shareholder to the meeting to consider matters other than those determined by the Board of Directors for this Meeting and to allow shareholders to raise query and/or express comments to the Board and/or request the Board to provide explanation.

The Company had invited the shareholders to propose agenda for the Annual General Meeting of Shareholders for the year 2020 in advance from October 15,2019 to December 30,2019. There were no any proposed items on the agenda from the shareholders.

The date on which the recorded shareholders have the right to attend the Annual General Meeting of the Shareholders for the Year 2020 (Record Date) is March 5, 2020.

You are cordially invited to attend this meeting as per date, time and venue stated above. The Company has published the convening notice for this meeting and the other supporting documents on its website ([www.sikarin.com](http://www.sikarin.com)) from March 20, 2020 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.

For the Shareholders who wish to attend the meeting, please bring your identification card, or government official identification card, or driver license to verify your right to attend the meeting. If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy (Form A or Form B) attached in *Enclosure No.6*. The duly completed and executed proxy, affixed with the stamp duty, must be deposited with the Company's officer at the registration counter in front of the meeting room prior to attending the meeting provided that the proxy holder shall bring the documents of identification to verify his right to attend the meeting.

For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Form B or Form C (only foreign shareholders as registered in the registration book who have custodian in Thailand). Shareholders who would like to use Proxy Form C may contact the secretary or download only one of the three Proxy Forms: Form A, Form B or Form C from the Company's website ([www.sikarin.com](http://www.sikarin.com)).

Any shareholder who is unable to attend the shareholders' meeting can may give proxy to one of the Company's independent directors from and among the following Independent Directors:

- Mr. Pramuanchai Taweeseedt: Age 63 years  
No.333/343 Soi Prachachuen10, Thung Song Hong, Laksi,Bangkok
- Mr. Kasidit Ajanant: Age 39 years  
No. 30/2, Soi Ramkhamhaeng21, Wang Thonglang, Bangkok

(Details of independent directors can be found in Enclosure 7.)

Please study the Registration/ Proxy Procedures and Conditions and Required Documents to be presented and vote casting at the meeting as detailed in Enclosure 7. For the convenience of shareholders and/or proxies in the registration process, please present Invitation Letter and registration form for registration.

For the Shareholders to receive the utmost benefit from the Meeting including to reserve the Shareholders' privileges, if any Shareholders would like the Company to give explanation for the issues relating to this proposed agenda, questions can be sent in advance to email: ir.sikarin@sikarin.com or Facsimile No. 0-2366-9907.

To facilitate, the Company has attached the map for the meeting venue for your information (Enclosure 9).

By the Board of Director's resolution



( Mr.Suriyan Kojonroj )  
Company Secretary

For more inquiries: Please contact Mrs. Parinda Wongsakul

Investors Relation Department: Phone: 02-366-9900 ext. 2702 Fax: 02-366-9907

**Minutes of the 2019 Annual General Meeting of Shareholder  
SIKARIN PUBLIC COMPANY LIMITED**

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An Annual Ordinary Shareholders' Meeting 2019 of Sikarin Public Company Limited (the "Company") was held on Monday, April 22, 2019 at 9.00 hrs. at Sikarin Grand Room, Floor 8, Building 3, Sikarin Hospital located at 976 Lasalle Road, Bang Na Tai Sub-District, Bang Na District, Bangkok Metropolis 10260.

There were 50 shareholders attending the meeting in person, and 125 shareholders attending the meeting by proxy, adding up to a total of 175 shareholders, representing 1,611,369,583 shares out of a total of 1,999,328,649 shares being sold, or 80.5955%, which exceeded one third of all sold shares, and constituted meeting quorum as specified in Article 16 of the Company's Articles of Association.

The meeting commenced at 9.00 hrs. having Mr. Seni Chittakasem, the Chairman, acting as the Meeting Chairman (the "Chairman"). Before commencing the meeting, the Chairman introduced the Company's Board of Directors, advisors, management and other meeting attendees who had duties to answer any questions of the shareholders, with names as listed below.

Directors attending the meeting totaling 15 persons as follows:

- |     |                                |  |
|-----|--------------------------------|--|
| 1.  | Mr. Seni Chittakasem           | Chairman/Independent Director/Chairman of Risk Management Committee                                    |
| 2.  | Pol. Lt. Gen. Jarax Sangtaweep | Vice Chairman/ Chairman of Executive Board   |
| 3.  | Mr. Sakchai Tanaboonchai       | Vice Chairman/Independent Director/Chairman of Remuneration Committee/Risk Management Committee Member |
| 4.  | Mr. Sanya Sarayudh             | Vice Chairman/Executive Director   |
| 5.  | Mr. Jarun Wiwatjesadawut       | Director/Chairman of Recruitment Committee   |
| 6.  | Mr. Seni Krajangsi             | Director /Executive Director   |
| 7.  | Mr. Sucheep Boonweera          | Director /Executive Director   |
| 8.  | Mr. Tim Noparumpa              | Director /Recruitment Committee Member/Remuneration Committee Member                                   |
| 9.  | Mr. Pramuanchai Taweaset       | Independent Director/Chairman of Audit Committee   |
| 10. | Mr. Kasidit Ajanant            | Independent Director/Audit Committee Member  |
| 11. | Mr. Witchaya Kreangam          | Independent Director/Recruitment Committee Member/Remuneration Committee Member                        |
| 12. | Dr. Atirat Charoonsri          | Director /Executive Director/ Managing Director  |
| 13. | Mr. Suriyan Kojonroj           | Director/Executive Director/Company's Secretary  |

14. Mr. Chaisith Viriyamettakul Director /Risk Management Committee Member

Advisory Committee Members attending the meeting

1. General Virot Sangsanit Chairman of Advisory Committee

The Chairman informed the meeting that the Annual Ordinary Shareholders' Meeting 2019 had nine meeting agendas with the details as specified in the meeting invitation being delivered for the shareholders to review prior to the meeting.

Before considering the meeting agendas, the Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, to inform the meeting about the meeting procedures for the shareholders to acknowledge the voting method during the meeting.

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, informed the meeting that the Company had used E-Register and E-Voting programs belonging to Thailand Securities Depository Company Limited under operation of the depository officer, the Stock Exchange of Thailand, for registration and vote counting, and voting, as well as vote counting procedures were explained for consideration of each agenda as follows:

The meeting will be proceeded according to the meeting agendas as provided to all parties in advance, and meeting resolution will be openly passed instead of using secret voting to ensure transparency, and all shareholders will be requested to subscribe their signatures in their ballots before voting for each meeting agenda.

When passing resolution in each agenda, the Company's staff will collect ballots from shareholders and submit to the depository officer for vote recording and processing purpose. In the event that the shareholders fail to submit their ballots for any agenda, voting program will consider that such agenda has been approved.

Ballots in the following nature will be deemed as invalid ballots.

- 1) Ballots being marked in more than one box;
- 2) Ballots being crossed out without accompanying signature;

In the event that the shareholders wish to rectify their votes, original votes must be crossed out and accompanied by the shareholders' signature.

Upon completion of vote processing, the Company's Secretary will announce vote counting and summarize the resolution on such particular business for the meeting's acknowledgment. Votes being counted will also include the votes of shareholders attending the meeting in person and by proxy, and each agenda will be supported by the latest number of shares held by the shareholders attending the meeting.

Any shareholders wishing to leave or who will be absent during any meeting agenda, may exercise their right to submit ballots in advance to the staff at the vote counting table located at the exit.

In this regard, for the shareholders presenting proxy form in authorizing other persons to attend the meeting and vote based on their intent, the Company will include their votes for each agenda for vote counting according to the aforementioned procedure. However, if the shareholders did not specify their intent for voting in any agenda, or their intent was unclearly specified, or the meeting had considered or resolved for other businesses in addition to the businesses as mentioned above, and there was any amendment or addition of facts, the proxy will be entitled to consider and vote on behalf of the shareholders in all respects as deemed appropriate, and the proxy must vote according to the procedure as specified.

In complying with Article 17 of the Company's Articles of Association, the voting for Agenda 2, Agenda 4, Agenda 5, Agenda 6 and Agenda 7 must be approved by resolution with majority votes of all shareholders attending the meeting and voting, in other words, persons abstaining from voting and invalid ballots of shareholders in those agendas will not be considered as a basis for vote counting.

In counting votes for Agenda 8 in which at least two thirds of votes of all shareholders attending the meeting are required, "approving votes", "disapproving votes", "abstention" and invalid ballots will be considered as a basis for vote counting.

For vote counting purpose, one share will represent one vote, and if the shareholders have special interest in any businesses, then the shareholders will not be entitled to vote for those businesses.

For consideration of meeting agenda that resolution must be passed and certain time is required for vote collection, next meeting agendas will be considered before announcing voting result, and announcement will be made promptly upon completion of vote counting.

After the Chairman or any person assigned by the Chairman has fully explained the details of each meeting agenda, the shareholders wishing to ask additional questions about such agenda are required to raise their hands and wait for the Chairman to invite them to speak at the microphone. When arriving at the microphone, the shareholders must specify their names before asking questions in order to facilitate the preparation of meeting minutes. The shareholders having questions not relevant to the meeting agenda are required to ask questions during Agenda 9: Other consideration.

For this annual ordinary shareholders' meeting 2019, the Company gave the opportunity for shareholders to propose any businesses for inclusion as a meeting agenda and nominate any persons for election as directors in advance from 5 February 2019 to 28 February 2019, and no shareholders proposed any businesses for inclusion as a meeting agenda or nominated any persons for election as directors.

Furthermore, the Company published the meeting invitation on the Company's website and informed the Stock Exchange of Thailand on 21 March 2019 to ensure that the shareholders will have opportunity to consider meeting agendas prior to the meeting held today.

The Chairman then opened the Annual Ordinary Shareholders' Meeting 2019 of Sikarin Public Company Limited for consideration of various businesses according to the meeting agendas, and assigned Mr. Suriyan Kojonroj, Director/ Executive Director/ Company's Secretary, to provide clarification on the details of meeting agendas for the shareholders' acknowledgement.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, informed the meeting that there were nine agendas to be considered for the meeting held today as listed below.

- Agenda 1 Businesses proposed by the Chairman for meeting's acknowledgement
- Agenda 2 Consideration and approval of minutes of ordinary shareholders' meeting 2018
- Agenda 3 Consideration and approval of report on the Company's overall operations in 2018
- Agenda 4 Consideration and approval of report and financial statement for the year ended 31 December 2018
- Agenda 5 Consideration and approval of profit allocation as legal reserve fund and payment of dividend from overall operations of 2018
- Agenda 6 Consideration on appointment of the Company's auditor and audit fee in 2019
- Agenda 7 Consideration on election of directors replacing directors retiring by rotation
- Agenda 8 Consideration of directors' remuneration for Year 2019; and
- Agenda 9 Other consideration (if any)

**Agenda 1 Businesses proposed by the Chairman for meeting's acknowledgement**

The Chairman informed the meeting that there were three main issues to be provided for the meeting's acknowledgment today as follows:

- Issue 1 Corporate Governance Policy and Code of Conduct
- Issue 2 Anti-Corruption Policy
- Issue 3 Nomination of meeting attendees as vote counting representatives; and
- Issue 4 Other matters

In this regard, the Chairman assigned Mr. Suriyan Kojonroj, Director/ Executive Director/ Company's Secretary to clarify the details to the meeting, and no voting was required.

Mr. Suriyan Kojonroj, Director//Executive Director/Company's Secretary, clarified to the meeting as follows:



The Company placed importance on Corporate Governance Policy and Code of Conduct and Anti-Corruption Policy, whereby the Company had included both policies on the Company's website ([www.sikarin.com](http://www.sikarin.com)) under the topic "information for investors", and the Corporate Governance Policy and Code of Conduct consisted of 5 aspects, including (1) shareholders' rights; (2) equal treatment of shareholders; (3) stakeholders' role; (4) information disclosure and transparency; and (5) the Board of Director's responsibility.

The Anti-Corruption Policy consisted of (1) definition of Anti-Corruption Policy; (2) Anti-Corruption Policy; (3) duty and responsibility; (4) anti-corruption procedures; (5) political assistance procedures (6) charitable donation procedures; (7) financial support procedures; (8) procedures on gift, hospitality and other expenses, in which the details were provided concerning the directors and executives' guidelines on how to perform operations in accordance with the Anti-Corruption Policy.

The Chairman added that the details of those policies were provided on the Company's website, and the shareholders were able to examine additional details. The Company as a listed company in the Stock Exchange of Thailand, had significantly placed importance on good corporate governance, and the Company had always been adhering to such practice, and had recently established action plan and policy to proceed in accordance with the procedures of good corporate governance practice.

