



The Annual General Meeting of Shareholders  
For the Year 2024

Sikarin Public Company Limited

Wednesday, 24 April 2024 at 9.00 a.m.

---

Sikarin Grand Room, 8<sup>th</sup> Floor, Building 3

SIKARIN HOSPITAL

No. 976 Lasalle Road, Bangna Tai Sub-district,

Bangna District, Bangkok 10260

\*No souvenirs provided to in line with the guidelines of the Office of the Securities and Exchange Commission has campaigned to reduce / stop the distribution of souvenirs at the general meeting of Shareholders.

## Table of Contents

	<b>Page</b>
Invitation letter to the Annual General Meeting of Shareholders for the Year 2024	3
Minute of the Annual General Meeting for the Year 2023	15
Profile of Proposed Auditors	45
Profile of nominees for election as directors of the Company	48
Proxy Form	
Proxy Form A	62
Proxy Form B	63
Proxy Form C	70
Information of Independent Directors who are proxies and definitions of Independent Directors	77
Procedures and Conditions for Registration, Appointment of Proxy, and Vote Casting	80
Company's Articles of Association relating to the Meeting of Shareholders	87
Map of the Meeting Venue	91
Question forms for the Annual General Meeting of Shareholders for Year 2024	92

SorKor. 0122/2024

22 March 2024

**Subject:** Invitation letter to the Annual General Meeting of Shareholders for the Year 2024

**To:** Shareholders

**Enclosure:**

1. Copy of the minute of the Annual General Meeting of Shareholders for the Year 2023
2. Annual Report for the Year 2024
3. Profile of Proposed Auditors
4. Profile of nominees for election as directors of the Company
5. Proxy Form A, B, and C.
6. Information of Independent Directors who are proxies and definitions of Independent Directors
7. Procedures and Conditions for Registration, Appointment of Proxy, and Vote Casting
8. Company's Articles of Association relating to the Meeting of Shareholders.
9. Map of the Meeting Venue
10. Question forms for the Annual General Meeting of Shareholders for year 2024

The Board of Directors of Sikarin Public Company Limited has resolved to call the Annual General Meeting of Shareholders for the Year 2024 on Wednesday, 24 April 2024 at 9:00 a.m. at Sikarin Grand Room, 8th floor, Building 3, Sikarin Hospital, located at No. 976, Lasalle Road, Bangnatai Subdistrict, Bangna District, Bangkok 10260, with the agenda as follows:

**Agenda 1 Topic report by the Chairman**



**Agenda 2 To consider and approve the minute of the Annual General Meeting of Shareholders for the Year 2023.**

**Facts and reasons** the Annual General Meeting of Shareholders for the Year 2023 was held on Wednesday, 19 April 2023. The Company had prepared the minutes of the Annual General Meeting of Shareholders for the Year 2023 and had already submit to the Stock Exchange of Thailand and Ministry of Commerce within the timeframe proscribed by law and had already published it on the Company's website. The details are appearing in the copy of the minutes of the Annual General Meeting of Shareholders for the Year 2023 sent to shareholder along with the invitation letter 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 2023 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 agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 3 To acknowledge the Company's operating results for the Year 2023.**

**Facts and reasons** the Company has summarized the Company's performance and its significant changes in the year 2023 in the Company's Performance Report for the year 2023, details as shown in the Annual Report, delivered in advance to the shareholders together with the invitation letter for this meeting (*Enclosure No. 2*)

**The Board's Opinion** the Board of Directors deems it appropriate to present the Company's operating results for the Year 2023 for the shareholders to acknowledge.

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

**Agenda 4** To consider and approve reports and financial statements for the year ended 31 December 2023.

**Facts 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 31 December 2023 as 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 Annual Report (56-1 One Report) for the Year 2023, which are sent to the shareholders with this Invitation of this meeting (*Enclosure No. 2*). Details of which can be summarized as follows:

Unit: million Baht

Description	Consolidated Financial Statement		Separated Financial Statement	
	2023	2022	2023	2022
Total Asset	9,246.45	8,818.21	7,732.72	7,385.86
Total Liabilities	1,800.92	1,919.82	1,496.63	1,543.02
Shareholder’s Equity	7,445.53	6,898.39	6,236.10	5,842.84
Total Revenue	5,851.92	5,711.25	4,577.19	4,365.69
Net Profit	891.06	1,011.70	743.08	720.27
Net Profit per Share (Baht/Share)	0.43	0.49	0.36	0.35

**The Board’s Opinion** the Board of Director deemed appropriate for the shareholders' meeting to approve the reports and financial statements for the year ended 31 December 2023 which has been audited and certified by the Company's auditor and it has been considered by the Audit Committee and the Board of Directors.

**Voting** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 5** To consider and approve the payment of dividend from the operating results for the year 2023.

**Facts and reasons** In order to comply with the Public Limited Companies Act B.E. 2535 (as amended), Section 115, which stipulates that dividend payments must be approved by the shareholders' meeting unless it is an interim dividend payment that the Board of Directors has the power to approve the dividend payment and report to the shareholders' meeting for acknowledgment in the next shareholders' meeting. According to the Company's dividend payment policy, dividend payment from net profit is not more than 70 percent, the Company's net profit after corporate income tax and other reserves according to the law and set by the company each year. The consideration is based on the separate financial statements. However, the dividend payment is subject to cash flow, investment plans, terms and conditions of various contracts. to which the company is bound including legal restrictions other necessity and suitability.