More importantly, the Company wanted to emphasize the anti-corruption issue which had been the main problem of national development at the moment as it had caused financial instability, slow economic development, as well as financial, economic and social problems in Thailand. When considering the economic aspect, corruption problem also caused foreign investors to become uncertain to invest in Thailand, which was different from countries under transparent administration.

The problem in government system which affected and required the private sector to work together in order to eliminate corruption, was the problem of Thailand's main budget that the government had earned from taxes paid by the people. When the government had collected taxes, it should spend taxes to develop the country such as building roads or other facilities, but 50% of 100 Baht of the tax amount had disappeared, meaning that the corruption issue had existed in Thai society for a long period of time.

There were two forms of bureaucratic corruption, namely corruption in policy and direct corruption. The issue in public sector was corruption or embezzlement by taking advantage of the people, causing unequal treatment and fraudulently appropriating public property for personal gain.

The obvious issue was corruption involving two role players, including recipient and giver. Most givers were the private sector. Therefore, companies must operate businesses with policy to eliminate givers or persons encouraging corruption. Companies must have good corporate governance in order to prevent corruption. Even though various companies had an anti-corruption policy in place, a solution to this problem will take time. Our company has an anti-corruption policy with an aim to give back to the society by not cooperating or causing corruption.

In terms of good corporate governance, our working group has put its best effort to ensure that the shareholders will receive the most benefit and see the Company's progress. However, the Company must also develop at the same time because the society has changed with more advanced and cutting-edge technology, and technology such as digital systems has been implemented as an integral part of life. The world has been changing towards the direction of people's daily lives. Therefore, our hospital services must come up with new design and branding through social media. Thailand's laws however did not keep up with technological advancement and obstruct business operations. Certain issues may require an enforcement of more suitable laws for better flexibility in management.

As for corporate governance and business operations, it can be seen that technological advancement also came with an aging society, in other words, new consumer groups have recently evolved. Thus, the hospital must recognize that the elderly will be our new customers. Due to an increased aging population, businesses must adjust according to the social conditions, be able to meet the needs of the aging population, and at the same time, make use of the elderly's experience. The business must proceed in two parts, in other words, even though our customers are the elderly, the elderly should be treated as an executive, and value must be created from the elderly's experience

For the aspect relating to shareholders, it can be seen that the Company's stock split resulted in an increase in number of shares and liquidity in stock trading, and more importantly, our shareholders had gained profit from selling shares at higher value. The Company's business management plan focused on three parts, namely (1) cost control in enabling the Company to do more things; (2) emphasis the importance of personnel; and (3) emphasis anti-corruption and good corporate governance. Dr. Atirat Charoonsri, Director/Executive Director/Managing Director, will explain more about the Company's business plan for business support or business expansion in order to support the customer base in the future, as well as the elderly and foreigners coming to work in the country.

Furthermore, besides taking business expansion or business goal into account, the Company also considered building expansion in two parts, including improvement of existing building and construction of new building to support future growth. In addition, it can be seen that the company's growth rate had been very high. The Company therefore had to look for new investment, which also included investment in various regions of Thailand. Moreover, the Company had to focus on building more partners such as various business establishments or nearby communities which will be the goal for the hospital to provide health care service. Our strength is nearby communities and public utilities, and the hospital had to expand more services by looking for partner companies and increasing social security program. Another significant feature of the hospital is our focus on the ability to provide specialized services such as diabetes, heart disease or pediatric diseases, for example. All of the above were the Company's concept in operating business. As for direction and trend in the future, due to entering into a

aging society, the hospital has adjusted our concept by focusing more on long-term medical treatment, which was in line with the hospital's motto "staying by your side at every stage of life".

The hospital has customers at various ages and income bases, both middle and high income. If people have more income, the hospital's growth rate will be high. But if economic growth in any year is low, the hospital will be able to be sustained on the social security program. Another issue was that the government had policy to focus more on public health, which may develop from populism to welfare state in the future, and will benefit investors for health business. More importantly, Sikarin Hospital formerly was a small hospital, but nowadays, the hospital's surrounding area has become a large community and will eventually transform into a major city as a result of metropolitan area expansion and upcoming EEC program next year. In addition, the Company has a concept to expand our business to other regions particularly in large provinces such as Nakhon Ratchasima, Udon Thani, Khon Kaen or the East, for example. The shareholders were therefore informed that the Company's business had been systematically growing with investment capabilities, and the shareholders can be assured that the Company is moving toward a better direction.

The Chairman requested the meeting to nominate meeting attendees as vote counting representatives, and three shareholders as listed below had volunteered.

- |                              |       |
|------------------------------|-------|
| (1) Mrs. Panida Wimonsiripan | Proxy |
| (2) Mr. Suwat Mairoklang     | Proxy |
| (3) Miss Kamonthip Suk-aram  | Proxy |

Prior to consideration of Agenda 2, Dr. Natee Nakthanasukan, Thai Investor Association's representative, requested the Company to introduce chairmen of subcommittees, chief financial officer and auditor to the meeting.

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, introduced chairmen of the Company's committees as listed below.

- |                                     |                                       |
|-------------------------------------|---------------------------------------|
| (1) Pol. Lt. Gen. Jarax Sangtaweeep | Chairman of Executive Board           |
| (2) Mr. Jarun Wiwatjetsadawut       | Chairman of Recruitment Committee     |
| (3) Mr. Sakchai Tanaboonchai        | Chairman of Remuneration Committee    |
| (4) Mr. Pramuanchai Taweaset        | Chairman of Audit Committee           |
| (5) Mr. Seni Chittakasem            | Chairman of Risk Management Committee |

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, introduced Miss Potchanarat Siripipat, an auditor from Dharmniti Auditing Company Limited, and Mr. Seni Krajangsi, the Company's chief financial officer.

**Agenda 2**      **Consideration and approval of minutes of ordinary shareholders' meeting 2018**

The Chairman informed the meeting that the Company had prepared minutes of ordinary shareholders' meeting no. 40 of 2018 held on Monday, 23 April 2018, which had been submitted to the Stock Exchange of Thailand and Ministry of Commerce within the period of time as prescribed by laws, and such meeting minutes were published on the Company's website, having the details as per the copy of meeting minutes sent to the shareholders with this meeting invitation.

The Board of Directors deemed appropriate to propose for the shareholders' meeting to consider and approve the minutes of ordinary shareholders' meeting no. 40 of 2018 in which the Board of Directors deemed that the minutes had correctly and completely recorded the meeting's proceedings.

The Chairman asked whether any shareholders had recommendation or correction for such meeting minutes.

No shareholders provided recommendation or requested to correct the meeting minutes.

The Chairman then proposed for the meeting to consider and pass resolution by informing the meeting that this agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Meeting Resolution: The meeting considered and unanimously resolved to approve the minutes of ordinary shareholders' meeting no. 40 of 2018 held on Monday, 23 April 2018, with votes of all shareholders attending the meeting and voting.

Vote counting result for this meeting agenda was shown as follows:

Shareholders	Number (vote)	Percentage
Approving	1,675,155,183	100.0000
Disapproving	0	0.0000
Abstention	0	- *
Invalid ballots	0	- *
<b>Total</b>	<b>1,675,155,183</b>	<b>100.0000</b>

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Remark There were nine additional shareholders attending the meeting during this agenda, representing 63,785,600 shares.

Agenda 3

Consideration and approval of report on the Company's overall operations in 2018

The Chairman clarified to the meeting that there were significant changes in 2018, and therefore wanted to conclude the Company's operations and performance by assigning Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, to clarify the details to the meeting, and assigning Dr. Atirat Charoonsri, Director/Executive Director, to conclude the Company's operations in 2018 for the meeting's acknowledgement. No resolution was required for this meeting agenda, but the shareholders were able to provide recommendation or ask questions.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, reported the Company's overall operations in 2018 to the meeting as follows.

According to the Company's consolidated financial statements, the Company had income from medical treatment in 2018 amounting to Baht 3,398,663,140, which increased by 9.35% comparing to 2017; with profit before tax and depreciation amounting to Baht 688,537,349, which increased by 16.88% compared to 2017; the Company's profit amounted to Baht 242,419,603, which increased by 48.99% compared to 2017; and earnings per share of 2018 was at Baht 0.12 per share, which increased by 50.00% compared to 2017.

According to the Company's separate financial statements, the Company had income from medical treatment in 2018 amounting to Baht 2,678,952,567, which increased by 8.24% compared to 2017; with profit before tax and depreciation amounting to Baht 550,865,246, which increased by 15.45% compared to 2017; the Company's profit amounted to Baht 213,244,664, which increased by 41.56% compared to 2017; and earnings per share of 2018 was at Baht 0.11 per share, which increased by 37.50% compared to 2017.

From the Company's statement of financial position as of 30 December 2018, the Company had total assets amounting to Baht 5,532,255,756, which increased by Baht 182,560,839 or 3.41% compared to 2017; total liabilities amounted to 1,750,898,097, which decreased by Baht 42,733,764 or 2.38% compared to 2017; shareholders' equity amounted to Baht 3,781,357,659, which increased by Baht 225,294,603 or 6.34% compared to 2017; total liabilities and shareholders' equity amounted to Baht 5,532,255,756, which increased by Baht 182,560,839 or 3.41% compared to 2017; and book value was Baht 1.88, which increased by Baht 0.10 or 5.62% compared to 2017.

For the Company's income in 2018 as of 31 December 2018, the Company had total income amounting to Baht 3,473,960,008, which increased by Baht 293,861,884 or 9.24% compared to 2017; total expenses amounted to Baht 3,172,773,399, which increased by Baht 197,038,445 or 6.62% compared to 2017; income tax expenses amounted to Baht 57,821,879 which increased by Baht 16,727,889 or 40.71% compared to 2017; net profit for the year amounted to Baht 243,364,730 which increased by Baht 80,195,550 or 49.15% compared to 2017; total comprehensive income for the year amounted to Baht 268,190,578, which increased by Baht 105,021,398 or 64.36% compared to 2017; basic earnings per share was Baht 0.12, which increased by Baht 0.04 per share or 50.00% compared to 2017.

The Company had current assets amounting to Baht 710,790,761, which increased by Baht 124,043,653 or 21.14% compared to 2017; non-current assets amounted to Baht 4,821,464,995 which increased by Baht 58,517,186 or 1.23% compared to 2017; total assets amounted to Baht 5,532,255,756, which increased by Baht 182,560,839 or 3.41% compared to 2017; current liabilities amounted to Baht 779,419,007, which increased by Baht 45,910,038 or 6.26% compared to 2017; non-current liabilities amounted to Baht 971,479,090, which decreased by Baht 88,643,802 or 8.36% compared to 2017; total liabilities amounted to Baht 1,750,898,097 which decreased by Baht 42,733,764 or 2.38% compared to 2017; shareholders' equity amounted to Baht 3,781,357,659, which increased by Baht 225,294,603 or 6.34% compared to 2017; and total liabilities and shareholders' equity amounted to Baht 5,532,255,756, which increased by Baht 182,560,839 or 3.41%.

The Board of Directors deemed appropriate to propose the Company's report on overall operations in 2018 for the meeting's acknowledgement, and no resolution was required for this meeting agenda.

The Chairman offered opportunity for the meeting to express opinion and ask questions concerning this meeting agenda.

Mr. Terdsak Wangset, a shareholder attending the meeting in person, asked whether the Company had separated income from inpatients, outpatients, and income from Sikarin Hospital Bangkok, Sikarin Hospital Hat Yai and Rattarin Hospital.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, clarified that the Company had separated categories of income in detail and in various dimensions, and the Company will send such information to the shareholders via email since the Company's income had a lot of details.

Miss Orapan Assamongkol, a shareholder attending the meeting in person, asked what were the three hospitals' capabilities for accommodating patients, and according to the Company's financial budget, why did the Company's profit increase by a lot but expenses were not lower.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, clarified that Sikarin Hospital Bangkok had a total of 355 beds but only 256 beds were available for actual operations; Rattarin Hospital had a total of 100 beds and all of them were available for operations; Sikarin Hospital Hat Yai had 350 beds but only 200 beds were available for actual operations.

Sikarin Hospital Bangkok had an average number of patients of approximately 70-80%; Sikarin Hospital Hat Yai had increased its number of beds from 120 to 200 beds, with an average number of patients of

approximately 70-75%, which was in accordance with the Company's business plan that was established when acquiring the hospital.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, additionally clarified that Sikarin Hospital Bangkok had the capability to accommodate business expansion for the next five years, and Sikarin Hospital Hat Yai had the capability to accommodate business expansion for the next six years, but Rattarin Hospital had been rapidly growing, and the Company needed to construct a new small building in the next two years.

With regard to income when compared to expenses, it can be initially clarified that the growth rate of the hospitals in general was approximately 8-10% or more than 10% depending on the infrastructure prepared by each hospital, and more details will be provided to the shareholders at the end of the meeting.

Mr. Hangchai Akkawasakul, a representative from Thai Shareholder Association, asked whether there were any impacts on the Company and to what extent, from the government's scheme to monitor drug and medical treatment expenses as seen from the news.

The Chairman provided initial information that the Hospital had already complied with the criteria, and such price control had no impact on the Hospital.

Mr. Suriyan Kojonroj Director/Executive Director/Company's Secretary additionally clarified that as for the price control measures for drugs, medical supplies and medical services, the Ministry of Commerce was still in the process of setting up a working group to study the matter, and no criteria had been clearly announced. Concerning the impacts, if considering from the customer structure of Sikarin Hospital, there were five groups of customers, namely (1) customers who make payment by themselves; (2) customers from contract partners; (3) customers under insurance scheme; (4) foreign customers; and (5) customers under social security benefits. It can be seen that Sikarin Hospital has worked with various organizations or institutions having duty to control prices for drugs, medical supplies, room rates, food prices. The customers under insurance scheme or under social security benefits, in particular, had a price list of drugs that can be used, and verification system was also put in place by those organizations. Currently, the hospital did not mainly gain profit from drugs or medical supplies because there were standard prices for these items. Therefore, price control measures for drugs and medical supplies did not affect the hospital. The hospital however focused on the communication with customers who used our services to ensure that they will have better understanding that the hospital's prices for services and drugs are constantly monitored by all concerned parties.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, additionally clarified that from the news, the hospital's executives believed that the price control measures for drugs, medical supplies and medical services were a positive issue because hospitals with good standards will have more opportunities. Since the main income of Sikarin Hospital did not come from drug costs, when the central committee was established for price control, medical services in Thailand will receive benefit in the long run. For Sikarin Hospital, it was previously inspected by various agencies, including JCI and other systems, and drug costs were considered acceptable for customers. In summary, price control was good news for patients because medical services were under control measures, and the Company's shareholders can be assured that our hospitals have been prepared for such control measures, and it will have no impact on the Company's profit.

Since no shareholders asked additional questions, the Chairman therefore concluded that the meeting had acknowledged the Company's overall operations in 2018.

**Agenda 4                      Consideration and approval of report and financial statement for the year ended 31 December 2018**

The Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to clarify the details on the reports and financial statements for the year ended 31 December 2018, which had been audited by the Company's auditor.

Mr. Suriyan Kojonroj Director/Executive Director/Company's Secretary explained that in complying with Article 18 of the Company's Articles of Association and Section 11 of Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment) which prescribed that the Board of Directors must prepare and present balance sheet and statement of income at the end of the Company's accounting period for annual ordinary shareholders' meeting to consider and approve, and the reports and financial statements of the Company and its subsidiaries for accounting period ended 31 December 2018 had been audited and approved by the Company's auditor, and approved by Audit Committee according to the details appeared in annual report of 2018 under the topic "Financial Statements" being submitted in advance to the shareholders together with meeting invitation (Enclosure 2), the significant contexts can be summarized as follows:

According to the Company's statement of financial position as of 30 December 2018, the Company had total assets amounting to Baht 5,532,255,756, which increased by Baht 182,560,839 compared to 2017; total liabilities amounting to Baht 1,750,898,097, which decreased by Baht 42,733,764 compared to 2017; shareholders' equity amounted to Baht 3,781,357,659, which increased by Baht 225,294,603 compared to 2017; total liabilities and shareholders' equity amounted to Baht 5,532,255,756, which increased by Baht 182,560,839 compared to 2017; and book value was Baht 1.88, which increased by Baht 0.10 compared to 2017.



According to statement of income, the Company had total income amounting to Baht 3,473,960,008, which increased by Baht 293,861,884 compared to 2017; total expenses amounted to Baht 3,112,402,269, which increased by Baht 210,424,983 compared to 2017; total comprehensive income and loss for the year amounted to Baht 268,190,578, which increased by Baht 105,021,398 compared to 2017; and basic earnings per share amounted to Baht 0.12 per share, which increased by Baht 0.04 per share compared to 2017.

The Company had current assets amounting to Baht 710,790,761, which increased by Baht 124,043 compared to 2017; non-current assets amounted to Baht 4,821,464,995, which increased by Baht 58,517,186 compared to 2017; current liabilities amounted to Baht 779,419,007, which increased by Baht 45,910,038 compared to 2017; non-current liabilities amounted to Baht 971,479,090, which decreased by Baht 88,643,802 compared to 2017; shareholders' equity amounted to Baht 3,781,357,659, which increased by Baht 225,294,603 compared to 2017; and total liabilities and shareholders' equity amounted to Baht 5,532,255,756, which increased by Baht 182,560,839 compared to 2017.

The Board of Directors deemed appropriate to propose for the shareholders' meeting to consider and approve the reports and financial statements for the year ended 31 December 2018, which had been audited and approved by the Company's auditor, and considered by the Audit Committee and the Board of Directors.

The Chairman offered opportunity for the meeting to express opinion and ask questions concerning this meeting agenda.

No shareholders expressed opinion or asked questions.

The Chairman then proposed for the meeting to consider and pass resolution by informing the meeting that this agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Meeting Resolution: The meeting considered and unanimously resolved with votes of all shareholders attending the meeting and voting to approve reports and financial statements for the year ended 31 December 2018.

Vote counting result for this meeting agenda was shown as follows:

Shareholders	Number (Votes)	Percentage
Approving	1,675,185,183	100.0000
Disapproving	0	0.0000
Abstention	0	- *
Invalid ballots	0	- *
<b>Total</b>	<b>1,675,185,183</b>	<b>100.0000</b>

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Remark There was one additional shareholder attending the meeting during this agenda, representing 30,000 shares.

**Agenda 5                                  Consideration and approval of profit allocation as legal reserve fund and payment of dividend from overall operations of 2018**

The Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to clarify the details on the allocation of annual profit and dividend payment.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, clarified to the meeting that in complying with Section 15 of Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment), dividend payment must be approved by the shareholders' meeting except for interim payment where the Board of Directors has power to approve the payment, and the shareholders' meeting must be reported for acknowledgement in the following shareholders' meeting, and with Section 116, the Company must allocate part of its net annual profit as reserve fund not less than five percent of annual net profit less accumulated loss brought forward (if any) until such reserve fund reaches the amount not less than ten percent of registered capital;

From the Company's overall operation and financial position in 2018, the Company had net profit according to consolidated financial statements amounting to Baht 242,419,603, and net profit according to separate financial statements amounting to Baht 213,244,664. The Company therefore allocated annual net profit totalling Baht 10,662,233.19 (Ten Million Six Hundred Sixty Two Thousand Two Hundred Thirty Three Baht Nineteen Satang), representing 5% of annual net profit of 2018 according to separate financial statements as legal reserve fund. As per the Company's dividend payment policy, it was prescribed that dividend must be paid from the Company's net profit not exceeding 70% after deducting corporate income tax and other legal reserve funds, and at the amount as specified by the Company each year. Thus, Company proposed to pay dividend from the overall operation of 2018 to the shareholders for 1,999,328,649 shares, at the rate of Baht 0.07 per share (Seven Satang), representing the amount not exceeding Baht 139,953,005.43 (One Hundred Thirty Nine Million Nine Hundred Fifty Three Thousand and Five Baht Forty Three Satang), or 65.63% of net profit according to separate financial statements, which was in accordance with the Company's dividend payment policy, in which comparison information on dividend payment of 2018 and previous year was provided as shown below.

Details on Dividend Payment	2018	2017
Net profit of separate financial statements    (Baht)	213,244,664	150,635,029
Allocation of net profit as legal reserve fund    (Baht)	10,662,233.19	7,531,751.45
Rate of dividend per share                                  (Baht : share)	0.07	0.05
Proportion of dividend payment comparing    (Percentage) to net profit	65.63	65.16

The Board of Directors deemed appropriate to propose for the shareholders' meeting to consider and approve as follows:

- (1) To allocate net profit amounting to Baht 10,662, 233.19 as legal reserve fund; and
- (2) To make dividend payment from the overall operation of 2018 to the shareholders for 1,999,328,649 shares at the rate of Baht 0.07 (Seven Satang) per share, representing the total amount of dividend not exceeding Baht 139,953,005.43 (One Hundred Thirty Nine Million Nine Hundred Fifty Three Thousand and Five Baht Forty Three Satang)) by determining the list of shareholders being entitled to dividend payment (Record Date) on 30 April 2019, and determining the date of dividend payment on 17 May 2019.

The Chairman offered opportunity for the meeting to express opinion and ask question concerning this meeting agenda.

No shareholders expressed opinion or asked question.

The Chairman then proposed for the meeting to consider and pass resolution by informing the meeting that this agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Meeting Resolution: The meeting considered and unanimously resolved with votes of all shareholders attending the meeting, to approve the allocation of profits as legal reserve fund and payment of dividend from the overall operation of 2018 as proposed.

Vote counting result for this meeting agenda was shown as follows:

Shareholders	Number (Votes)	Percentage
Approving	1,675,185,183	100.0000
Disapproving	0	0.0000
Abstention	0	- *
Invalid ballots	0	- *
Total	1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

## Agenda 6      Consideration on appointment of the Company's auditor and audit fee in 2019

The Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to clarify the details on the appointment of the Company's auditor and determination of auditing fee in 2019.

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, clarified to the meeting that in complying with Article 19 of the Company's Articles of Association, and Section 120 of Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment), the annual ordinary shareholders' meeting must appoint the Company's auditor and determine auditing fee each year, and with Section 121, the auditor shall not be director, employee, staff or person holding any position in the Company, as well as Capital Market Supervisory Board's notification, which requires listed company to rotate the auditor if any auditor has reviewed, audited or expressed opinion on financial statements for seven accounting periods whether in successive periods or not, provided that new auditor from the same auditing office can be appointed, but the company will be able to appoint the auditor vacating office after five successive accounting periods at minimum after the date of vacating office.

The Board of Directors agreed as proposed by the Audit Committee, and deemed appropriate for the shareholders' meeting to consider appointing Dharmniti Auditing Company Limited by Miss Potchanarat Siripipat, with license no. 9012, or Mr. Tanawut Piboonsawat with license no. 6699, as the Company's auditor in 2019, and in the event that the auditor was unable to perform duty, Dharmniti Auditing Company Limited had to replace such auditor with its certified accountant who will perform duty in auditing and expressing opinion on the Company's financial statements, and auditing fee of 2019 was determined at the amount of Baht 1,170,000 which had been increased from 2018 by Baht 45,000.

In this regard, Dharmniti Auditing Company Limited and two nominated auditors had been approved by the Office of Securities and Exchange Commission, and had no relationship and/or interest with the Company, subsidiaries, executives, major shareholders or any related parties, and were not the Company's shareholders. Thus, they were independent to perform an audit and express opinion towards the Company's financial statements.

The Chairman offered opportunity for the meeting to express opinion and ask questions concerning this meeting agenda.

No shareholders expressed opinion or asked questions.

The Chairman consequently proposed for the meeting to consider and pass resolution by informing the meeting that this agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Meeting Resolution: The meeting considered and resolved with majority votes of all shareholders attending the meeting and voting, to approve the appointment of the Company's auditor and auditing fee in 2019 as proposed.

Vote counting result for this meeting agenda was shown as follows:

Shareholder	Number (Votes)	Percentage
Approving	1,675,021,143	99.9903
Disapproving	161,910	0.0096
Abstention	2,130	- *
Invalid ballots	0	- *
<b>Total</b>	<b>1,675,185,183</b>	<b>100.0000</b>

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

#### Agenda 7 Consideration on election of directors replacing directors retiring by rotation

The Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to clarify the details on the election of directors as replacement of directors vacating office by rotation.

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, clarified to the meeting that pursuant to Article 9 of the Company's Articles of Association and Section 71 of Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment), during each annual ordinary meeting, one third of directors must vacate office, and the directors vacating office may be re-elected; the Company's Board of Directors consisted of 15 directors, and five directors as listed below will vacate office by rotation.

- |                                     |                                      |
|-------------------------------------|--------------------------------------|
| (1) Pol. Lt. Gen. Jarax Sangtaweeep | Vice Chairman                        |
| (2) Mr. Sakchai Tanaboonchai        | Vice Chairman (Independent Director) |
| (3) Mr. Pramuanchai Taweaset        | Director (Independent Director)      |
| (4) Mr. Kasidit Ajanant             | Director (Independent Director)      |
| (5) Dr. Tim Noparumpa               | Director                             |

In this regard, the Company gave opportunity for the shareholders to nominate any person with suitable qualifications and without prohibited characteristics, for consideration and election as the Company's directors as per the criteria published in the Company's website from 5 February 2019 to 28 February 2019, but no shareholders nominated any person to the Company.

The Recruitment Committee, excluding director having interest, had considered the suitability and qualification as prescribed in Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment), and notifications of the Stock Exchange of Thailand Office of Securities and Exchange Commission, and Capital Market Supervisory Board. The Recruitment Committee had considered the recruitment of individual directors, whereby the Recruitment Committee members having interest did not vote for themselves, under recruitment criteria and procedures for the election of directors, by taking suitability and interest of the Company's business operations, as well as qualifications, knowledge, capability and experience of directors into consideration to ensure diversity and conformity with the Company's business strategies based on the Board of Directors' analytical skills, experience, knowledge and expertise. It was deemed appropriate to re-elect all five directors as listed above as the Company's directors for another office term.

The Board of Directors, excluding directors having interest, had carefully considered the qualifications of individual candidates to be elected as the Company's directors in terms of their skills, profession and expertise beneficial to the Company's business operations, as well as performance as directors and committee members in the past, and qualifications and nonexistence of forbidden characteristics pursuant to Limited Public Company Act, B.E.2535 (A.D.1992) and Office of Securities and Exchange Commission's requirements, and resolution was therefore passed to approve as proposed by the Recruitment Committee. It was deemed appropriate to propose for the ordinary shareholders' meeting to re-elect five directors as listed below as the Company's directors for another office term.

- |                                     |                                      |
|-------------------------------------|--------------------------------------|
| (1) Pol. Lt. Gen. Jarax Sangtaweeep | Vice Chairman                        |
| (2) Mr. Sakchai Tanaboonchai        | Vice Chairman (Independent Director) |
| (3) Mr. Pramuanchai Taweaset        | Director (Independent Director)      |
| (4) Mr. Kasidit Ajanant             | Director (Independent Director)      |
| (5) Dr. Tim Noparumpa               | Director                             |

The Chairman offered opportunity for the meeting to express opinion and ask questions concerning this meeting agenda.

Dr. Natee Nakthanasukan, a representative from Thai Investor Association, asked that pursuant to Good Governance Principles of 2012, Chapter 5, regarding Board of Director's responsibility, which required the Board of Directors to consider the qualifications of person who will serve as "Independent Director" to ensure actual independence of the Company's independent directors suitable for specific nature of the Company and in conformity with the criteria as prescribed by the SEC Office, and that such independent directors must serve for

successive office term not exceeding 9 years from the date of first appointment as independent directors; what was the Board of Directors' policy to comply with those principles?

Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, clarified to the meeting that the Recruitment Committee had considered this issue when considering office term of independent directors, as well as other factors, including knowledge, capability and work performance beneficial to the Company's business. The independent directors vacating office this year had the knowledge and capability to offer opinion towards key issues relating to the Company's business development. As a result, the Recruitment Committee deemed appropriate to re-elect the independent directors for another office term since their qualifications were beneficial to the Company.

Since no shareholders expressed opinion or asked additional questions, the Chairman therefore proposed for the meeting to consider and pass resolution by informing the meeting that this agenda required resolution with majority votes of all shareholders attending the meeting and voting, and the meeting was requested to elect individual directors.

Meeting Resolution: The meeting considered and resolved with majority votes of all shareholders attending the meeting and voting to approve the election of directors vacating office by rotation by re-electing the former five directors for another office term.

Vote counting result for this meeting agenda was shown as follows:

Director	Shareholder	Number (Votes)	Percentage
1. Pol. Lt. Gen. Jarax Sangtaweeep	Approving vote	1,662,233,037	99.2269
Vice Chairman	Disapproving vote	12,950,016	0.7730
	Abstention	2,130	- *
	Invalid ballots	0	- *
Total		1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Director	Shareholder	Number (Votes)	Percentage
2. Mr. Sakchai Tanaboonchai	Approving vote	1,662,231,737	99.2268
Vice Chairman (Independent Director)	Disapproving vote	12,951,316	0.7731

	Abstention	2,130	- *
	Invalid ballots	0	- *
<hr/>			
	Total	1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Director	Shareholders	Number (Votes)	Percentage
3. Mr. Pramuanchai Taweaset	Approving vote	1,675,181,753	99.9999
Director (Independent Director)	Disapproving vote	1,300	0.0000
	Abstention	2,130	- *
	Invalid ballots	0	- *
<hr/>			
	Total	1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Director	Shareholders	Number (Votes)	Percentage
4. Mr. Kasidit Ajanant	Approving vote	1,675,019,843	99.9999
Director (Independent Director)	Disapproving vote	1,300	0.0000
	Abstention	164,040	- *
	Invalid ballots	0	- *
<hr/>			
	Total	1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*

Director	Shareholders	Number (Votes)	Percentage
5. Dr. Tim Noparumpa	Approving vote	1,675,021,143	100.0000
Director	Disapproving vote	0	0.0000
	Abstention	164,040	- *
	Invalid ballots	0	- *
<hr/>			
	Total	1,675,185,183	100.0000

*\*Abstention and invalid ballots were not included as a basis for vote counting.*



The Chairman assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to clarify the details on the determination of remuneration for directors in 2019.

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary, clarified to the meeting that pursuant to Section 90 of Limited Public Company Act, B.E.2535 (A.D.1992) (including additional amendment), the Company was prohibited to offer money or other property to its directors except for remuneration as specified in the Company's Articles of Association. In the event that the Company's Articles of Association did not prescribe the payment of remuneration, the determination of directors' remuneration must be in accordance with the resolution of shareholders' meeting with votes not less than two thirds of total votes of shareholders attending the meeting.

The Remuneration Committee had considered the criterial on determination of directors' remuneration based on overall operations, work performance, duty and responsibility of directors, the Company's growth and operations, business liquidity, and performance of each director, as well as amount of remuneration approved by ordinary shareholders' meeting by comparing with businesses in the same or similar category as the Company, and deemed appropriate for the Board of Directors to propose for the shareholders' meeting to consider and determine remuneration for all of the committees, including the Board of Directors and all subcommittees, in forms of position allowance, meeting allowance and gratuity, totalling Baht 12,000,000 (Twelve Million Baht Only), having the details as follows:

Director	Monetary Remuneration (Baht) in 2019		
	Position Allowance	Meeting Allowance	Gratuity
Board of Directors			
Chairman of the Board	-	340,000	✓
Vice Chairman	-	1,020,000	✓
Director	-	3,740,000	✓
Audit Committee			
Chairman of Audit Committee	-	40,000	✓
Audit Committee Member	-	80,000	✓
Other committees			
Chairmen of committees	-	-	-
Committee members	-	-	-

For the remaining amount after deducting position allowance and meeting allowance of 2019, the Chairman of the Board will consider other remuneration but total amount must not exceed Baht 12,000,000.

The directors' remuneration proposed this year had increased from 2018 and 2017, and determined at an amount of Baht 9,975,000.

The Board of Directors deemed appropriate as proposed by the Remuneration Committee for the shareholders' meeting to consider and determine remuneration in forms of meeting allowance and gratuity for all of the committees, including the Board of Directors and all subcommittees in 2019, totalling Baht 12,000,000 (Twelve Million Baht Only).

The Chairman offered opportunity for the meeting to express opinion and ask questions concerning this meeting agenda.

No shareholders expressed opinion or asked questions.

The Chairman then proposed for the meeting to consider and pass resolution by informing the meeting that this meeting agenda required resolution with votes not less than two thirds of total votes of shareholders attending the meeting.

While waiting for the announcement of voting result for Agenda 7 and Agenda 8, the Chairman assigned Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, to give report on the Company's business direction and vision to the meeting.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, thanked all shareholders for their long-term support to the Company, and then gave report to the meeting about financial information used by the analyst for the analysis of the Company's existing information as follows:

When making overall comparison of the statements of comprehensive income for the past three years, it was found that the Company's income from medical treatment and profit had increased by 6.98% for net profit, which can be increased to 7-8% in the future. The Company viewed that the most difficult part was to build strong foundation and steadiness of business operations. After passing such phase, there will be more opportunities available. It should be apparent to the shareholders that the hospital had policy to focus on business stability. Since our business is to provide care and treatment to people, the business nature consequently required precision, and the growth of our hospital mostly depended on basic foundation.

The Company's income showed its growth in a stepwise manner, which was considered as stable growth. The background behind income growth was important. In 2018, the Company's income showed growth rate of 9.24%, which ranked tenth among companies in the medical service business in the stock market. With regard to the growth of assets, in 2018, the Company's assets increased to Baht 5,532.36 million compared to the amount of

Baht 5,349.69 million in 2017. The important part was shareholders' equity, and recent shareholders' equity was Baht 3,781 million. For business operations at present, the Company attempted to increase shareholders' equity and reduce liabilities, and put best effort to earn income for maximum benefit. The Company's debt-to-equity (D/E) ratio at present was 0.47 times, while the average D/E ratio for the medical industry in the stock market was 0.71 times. Successful hospitals had recently attempted to limit liabilities. Sikarin Hospital was not the only hospital that limited the extent of investment by mainly considering shareholders' equity. Debt-to-equity (D/E) ratio of most hospitals is 0.5 times. It showed that Sikarin Hospital still had opportunity to expand our business and grow.

For the assets, the company assets ranked twelfth among companies in the medical service business in the stock market but the profitability however was another issue. As for debt-to-equity (D/E) ratio, the company had attempted to reduce liabilities. The Company's positive aspect for not expanding our building and continuing to operate our business for 5 - 6 years was that our liabilities will decrease while revenue will rapidly increase. From having increased revenue, the Company has to foresee how to expand our business in the next 6 - 7 years. For the next 3-4 years, the company hardly has to invest in building expansion and service area can be added in existing building.

For the profit, it can be seen that the profit in 2016 amounting to Baht 66.69 million came from property appraisal, but when looking at actual profit of business operations, it was evident that part of the profit in 2018 was derived from the calculation based on actuarial principles. Thus, the Company's actual profit will be Baht 243.36 million baht. Therefore, it can be seen that the stability of the Company's profitability in terms of net profit in 2018 had been increased by 48.99% compared to 2017, but the average growth rate of net profit was 25.21%. In addition, various financial ratios can also indicate that the Company had adapted ourselves and our capabilities had positively improved.

In the past year, there were analysts coming in and performing analysis by considering historical overall operation for the past 3 - 4 years. For analysis method, the analysts will take the Company's growth pattern into consideration. The overall operations of each quarter can also indicate the Company's future. The analysts will perform more analysis on the hospital's operations in order to analyze and offer information to the shareholders and investors.

For the background behind Sikarin Hospital's growth, it can be seen that Sikarin Hospital had good quality service system in place. Since 2010, Sikarin Hospital had been accredited under Hospital Accreditation System for general hospitals. In 2012, Sikarin Hospital had been accredited by the Joint Commission International Accreditation (JCI), which was the highest international standard for international hospital accreditation. There were approximately four hospitals in the stock market that had been accredited by JCI, and the hospital's specialized disease units had also been accredited under three sub-standards. As for AON Best Employer scheme, which was the standard for international human resource management, the Company had started to lay the foundation for approximately three years, and successful achievement and accreditation were expected in 2020. In addition,

Sikarin Hospital's nurse unit would also be accredited under Pathway standards in 2020, and there was only one hospital that had been accredited under these standards in the country.

Therefore, it can be seen that the hospital's growth can be considered in two aspects, namely the figures and the hospital's foundation being monitored under various standards, including ISO standards that the hospital had been accredited for. The strong foundation will assure Sikarin Hospital's overall operations. There were very few errors in medical treatment found at Sikarin Hospital. The hospital had highly effective medical treatment, and it was the pride for Sikarin Hospital and its work groups. The hospital's nurse team had recently won APSIC award, which was the reward for management and maintenance of medical tools for patients. It showed that the hospital had a relatively clear working system, which served as an important foundation for business operations.

Moreover, the Company had always emphasized Corporate Social Responsibility (CSR), and the Company had donated Baht 1,000,000 this year to the project for children with congenital heart disease. More importantly, there were a large number of participants in marathon activity organized by the hospital (8,500 participants in Bangkok and almost 10,000 participants in Hat Yai). Sikarin Hospital had accomplished this activity because the communities had participated and agreed with assistance offered by the hospital.

All of the above had happened continuously, and Sikarin Hospital will not stop to develop from now on. The hospital had been accredited under various standards and awards, including security system and monitoring system. As for the service system, Sikarin Hospital had recently partnered with several hotels. The hotel staff who had previously worked in 5-star hotels will assist to set up the hospitality system in Sikarin Hospital in order to create a feeling of closeness for medical service among people coming to receive medical treatment. This was the hospitality system that Sikarin Hospital is proud of.

In summary, whenever an organization was able to establish a clear business plan, had clear business expansion and good staff support system under international standards, it can be seen that besides good service, costs can be decreased not by cutting expenses but by spending money according to the goal and providing effective service to patients so that they can be satisfied with hospital services.

In addition to our patients, there were various charitable foundations, as well as shops and restaurants, who cooperated with the hospital. This was considered as the hospital's other income, and showed potential growth of Sikarin Hospital.

Furthermore, current technology trends had enabled the hospital to adjust itself, for example, a wrist watch can now measure heart rhythms and send signals directly to the hospital. Therefore, the hospital must adapt to new technology. Sikarin Hospital was able adapt to technology development, and medical treatment was the core of the hospital business but the hospital still needed to keep up with technology. An issue that needed to be pointed out to the shareholders was that regardless of what technology trends would be in the next 1-2 years, Sikarin Hospital will be able to develop our services in order to keep up with such technology, and we have always placed importance on safety and opportunity to grow.

The last issue was that the improvement of service area and standards of Rattarin Hospital had led to higher growth of the hospital. This proved that we must place importance on medical treatment and convenience or accessibility to medical treatment for patients and their relatives. It was an indication that the company had great opportunity to grow. For the company's growth in the future, the shareholders were encouraged to study the Company's information continuously.

Meeting Resolution: The meeting considered and unanimously approved the directors' remuneration in 2019 as proposed with votes of all shareholders attending the meeting.

Vote counting result for this meeting agenda was shown as follows:

Shareholder	Number (Votes)	Percentage
Approving vote	1,675,183,053	99.9999
Disapproving vote	0	0.0000
Abstention	2,130	0.0001
Invalid ballots	0	0.0000
<b>Total</b>	<b>1,675,185,183</b>	<b>100.0000</b>

**Agenda 9 Other consideration (if any)**

The Chairman clarified to the shareholders' meeting that pursuant to Section 105, second paragraph, of Limited Public Company Act, B.E.2535 (A.D.1992), it was prescribed that after consideration had been completely made by the meeting, the shareholders holding not less than one third of all sold shares may request the meeting to consider other businesses in addition to those as specified in meeting invitation, and any shareholders wishing to express opinion or ask questions, may do so during this meeting agenda.

Since no shareholders proposed other business for consideration, the Chairman therefore offered opportunity for the shareholders to ask additional questions, and the shareholders asked the questions as follows:

Miss Orapan Assamongkol, a shareholder attending the meeting in person, asked which hospital did the additional income come and from which part of business; and when considering profit before tax, it showed that increased profit came from increased income, but the profitability ratio remained almost the same while the

Company put large investment in fixed assets: so what was the reason for why the profitability ratio remained unimproved even though the Company's income had increased?

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, explained that the Company's income mainly came from medical treatment, and it was the average income from three hospitals, including Sikarin Hospital Bangkok, Rattarin Hospital, and Sikarin Hospital Hat Yai. The growth of all three hospitals' income had increased at the same time. When analyzing the Company's overall operations according to the information he had given earlier, there were a lot of details and figures to explain, and analytical answers to this question required a certain amount of time. Therefore, analytical questions may be raised by any shareholders to the executives or concerned officers assigned by the Company for clarification of analytical information after the adjournment of this meeting.

Mr. Kusonchuay Inyaem, a shareholder attending the meeting in person, asked whether the hospital offered medical treatment privileges to the shareholders.

The Chairman explained that the Company had its main policy to earn profit and monitor benefit from investment in the Company for the shareholders. The Chairman then assigned Mr. Suriyan Kojonroj, Director/Executive Director/Company's Secretary, to provide additional clarification on the Company's policy on how to look after shareholders' interests.

Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary additionally clarified that the Company had updated a list of shareholders with the Stock Exchange of Thailand each month, and the Company offered discount for medical treatment to all shareholders. The hospital system was directly linked to a list of shareholders kept in database received from the Stock Exchange of Thailand. General customers normally got 10% discount, while 25% discount was offered to the shareholders. The shareholders at any age who registered with the hospital will be informed about their privileges. For this year, the Company will collect statistical data and classify the shareholders' age in order to offer privileges to shareholders based on their age. The Company's business operation in the past had been focused on patients coming to receive medical treatment at the hospital, but from now on, the Company will perform operations in a proactive manner. From collection of statistical data as presented by the Managing Director, the hospital will approach healthy people and the elderly by establishing a wellness center and senior center, for example. The numeric data will be analyzed and medical service will be offered suitable for the customers' age. The hospital will expand its customer base to cover ailing people and people wishing to become healthy so that they can receive more hospital services from the Company in form of wellness center and senior center.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, additionally clarified that for medical treatment, the shareholders will be offered with similar privileges depending on their age. The hospital had a wellness center project to offer medical treatment covering elderly care in order to keep them healthy at all times. Dr. Thongchai Chatyingmongkol, Vice Chairman for Medical Affairs of Sikarin Hospital, will oversee the wellness center project offering care for customers wishing to become healthy and creating another form of business opportunity.

Mr. Patchara Massakulpan, a shareholder attending the meeting in person, opined that the shareholder previously expressing opinion probably wanted the hospital to offer basic physical examination to shareholders in order to represent bonding between the hospital and shareholders in addition to special discount as mentioned above. He also additionally asked about business expansion in Nakhon Ratchasima or Udon Thani: When will the project be started, and where will funding for business expansion come from?

The Chairman explained that in expanding the Company's business, the Company had considered and recognized which nature of business expansion will satisfy the shareholders and bring maximum effectiveness. The business expansion may be in the form of wellness center or healthcare center or small business operations. An issue that the Company had to foresee in the future was the investment and its sufficiency. As such, the Company had to analyze its capability and budget for business expansion. The Chairman later assigned Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, to answer any questions about the physical examination service for shareholders.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, clarified to the meeting that the Company's operational procedures will be explained by Mr. Suriyan Kojonroj, Director/Executive Director/ Company's Secretary. The hospital will classify groups of shareholders based on their age, and will offer suitable service for each group. The Company, however, had to be in conformity with good corporate governance principles. Therefore, the Company had to cautiously perform operations with regard to the provision of privileges to its shareholders. The hospital was pleased to offer the best care to its shareholders in conformity with good corporate governance principles.

Mrs. Surasawadee Lertlerpongpat, a shareholder attending the meeting in person, asked that when the executives stated that the hospital had offered special discount to shareholders, were the shareholders informed about the privileges, and through what channel; was the discount offered only to shareholders or to their family

members as well; and was the discount limited to a specific category of illness? The shareholder also asked about medical treatment and medical devices used for treatment of specific diseases.

The Chairman explained that the information on privileges for medical treatment can be obtained from the Company's website.

Dr. Atirat Charoonsri, Director/Executive Director/ Managing Director, clarified to the meeting that the hospital was fully equipped with tools, as well as quality and specialized medical team for provision of services. For the details on medical treatment, the shareholders can ask for additional information from Dr. Sawitree Chantanalat, the Hospital Director, after the meeting.

The Chairman concluded that the shareholders can be assured that the Company had performed its healthcare business in a transparent, honest, cautious and verifiable manner in conformity with the rules and regulations.

Since no shareholders asked additional questions, the Chairman therefore thanked all parties for attending the meeting and offering feedback and recommendations beneficial to the Company and for continuously supporting the Company's activities. The Chairman then closed the Annual Ordinary Shareholders' Meeting 2019.

The meeting adjourned at 11.25 hrs.

Signature.....Meeting Chairman  
(Mr. Seni Chittakasem)

Signature.....Minutes Recorder  
(Mr. Suriyan Kojonroj)  
Company's Secretary



## Profile of proposed Auditors



**Name** Miss Potjanarat Siripipat      **Age** 39 Years

**Certified Public Accountant (Thailand) No.** 9012

**Company** Dharmniti Auditing Co., Ltd.

**Current Position** Senior Manager

### Education

2018	An approved auditor by the Securities and Exchange Commission of Thailand since 5 Feb 2018 – 4 Feb 2023
2009	Certificate of Skill of Leadership, Thailand Productivity Institute
2007	Certified Public Accountant (Thailand) No.9012
2006-2011	Diploma of Audit Assistant Working as Header, Cooperative Auditing Department
1998-2002	Bachelors' Degree in Accounting, Burapha University

### Training

- Successively Seminar on Accounting and Auditing
- "Capital Market Development Auditor" the Securities and Exchange Commission of Thailand, Batch 4

### Work experience

Auditor, Dharmniti Auditing Co., Ltd., 15 Years

**Signatory of financial statements of Sikarin Public Company Limited:**

2 Times/2018-2019

**Shareholding structure in the Company:**

-None-

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

## Profile of proposed Auditors



**Name** Mr.Thanawut Phiboonsawat **Age** 47 **Years**

**Certified Public Accountant (Thailand) No.** 6699

**Company** Dharmniti Auditing Co., Ltd.

**Current Position** Vice Chairman

### Education

2009	An approved auditor by the Securities and Exchange Commission of Thailand since 21 May 2009 – 8 Mar 2024
2002	Certified Public Accountant (Thailand) No.6699
1997	Graduate Diploma in Auditing, Chulalongkorn University
1992	Bachelor's Degree in Accounting, RamKhamhaeng University

### Training

- Successively Seminar on Accounting and Auditin

### Work Experience

Auditor, Dharmniti Auditing Co., Ltd., 20 Years

### Signatory of financial statements of Sikarin Public Company Limited:

1 Time/2019

### Shareholding structure in the Company:

-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:

-None-

## Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation



**Name:** Mr. Seni Chittakasem

**Age:** 65 years

**Current position in the Company:** Chairman (Independent Director) and Chairman of The Risk Management Committee

**Type of Directors to be appointed:** Director (Independent Director)

**Recruitment criteria and procedures:**

The current Director, whose term has come to an end. The Board has considered their qualifications, knowledge, capability and experience and feels that they are qualified in line with the Public Limited Company Act and possess no prohibition qualifications from being appointed as a Director in accordance with the criteria of the Office of the Securities Exchange and Commission and other related government agencies.

**Education:**

- Master of Arts, Ramkhamhaeng University,
- Master of Educational Administration, Ramkhamhaeng University,
- Bachelor of Laws, Ramkhamhaeng University,
- Bachelor of Political Science, Chulalongkorn University.

**Relevant Training:**

- Director Certification Program (DCP), Batch 258/2018, Thai Institute of Directors Association (IOD)
- Administrator Program at Institute of Administration Development, Batch 31,
- Director Accreditation Program (DAP), Batch 76/2008, Thai Institute of Directors Association (IOD)
- Sheriff Program at Institute of Administration Development, Batch 28.

**Position/Work Experiences**

:

The present	Chairman of The Sub Committee on National Health Security Office 8
2017-the present	Chairman of The Risk Management Committee, Sikarin Public Company Limited,
2016-the present	Chief Executive Officer, Udonthani Industrial City Co.,Ltd
2016-the present	Chairman, Pracharath Rak Samakkee Udonthani Company Limited,
2016-the present	Chairman of the Audit Sub-Committee, Rubber Authority of Thailand,
2015-the present	Director, Rubber Authority of Thailand,
2015-the present	Chairman of the CSR Sub-Committee, Rubber Authority of Thailand,
2014 – the present	Officer of The Chulabhorn Research Institute,Project coordinator of Thammachedee Museum Construction PhraDhammavisutdhmongkol (Laungta Maha Boa Yannasampanno)
2014 – the present	Chairman (Independent Director), Sikarin Public Company Limited,
2014 – the present	Chairman, Strategy for Development (Seni Chittakasem) Foundation,
2011– the present	Chairman, Nan Development Foundation,
2013 – 2015	Chairman, Provincial Election Commission of Udon Thani,
2012 – 2014	Provincial Governor, Udon Thani Province,
2012 – 2012	Provincial Governor, Rayong Province,
2011 – 2012	Provincial Governor, Trang Province,
2010 – 2011	Provincial Governor, Nan Province,
2009 – 2010	Provincial Governor, Chonburi Province,
2008 – 2014	Director and Director of the Compensation Committee, Sikarin Public Company Limited,
2007 – 2009	Provincial Governor, Si Sa Ket Province,

**Profile related to Sikarin Public Co., Ltd.** :

**Position Director :** Chairman of The Risk Management Committee

**Management Committee :** -None

**Number of years holding a director's position in SKR:** 12 years (From 2008 to the present, if being re-

elected for another term, he will hold the position for a total of 15 years.)

**SKR Shareholding:** 0.11% of the total units of shares including spouses and dependents (if any) (December 25, 2019)

**Meeting attendance in 2019 :** Board of Directors Meeting 12/12  
The Risk Management Committee Meeting 2/2

**Legal Dispute :** No legal dispute during the past 5 years

Position in other Company

Position in other Listed Company

- None –

Position in other Organization (Non-listed Company)

1. Chief Executive Officer, Udonthani Industrial City Co.,Ltd
2. Chairman, Pracharath Rak Samakkee Udonthani Company Limited,
3. Chairman of the Audit Sub-Committee, Rubber Authority of Thailand,
4. Director, Rubber Authority of Thailand,
5. Chairman of the CSR Sub-Committee, Rubber Authority of Thailand,
6. Officer of The Chulabhorn Research Institute,Project coordinator of Thammachedee Museum Construction PhraDhammavisutdhmongkol (Laungta Maha Boa Yannasampanno)

Present directorship in other business with potential conflicts of interest

- None –

Relationship with management committee or major shareholders of SKR or its affiliates

-None-

Nature of relationships with Company/affiliated/associated companies or juristic persons with potential conflicts of interest in present

- None –

Business relationships with company in such a way that may affect their independence

-None -

#### Additional Information to Consider for Independent Director Election

1. Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	:	No
2. Being a professional service provider (i.e., auditor, lawyer, financial advisor)	:	No
3. Having the significant business relations that may affect the ability to perform independently	:	None
4. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one percent of shares with voting rights of the company with the same business and its competition is significant.	:	No

#### Reasons for proposing to the Annual General Meeting of Shareholders to consider the election of independent directors for more than 9 consecutive years. To be re-election as an independent director for another term

Board of directors (in which the directors with no interest in considering) considered according to the opinion of the Nomination Committee (With no conflict of interest), then sees that Mr. Seni Chittakasem is fully qualified as a director according to the law. As well as having knowledge, ability, and have good experience in business. The above qualifications are very important to the Company. In addition, throughout the tenure of being an independent director, Mr. Seni Chittakasem gave independent opinions and suggestions from the management. and has always been beneficial to the Company. In order to prevent the Company from losing the opportunity to elect such qualified directors. The Board of Directors therefore recommends that the shareholders' meeting appoint Mr. Seni Chittakasem to be re-elected for another term.

## Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation



**Name:** Air Chief Marshal Nipat Wuttironarit **Age:** 64 years

**Current position in the Company:** -None-

**Type of Directors to be appointed:** Director (Independent Director)

### Recruitment criteria and procedures:

The current Director, whose term has come to an end. The Board has considered their qualifications, knowledge, capability and experience and feels that they are qualified in line with the Public Limited Company Act and possess no prohibition qualifications from being appointed as a Director in accordance with the criteria of the Office of the Securities Exchange and Commission and other related government agencies.

### Education:

- National Security Management Course
- Air War College
- Air Staff College
- Royal Thai Air Force Academy

### Relevant Training:

- Combined Strategic Intelligence Training Program, DIA, Washington D.C., USA 1993
- Special Investigators Course, AFOSI, Washington D.C., USA 1986

**Position/Work Experiences** :

2016 - 2017 Security Advisor to TAI Company Limited  
2015 - 2016 Senior RTAF Expert  
2014 - 2015 Senior RTAF Expert  
2012 - 2014 Chief of Executive Staff to The Air Chief of Staff  
2009 - 2012 Deputy Director of Intelligence, RTAF  
2003 - 2008 Director of Security Division, Directorate of Intelligence, RTAF

**Profile related to Sikarin Public Co., Ltd.** :

Position Director : -None-

Management Committee : -None-

Number of years holding a director's position in SKR: -None-

SKR Shareholding: None

Meeting attendance in 2019 : None

Legal Dispute : No legal dispute during the past 5 years

Position in other Company

Position in other Listed Company

- None –

Position in other Organization (Non-listed Company)

-None-

Present directorship in other business with potential conflicts of interest

- None –

Relationship with management committee or major shareholders of SKR or its affiliates

-None-



Nature of relationships with Company/affiliated/associated companies or juristic persons with potential conflicts of interest in present

- None –

Business relationships with company in such a way that may affect their independence

-None -

**Additional Information to Consider for Independent Director Election**

- |   |   |      |
|---|---|------|
| 5. Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee  | : | No   |
| 6. Being a professional service provider (i.e., auditor, lawyer, financial advisor)   | : | No   |
| 7. Having the significant business relations that may affect the ability to perform independently   | : | None |
| 8. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one percent of shares with voting rights of the company with the same business and its competition is significant. | : | No   |

## Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation



**Name:** Dr. Vichya Kreangam

**Age:** 38 years

**Current position in the Company:** Director (Independent Director), Director of the Audit Committee and Director of the Compensation Committee

**Type of Directors to be appointed:** Director (Independent Director)

**Recruitment criteria and procedures:**

The current Director, whose term has come to an end. The Board has considered their qualifications, knowledge, capability and experience and feels that they are qualified in line with the Public Limited Company Act and possess no prohibition qualifications from being appointed as a Director in accordance with the criteria of the Office of the Securities Exchange and Commission and other related government agencies.

**Education:**

- Doctor of the Science of Laws (J.S.D), University of California, Berkeley, USA,
- Master of Laws (LL.M.), University of California, Berkeley, USA,
- Bachelor of Laws (LL.B.) (Honors), Chulalongkorn University
- Barrister-at-Law, The Thai Bar under the Royal Patronage

**Relevant Training:**

- Role of the Chairman Program (RCP), Batch 42/2018, Thai Institute of Directors Association (IOD),
- Corporate Governance for Executives (CGE), Batch 6/2016, Thai Institute of Directors Association (IOD),
- Advance Audit Committee Program (AACP), Batch 22/2016, Thai Institute of Directors Association (IOD),
- Corporate Governance for Capital Market Intermediaries (CGI) Program, Batch 8/2015, Thai Institute of Directors Association (IOD),
- Director Accreditation Program (DAP), Batch 116/2015, Thai Institute of Directors Association (IOD),
- Certificate of Administrative Justice for Senior Executives, Batch 6, Administrative Court,
- Certificate of Senior Executives on Justice Administration, Batch 16, Office of the Judicial Training Institute,
- Certificate of New Era Leadership in the Democratic Systems, Batch 1, King Prajadhipok's Institute,
- Diploma of Advocacy and Lawyer License, Lawyers Council of Thailand under the Royal Patronage.

**Position/Work Experiences**

:

The present	Lecturer, Institute Of Legal Education Of The Thai Bar
2019-The present	Sub-committee on Energy Industry Laws under Energy Regulatory Commission
2019-The present	Director (Independent Director), Director of the Audit Committee, Chairman of the Recruitment and the Compensation Committee, AEC Securities Public Company Limited
2018-The present	Sub-committee under Law Reform Commission Director of the Committee on Law Reform Advisory Board
2015-The present	Director (Independent Director), Director of the Audit Committee, Chairman of the Recruitment and the Compensation Committee, General Engineering Public Company Limited
2015-The present	Director (Independent Director), Director of the Audit Committee, Director of the Recruitment and the Compensation Committee, Namyong Terminal Public Company Limited
2014-The present	Executive Directors and Chairman of The Badminton Promotion for mass Director, The Badminton Association of Thailand under Royal Patronage of His Majesty the King
2010-The present	Head of Legal Counsel (Property/Leasing Business) and Business Development Executive, True Corporation Public Company Limited
2016-The present	Advisor to the Sub-committee on Quick Action (Quick-Win) Reform under The National Reform Steering Assembly
2010-2018	Lecturer at Assumption University, Faculty of Law
2015-2017	Academic Advisor to the Committee on Sports, Arts, Cultures, Religion, Morality and Ethics under The National Reform Steering Assembly
2015-2017	Director of the Committee, Chulalongkorn Law School Alumni Association
2013-2014	Sub-Committee on ICT and Public Media under The Senate
2013-2014	Advisor to the Sub-committee on Research for Regulation, Order and Laws relating to ICT and Telecommunications under The House of Representatives
2006-2010	Associate Lawyer, White & Case (Thailand) Limited

Profile related to Sikarin Public Co., Ltd. :

Position Director : Director (Independent Director), Director of the Audit Committee and Director of the Compensation Committee

Management Committee : -None-

Number of years holding a director's position in SKR: 6 years (From 2014 to the present, if being re-elected for another term, the position will be held for a total of 9 years)

SKR Shareholding: None

Meeting attendance in 2019 : Board of Directors Meeting 12/12  
The Audit Committee Meeting 2/2  
The Compensation Committee Meeting 2/2

Legal Dispute : No legal dispute during the past 5 years

#### Position in other Company

##### Position in other Listed Company

- None -

##### Position in other Organization (Non-listed Company)

1. Director (Independent Director), Director of the Audit Committee, Chairman of the Recruitment and the Compensation Committee, AEC Securities Public Company Limited
2. Director (Independent Director), Director of the Audit Committee, Chairman of the Recruitment and the Compensation Committee, General Engineering Public Company Limited
3. Director (Independent Director), Director of the Audit Committee, Director of the Recruitment and the Compensation Committee, Namyong Terminal Public Company Limited
4. Head of Legal Counsel (Property/Leasing Business) and Business Development Executive, True Corporation Public Company Limited

Present directorship in other business with potential conflicts of interest

- None –

Relationship with management committee or major shareholders of SKR or its affiliates

-None-

Nature of relationships with Company/affiliated/associated companies or juristic persons with potential conflicts of interest in present

- None –

Business relationships with company in such a way that may affect their independence

-None -

**Additional Information to Consider for Independent Director Election**

1. Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	:	No
2. Being a professional service provider (i.e., auditor, lawyer, financial advisor)	:	No
3. Having the significant business relations that may affect the ability to perform independently	:	None
4. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one percent of shares with voting rights of the company with the same business and its competition is significant.	:	No

## Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation



**Name:** Mr. Senee Krajangsri **Age:** 56 years

**Current position in the Company:** Director and Executive Director

**Type of Directors to be appointed:** Director

### **Recruitment criteria and procedures:**

The current Director, whose term has come to an end. The Board has considered their qualifications, knowledge, capability and experience and feels that they are qualified in line with the Public Limited Company Act and possess no prohibition qualifications from being appointed as a Director in accordance with the criteria of the Office of the Securities Exchange and Commission and other related government agencies.

### **Education:**

- Bachelor of Accounting, Ramkhamhaeng University.

### **Relevant Training:**

- CFO Focus on Financial Reporting Batch 4/2018, Federation of Accounting Professions under The Royal Patronage of His Majesty The King
- Director Accreditation Program (DAP) Batch 75/2008, Thai Institute of Directors Association (IOD),

### **Position/Work Experiences :**

2013 – the present Chief Financial Officer, Sikarin Public Company Limited,  
2009 – the present Executive Director, Sikarin Public Company Limited,

2008 – the present	Director, Sikarin Public Company Limited,
2000 – the present	Managing Director, Songserm Kehakan Company Limited,
1988 – 2000	Office Manager, Auditing Office,
1986 – 1988	Accounting Manager, Charoen Phokapand Public Company Limited,
1985 – 1986	Auditor, Virach and Associates Auditing Office.

Profile related to Sikarin Public Co., Ltd. :

Position Director : Director

Management Committee : -None-

Number of years holding a director's position in SKR: 12 Years (From 2008 to present)

SKR Shareholding: None

Meeting attendance in 2019 : Board of Directors Meeting 12/12  
Executive Director Meeting 12/12

Legal Dispute : No legal dispute during the past 5 years

#### Position in other Company

Position in other Listed Company

- None –

Position in other Organization (Non-listed Company)

- Managing Director, Songserm Kehakan Company Limited,

Present directorship in other business with potential conflicts of interest

- None –

Relationship with management committee or major shareholders of SKR or its affiliates

-None-

Nature of relationships with Company/affiliated/associated companies or juristic persons with potential conflicts of interest in present

- None –

Business relationships with company in such a way that may affect their independence

-None -



## Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation



**Name:** Mr. Suriyan Kojonroj **Age:** 39 years

**Current position in the Company:** Director and Executive Director

**Type of Directors to be appointed:** Director

### **Recruitment criteria and procedures:**

The current Director, whose term has come to an end. The Board has considered their qualifications, knowledge, capability and experience and feels that they are qualified in line with the Public Limited Company Act and possess no prohibition qualifications from being appointed as a Director in accordance with the criteria of the Office of the Securities Exchange and Commission and other related government agencies.

### **Education:**

- Master of Public Administration, Chulalongkorn University,
- Bachelor of Engineering, Khon Kaen University.

### **Relevant Training:**

- The Story Program, Batch 2, School of Communication Arts, Sripatum University,
- Ultra Wealth, Batch 4, Ultra Wealth Group,
- ABC, Batch 7, Academy of Business Creativity,
- Director Accreditation Program (DAP), Batch 106/2013, Thai Institute of Directors Association (IOD),

- The Real Estate Executive Association of Chulalongkorn University, Batch 46,
- Board Reporting Program (BRP), Batch 8/2012, Thai Institute of Directors Association (IOD),
- Company Reporting Program (CRP) Batch 3/2012, Thai Institute of Directors Association (IOD),
- Company Secretary Program (CSP) Batch 46/2012, Thai Institute of Directors Association (IOD),
- Micro MBA Program, Chulalongkorn University, Batch 52.

**Position/Work Experiences :**

2019-The present	Secretary of Committee on labour, The Secretariat of The Senate,
2019-The present	Sub Committee of Social Security Committee on labour, The Secretariat of The Senate,
2017-The present	Director and Executive Director, Sikarin Public Company Limited,
2016-The present	Deputy Managing Director, Sikarin Public Company Limited,
2016-The present	Special Affairs Officer, Chulabhorn Research Institute,
2016-The present	Executive Director, Sikarin Hadyai Hospital Company Limited,
2014-The present	Director and Managing Director, SKR Management Company Limited,
2013 –The present	Chief Operation Officer, Sikarin Public Company Limited,
2012 –The present	Company Secretary, Sikarin Public Company Limited,
2013 – 2015	Assistant Managing Director, Sikarin Public Company Limited,
2013 – 2014	Director, Norndee Company Limited,

**Profile related to Sikarin Public Co., Ltd. :**

**Position Director :** Director  
**Management Committee :** -None-

**Number of years holding a director’s position in SKR:** 3 Years (From 2017 to present)

**SKR Shareholding:** 1.24 percent including spouse and children who have not yet become sui juris (if any) of paid-up registered capital (as of 25 December 2019)

**Meeting attendance in 2019 :** Board of Directors Meeting 12/12  
 Executive Director Meeting 12/12

**Legal Dispute :** No legal dispute during the past 5 years

Position in other Company

Position in other Listed Company

- None –

Position in other Organization (Non-listed Company)

- Special Affairs Officer, Chulabhorn Research Institute,
- Secretary of Committee on labour, The Secretariat of The Senate,
- Sub Committee of Social Security Committee on labour, The Secretariat of The Senate,

Present directorship in other business with potential conflicts of interest

- None –

Relationship with management committee or major shareholders of SKR or its affiliates

-None-

Nature of relationships with Company/affiliated/associated companies or juristic persons with potential conflicts of interest in present

- None –

Business relationships with company in such a way that may affect their independence

-None -

## The Definition of the Company's Independent Director

The definition of Company's Independent Director, which qualifications are strict the requirements of the Securities and Exchange Commission and The Stock Exchange of Thailand, is as follows:

Independent Director means a director who is knowledgeable with experience in various fields including company's business and conduct the business with vision and ethics, able to give independent opinion and make decision on significant activities for the best interest of the company, shareholders/stakeholders and having no business or activities related to the company, which may affect their independent decision. The qualifications of an independent director must include the following criteria:

1. Holding shares not more than 0.5 % of total voting shares of the company, its parent company, affiliated companies, associated companies or any juristic person which is a major shareholder or controlling person of the company, which shares shall be inclusive of the shares held by related persons.
2. Not being executive directors, employee, staff member or advisor who receives salary, or controlling person of the company for the period not less than 2 years prior to the appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company.
3. Is not a person related by blood or legal registration, such a father, mother, spouse, sibling and child, including spouse of child, executive, major shareholder, controlling person or person to be nominated as executive or controlling person of the company or affiliated companies.
4. Has not or never had a business relationship worth more than 3% of net tangible assets or exceeding 20 million Baht, whichever is lower, with the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company or is not or had not been a major shareholder, non-independent director or management of any person having business relationship with the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company, for the period not less than 2 years prior to the appointment as an independent director.
5. Not being or had not been an auditor of the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company, and not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company for more than 2 years prior to the appointment as an independent director.
6. Not being or had not been any professional advisor including legal or financial advisor or assessor who receives an annual service fee exceeding 2 million Baht from the company, its parent company, affiliated companies, associated companies or any juristic person which is a major shareholder or controlling person of the company, and is not a major

shareholder, non-independent director, management or partner of the professional service for more than 2 years prior to the appointment as an independent director.

7. Does not represent any director or any shareholder related to the major shareholder of the Company.
8. Not undertaking any business in the same nature and in significant competition to the business of the company or its affiliated companies or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or its affiliated companies.
9. Not having any qualification preventing them from expressing independent opinions.

Proxy Form A

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of Sikarin Public Company Limited

Holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Preference share \_\_\_\_\_ with the voting rights of \_\_\_\_\_ votes

(3) do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2020 on Wednesday, April 22, 2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects

Sign \_\_\_\_\_ Authorizer

( \_\_\_\_\_ )

Sign \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Sign \_\_\_\_\_ Witness

( \_\_\_\_\_ )

Sign \_\_\_\_\_ Witness

( \_\_\_\_\_ )

Note:  
The Shareholder who wishes to give a proxy must authorized only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is inapplicable.

Proxy Form B  
(SPECIFIC DETAILS FORM)

(1) I/We, \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of Sikarin Public Company Limited

Holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Preference share \_\_\_\_\_ with the voting rights of \_\_\_\_\_ votes

(3) do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2020 on Wednesday, April 22, 2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

Agenda 1: Report by the Chairman

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve  Disapprove  abstain

Agenda 2: To consider and approve The Annual General Shareholders Meeting for the Year

2019

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve  Disapprove  abstain

- Agenda 3: To acknowledge the Company's 2019 operating results
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- (b) The Proxy is to vote in accordance with my intention below:
- Approve     Disapprove     abstain
- Agenda 4: To consider and approve the Financial Statement for the year ended December 31, 2019
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- (b) The Proxy is to vote in accordance with my intention below:
- Approve     Disapprove     abstain
- Agenda 5: To consider and approve the allocation of net profit as the legal reserve and the payment of dividend from the operating results for the year 2019
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- (b) The Proxy is to vote in accordance with my intention below:
- Approve     Disapprove     abstain
- Agenda 6: To consider and approve the appointment of an auditor and auditing fees in 2020
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- (b) The Proxy is to vote in accordance with my intention below:
- Approve     Disapprove     abstain
- Agenda 7: To consider and approve the election of Directors to replace Directors whose terms expires
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- (b) The Proxy is to vote in accordance with my intention below:
- Approve     Disapprove     abstain

Appointment of the Director individually

7.1 Director's name: Mr.Seni Chittakasem

Approve     Disapprove     abstain

7.2 Director's name: Air Chief Marshal Nipat Wuttironarit

Approve     Disapprove     abstain

7.3 Director's name: Mr.Vichya Kreangam

Approve     Disapprove     abstain





Note:

1. The Shareholder who wishes to give a proxy must authorized only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is inapplicable.
2. In the agenda relating to the election of Directors, it is applicable to elect either nominate directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

Regular Continued Proxy Form B

Authorization on behalf of the Shareholder of Sikarin Public Company Limited

For the Annual General Meeting of Shareholders for the year 2020 on Wednesday, April 22,2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

- Agenda \_\_\_\_\_:
- (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
  - (b) The Proxy is to vote in accordance with my intention below:
    - Approve     Disapprove     abstain

Agenda \_\_\_\_\_: Election of Directors \_\_\_\_\_

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Appointment of the Director individually

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Agenda \_\_\_\_\_: \_\_\_\_\_

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda \_\_\_\_\_: \_\_\_\_\_

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda \_\_\_\_\_: \_\_\_\_\_

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

**Proxy Form C**  
**(FOR FOREIGN SHAREHOLDER APPOINTING**  
**CUSTODIAN IN THAILAND)**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of Sikarin Public Company Limited  
Holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows:  
Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
Preference share \_\_\_\_\_ with the voting rights of \_\_\_\_\_ votes

(3) do hereby appoint either one of the following persons:  
(1) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or  
(2) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or  
(3) \_\_\_\_\_ Age \_\_\_\_\_ Years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2020 on Wednesday, April 22, 2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:  
 Grant my/our proxy in accordance with the total number of shares held and having right to vote  
 Grant certain of my/our proxy as follows:  
 Ordinary share..... shares having the voting right of..... votes  
 Preference share..... shares having the voting right of..... votes  
Total entitled vote votes ..... votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

Agenda 1: Report by the Chairman

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 2: To consider and approve The Annual General Shareholders Meeting for the Year

2019

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 3: To acknowledge the Company's 2019 operating results

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 4: To consider and approve the Financial Statement for the year ended December 31, 2019

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 5: To consider and approve the allocation of net profit as the legal reserve and the payment of dividend from the operating results for the year 2019

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 6: To consider and approve the appointment of an auditor and auditing fees in 2020

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 7: To consider and approve the election of Directors to replace Directors whose terms expires

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Appointment of the Director individually

7.1 Director's name: Mr.Seni Chittakasem

Approve       Disapprove       abstain

7.2 Director's name: Air Chief Marshal Nipat Wuttironarit

Approve       Disapprove       abstain

7.3 Director's name: Mr.Vichya Kreangam

Approve       Disapprove       abstain

7.4 Director's name: Mr.Senee Krajangsri

Approve       Disapprove       abstain

7.5 Director's name: Mr.Suriyan Kojonroj

Approve       Disapprove       abstain

Agenda 8: To consider and approve the Directors' Remuneration of the year 2020

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda 9: To transact other matters (if any).

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects

Sign \_\_\_\_\_ Authorizer  
( \_\_\_\_\_ )

Sign \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Sign \_\_\_\_\_ Witness  
( \_\_\_\_\_ )

Sign \_\_\_\_\_ Witness  
( \_\_\_\_\_ )

Note

1. The Proxy Form C is only for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be the share depository.
2. Documents required to be submitted with this proxy form are:
  - (1) A power of attorney from the shareholder empowering the custodian to sign this proxy form on his/her behalf
  - (2) A document confirming that person who signs the proxy form is licensed to operate the custodian business
3. The Shareholder who wishes to give a proxy must authorized only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is inapplicable.
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.



## Regular Continued Proxy Form C

Authorization on behalf of the Shareholder of Sikarin Public Company Limited

For the Annual General Meeting of Shareholders for the year 2020 on Wednesday, April 22, 2020 at 9.00 a.m. at Sikarin Grand Room, 8th Floor, Building 3, Sikarin Hospital, No. 976 Lasalle Road, Bangna Tai Sub-district, Bang Na District, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve     Disapprove     abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve     Disapprove     abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve     Disapprove     abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve     Disapprove     abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve     Disapprove     abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda \_\_\_\_\_: Election of Directors

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Appointment of the Director individually

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Director's name: \_\_\_\_\_

Approve       Disapprove       abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

Agenda \_\_\_\_\_:

(a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

(b) The Proxy is to vote in accordance with my intention below:

Approve       Disapprove       abstain

**Procedures and Conditions for Registration.Appointment of Proxy and Vote Casting**

**Registration**

The registration and proxy document check for the Annual General Shareholders' Meeting For the Year 2020 of Sikarin Public Company Limited ("Company") will be started from 7.00 a.m. on Wednesday, April 22, 2020 onwards at the venue mentioned in the AGM invitation notice. For convenience during the registration, which will be conducted with barcode system, shareholders and/or proxies are requested to present the Registration Form with barcode of shareholder's registration number together with documents as described below. In order to promote transparency, fairness and benefits for shareholders, the Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

**1. Documents Required Declaring to the Meeting**

**Individual Thai shareholder**

**(1) In the case that the shareholder attends the Meeting in person:**

A valid ID card, official identification card, driver license, or passport (in case of foreigner). If there are any changes regarding the name or surname, the customary documentary is required.

**(2) In case of proxy:**

2.1 Proxy Form submitted together with the notice of the Meeting with duly filled and signed by the authorizer and the proxy;

2.2 Copy of identification documents of the shareholder issued by the governmental authorities as stated in item (1) and signed by the shareholder to certify true copy; and

2.3 Identification documents of the proxy issued by the governmental authorities as stated in item (1)

**(3) In case the shareholder is dead**

3.1 The Estate Administrator shall attend the meeting on his/her behalf and shall present a Court Order appointing the Estate Administrator.

3.2 In case appointing another person to attend the meeting, the Court Order and ID card or Civil Servant ID Card shall be submitted.

**(4) In case the shareholder is a minor**

4.1 His/her father or mother shall represent him/her by submitting a copy of the House Registration in which the minor's name appears

4.2 In case of appointing another person to attend the meeting, a copy of the House Registration in which the minor's name appears, and ID card or Civil Servant ID Card of parents are required.

**Juristic person registered in Thailand**

**(1) In the case that authorized person of the juristic person attends the Meeting:**

- 1.1 Identification documents of the authorized person issued by the governmental authorities as in the case of ordinary person as stated in item (1); and
- 1.2 Affidavit of the juristic person, certified true copy by the authorized person and with a statement indicating that the authorized person who participates in the Meeting is authorized to act on behalf of the juristic person which is the shareholder.

**(2) In case of proxy:**

- 2.1 Proxy Form submitted together with the notice of the Meeting with duly filled and signed by the authorized person of the juristic person as the authorizer and by the proxy;
- 2.2 Copy of Affidavit of the juristic person, certified true copy by the authorized person and with a statement indicating that the authorized person who signs the Proxy Form is authorized to act on behalf of the juristic person which is the shareholders;
- 2.3 Copy of identification documents issued by the governmental authorities of the juristic person's authorized person who signs the proxy as stated in item (1), certified true copy by such authorized person; and
- 2.4 Identification documents of the proxy issued by the governmental authorities as in the case of ordinary person as stated in item (1)

**(3) Shareholder who is foreign investor and appoints a custodian in Thailand to take deposit and take care of the shares**

3.1 The documents shall be prepared as in the same way as the as under juristic entity (1) and (2) shall be prepared;

3.2 In the event custodian has been authorized to sign on proxy, the following documents shall be produced:

- 1) A power of attorney appointing such custodian to sign on proxy;
- 2) A confirmation letter that signatory has been licensed to engage in custodian business. If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

- In case of sub-attorney, all complete copies of POA(s) having power to appoint the sub attorney, including documents as specified in (1) of empowering person, which are duly certified are required.
- In case any documents are produced or executed outside Thailand, such documents should be notarized by a notary public.
- In case the original documents are not in English, the English translation shall be required and certified by the shareholders or the juristic person representative (Authorized Director) or the authorized management or employees of the Custodian.

## 2. Authorization to proxy

The Company has prepared a proxy form for shareholders who cannot attend the Meeting in 3 proxy forms i.e. Form A, Form B, and Form C which are in accordance with. The Department of Business Development, the Ministry of Commerce issued a notification Re: Prescription of a Proxy Form (No.5) B.E. 2550;

- (1) Proxy (Form A.) General form
- (2) Proxy (Form B.) Proxy form containing specific details
- (3) Proxy (Form C.) For foreign shareholders who have custodians in Thailand only

**In case that a shareholder is unable to attend the meeting, he/she may authorize another person to attend and vote on his/her behalf:**

1. Please execute only one proxy form from the above three forms.
2. The shareholder could state herein more than one proxy, for convenience, as, in case that one proxy could not attend the Meeting, the other proxy could still attend the Meeting. However, only one proxy entitled to attend the Meeting and vote in the Meeting.
3. If a shareholder who is unable to attend the shareholders' meeting can may give proxy to one of the Company's independent directors from and among the following Independent Directors:
  - **Mr. Pramuanchai Taweasedt: Age 63 years**  
No.333/343 Soi Prachachuen10, Thung Song Hong, Laksi,Bangkok
  - **Mr. Kasidit Ajanant: Age 39 years**  
No. 30/2, Soi Ramkhamhaeng21, Wang Thonglang, Bangkok

In case of appointing an independent Director as his/her proxy, the proxy form completed with the signature and documents concerned shall be sent to the Corporate Secretariat prior to the date of the Meeting

4. Affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty for your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting at the registration desk.
5. In order to facilitate the examination of documents, the shareholder can send the proxy form and evidence documents to the Company within 19 April 2020 or at least 30 minutes before the meeting

Shareholders are not allowed to allocate shares to several Proxies in order to vote at the meeting. The shareholders shall authorize only one Proxy to cast the votes by all the shares held by such Shareholders. Authorization of less than the total number of shares is prohibited, except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

## Part 2: Voting Method, Vote Counting Method and Announcement of Voting Result

### Voting Procedure and Method in Each Agenda

#### General Agenda:

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. Proxy Granting
  - 2.1 As for the voting of proxy, the proxy must cast a vote as instructed by the grantor of proxy. Should any votes be not in accordance with the instruction indicated in the proxy form, such votes will be considered inaccurate and will not be counted as votes of shareholders
  - 2.2 In case the shareholder who grant proxy does not specify the vote in the proxy form or the vote is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change of information. The proxy has the right to consider and vote on such matter as he or she deems appropriate.

#### Appointment of Directors:

As for the agenda of the appoint of the director of the Company according to Article 10 of the Company's Articles of Association, the meeting of shareholders is to appoint directors using the majority vote as follows:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he/she has under (1) to appoint one or several person(s) to be director(s), provided that he/she cannot divide his/her votes to any person to any extent;
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

To follow the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis.

### Voting Procedure in Each Agenda, Vote Counting and Announcement of Voting Result

The Company will clarify the voting procedure in each agenda and the vote counting method before the meeting commences.

1. For voting on each agenda, the Chairman of the Meeting will ask if any shareholder will disagree or abstain from voting or not and will let the shareholders to mark either in disagree or abstain on the ballots.

2. Such shareholders (or proxies) should raise their hands so that their ballots will be collected for counting. In counting the votes, the Company will deduct the disagreeing and abstaining votes and votes on void ballots from the total votes. The remaining votes will be deemed votes of approval. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).

#### Resolution of the Annual General Meeting of Shareholders

1. In normal circumstances, the agenda will be resolved by the majority of all the votes of shareholders who attend the meeting and are entitled to vote.
2. In other circumstances where special rules or regulations of the Company are applicable, the resolution will be passed accordingly. The Chairman will inform the meeting of such special circumstances before the votes are casted in that agenda.
3. In case of an equal division of votes, the Chairman shall cast a deciding vote.
4. In case that a shareholder has special interest on any agenda, the shareholder shall not vote on that agenda and the Chairman may ask such shareholder to leave the Meeting temporarily. However, this restriction is not applicable for the voting for election or removal of directors.
5. Voting shall be made openly, unless the shareholders in a number not less than five shareholders request for a secret vote and the meeting has resolved to have a secret vote. The secret vote procedure shall be as instructed by the meeting chairman.



Company's Articles of Association relating to the Meeting of Shareholders

(1) Calling of Shareholders Meeting

- Section 12. The Board of Directors shall arrange for an Annual General Meeting of Shareholders in 4 months from the end of the Company's accounting cycle.

Other Shareholder's Meetings shall be called Extraordinary General Meetings.

- Section 15. To call a Shareholders' meeting, the Board of Directors shall prepare a meeting notification stating the meeting venue, date, time, agendas and matters to be proposed in the meeting with sufficient details, clearly stating that they are for shareholders' acknowledgement, approval or consideration as the case may be, as well as the Board's opinions on those matters, and deliver it to shareholders and the Registrar at least 7 days before the date of the meeting. The notification for the meeting shall be advertised in a newspaper for at least 3 days before the date of the meeting.

The meeting venue shall be in the area where the Head Office of the Company is situated.

(2) The quorum

- Section 16. In a Shareholders' Meeting, at least 25 shareholders and their proxies and carrying at least one third of the shares issued attend the meeting in order to form a quorum for the meeting.

In case of a Shareholders' Meeting in which it is found that after one hour after the notification time, the number of shareholders attending the meeting cannot form the quorum as prescribed, another meeting shall be called, and a notification for the other meeting shall be sent to shareholders at least 7 days before the meeting date. In the latter meeting, at least 10 shareholders and their proxies attending the meeting can form a quorum for the meeting.

(3) Voting

- Section 10 the rules and procedures for voting in the agenda for appointing directors shall be as follows:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he/she has under (1) to appoint one or several person(s) to be director(s), provided that he/she cannot divide his/her votes to any person to any extent;

- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.
- Section 14. Shareholders shall have the right to attend the meeting and cast their votes in the Shareholders' Meeting. He/she may appoint a proxy to attend the meeting and cast votes on his/her behalf.
  - Section 17. In a Shareholders' Meeting, a resolution of the Shareholders' Meeting shall be reached by the following votes:
    - (1) In an ordinary case, the majority votes of the shareholders who attend the meeting and vote is considered a resolution. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
    - (2) In the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:
      - a. the sale or transfer of whole or essential parts of business of the Company to other persons.
      - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
      - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

Section 31 of the Public Limited Company Act states that "The company may amend the Memorandum of Association or Articles of Association if shareholders in a meeting cast three fourths' votes carried by shareholders attending the meeting and having the rights to vote."

To make an amendment to the Memorandum of Association or Articles of Association, the registered company shall proceed with the amendments in forty days from the date of shareholders' resolution. \*

Section 115 of the Public Limited Company Act says dividend cannot be paid out from other kinds of money than profit. In case the Company still has accumulated loss, dividend payment cannot be made.

Dividend shall be paid equally to each share, except specified otherwise in the Articles of Association concerning preferred shares. Dividend payment requires approval from shareholders in a general meeting.

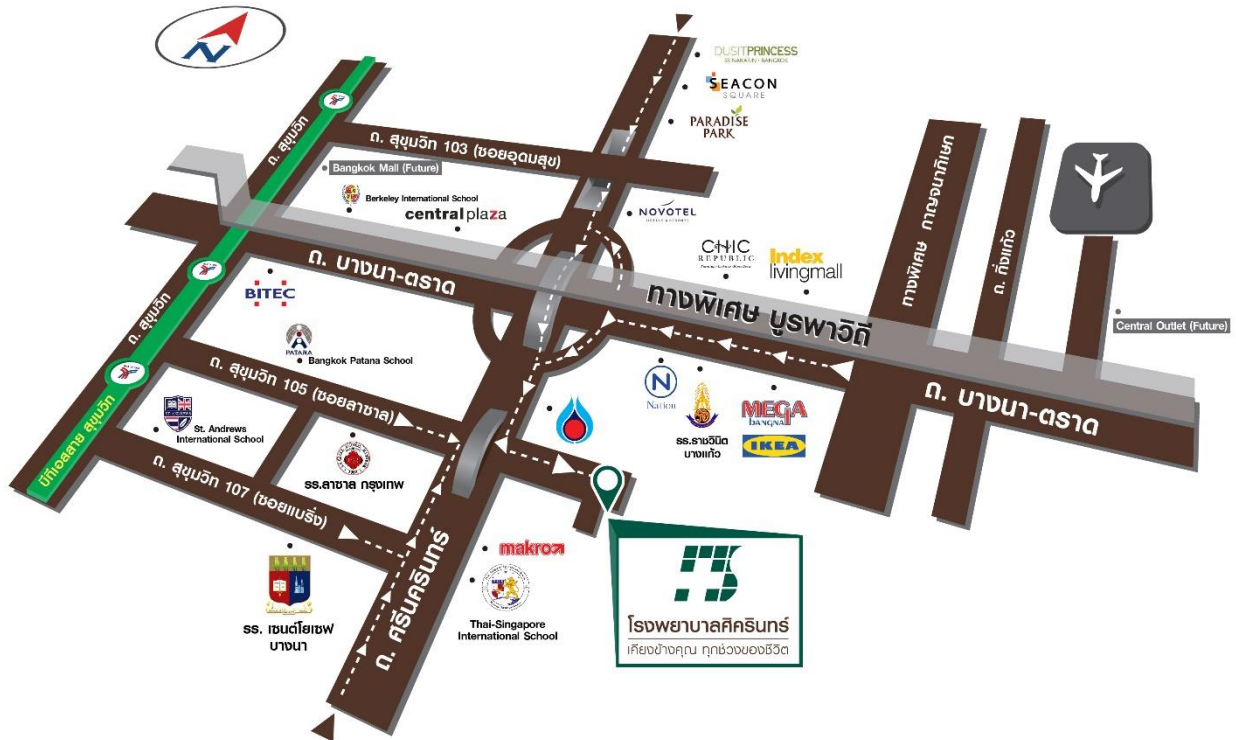
In case the Articles of Association allow, the Board of Directors may make occasional interim dividend payment to shareholders if the Company features enough profits to do so. After dividend payment, the Board shall report it to shareholders in the following general meeting.

Dividend payment shall be made in one month from the date of the general meeting of shareholders or Board resolution, whichever the case may be. A notification of dividend payment shall be made to every shareholder and advertised in newspapers as well.

(4) In case no regulation is prescribed in the Articles of Association,

- Section 1. The Article of Association, if not specified otherwise, legal provisions in the Public Limited Company Act shall apply

Map of the Meeting Venue



Sikarin Public Company Limited

976, Lasalle Road, Bangna Tai Sub – district, Bangna District, Bangkok 10260 Telephone Number: (66) 2366 – 9900

Shuttle service in the Meeting day from 07.15 a.m. to 08.00 a.m.

- Bearing BTS Station at the 7 – ELEVEN, Sukhumvit 105 (Lasalle)