**The Board's Opinion** Based on the performance and financial position of the Company in 2023, the consolidated financial statements showed the net profit of the Company in the amount of 891,066,894 Baht and the separate financial statements showed the net profit of the Company in the amount of 743,086,902 Baht. Therefore, the Company agrees to propose to the shareholders' meeting to consider and approve the allocation of net profit and dividend payment from the operating results for the year 2023 at the rate of 0.18 Baht per share, totaling not more than 370,409,156.82, Baht which when deducting the interim dividend for the first half of 2023 results at the rate of 0.09 Baht per share, amounting to Baht 185,204,578.41, the remaining dividend to be paid for the second half of 2023 performance at the rate of 0.09 Baht per share, totaling 185,204,578.41 Baht. The Company has determined the list of shareholders entitled to receive the dividend on 30 April 2024, which is the record date, and the dividend payment date on 14 May 2024 (the granting of such rights is still uncertain due to the approval of the shareholders' meeting).

In addition, the shareholders' meeting is requested to acknowledge the interim dividend payment as approved by the Board of Directors on 10 August 2023 at the rate of 0.09 Baht per share, totaling 185,204,578.41 Baht, with the said interim dividend paid on 8 September 2023.

The table comparing the dividend payment for the year 2024 with the previous year is as follows:

<b>Detail of the Dividend Distribution</b>	<b>2023</b>	<b>2024 (Proposed year)</b>
Net Profit for the year on separated financial statement (Baht)	720,267,458	743,086,902
No. of registered shares (Shares)	2,057,828,649	2,057,828,649
Total dividend paid per share (Baht/share)	0.16	0.18
Dividend payout ratio compared to net profit (percentage)	45.71	49.85

**Note:** The Company has already set up a reserve fund of 10 percent of the registered capital as required by law

**Voting** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 6 To consider and approve the appointment of an Auditor and Audit fees for the year 2024.**

**Facts and reasons** This is in accordance with Article 19 of the Company's Articles of Association and Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), which requires the Annual General Meeting of Shareholders to appoint an auditor and determine the amount of the Company's audit fees every year. In addition, the notification of the Capital Market Committee requires listed companies to rotate auditors in the event that any auditor has performed the duties of reviewing or auditing and expressing opinions on the Company's financial statements for 7 accounting cycles, whether consecutive or not. A new auditor can be appointed who is affiliated with the same audit firm as the previous auditor. However, the Company may appoint an auditor who retires from the performance of duties from the rotation of auditors after at least 5 consecutive accounting years from the date of retirement from duty.

**The Audit Committee's opinion:** The Audit Committee has considered the selection of the auditor for the year 2024 by assessing the independence of the auditor, the skills, knowledge and competence of the team, and the audit experience that is beneficial to the business and the appropriateness of the audit fee. Dharmniti Auditing Company Limited is the Company's auditor for the year 2024 as follows:

- (1) Miss Potjanarat Siripipat CPA Registration No. 9012 or

- (2) Mr.Thanawut Piboonsawat CPA Registration No. 6699 or
- (3) Miss Roongnapha Saengchan CPA Registration No. 10142

The Company shall designate one of the above auditors or other auditors approved by the Securities and Exchange Commission who is an auditor from Dharmniti Auditing Company Limited to conduct the audit, comment on the Company's financial statements and sign the audit report. The information about the history and work experience of each auditor. It appears according to Enclosure No. 3 and the audit fee is not more than 1,650,000 Baht, an increase from 2023 in the amount of 110,000 Baht. Details are as follows:

Audit Fee	2023	2024 (Proposed Year)
Annual Audit Fee	1,540,000	1,650,000
Other Expense	80,000	80,000

Dharmniti Auditing Company Limited and the three proposed auditors are auditors approved by the Securities and Exchange Commission. The mentioned auditors have no relationship and no interest with the Company, subsidiaries companies, executives, major shareholders, or persons related to such persons in any way and are not shareholders of the Company are therefore independent in auditing and expressing opinions on the Company's financial statements.

The auditors of two subsidiaries of the Company, namely SKR Management Company Limited and Sikarin Hospital Hat Yai Company Limited use an auditor from Dharmniti Auditing Company Limited as well as the Company. The Board of Directors will ensure that the financial statements can be prepared in a timely manner.

**The Board's Opinion** The Board of Director agree to the Audit Committee's proposal and propose to the shareholders' meeting for approval. Ms. Potjanarat Siripipat Registration No. 9012 or Mr. Thanawut Piboonsawat Registration No. 6699 or Ms. Roongnapha Saengchan Registration No. 10142 or other Certified Public Accountant in the Accounting Firm is the Company's 2024 Annual Auditor and determines the 2024 Annual Audit Amount of 1,650,000.00 Baht, an increase from 2023 in the amount of 110,000.00 Baht.

**Voting** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.



**Agenda 7 To consider and approve the election of the Company's directors to replace the directors who have retired by term.**

**Facts and Reasons** According to Article 9 of the Company's Articles of Association and the Public Limited Companies Act B.E. 2535 (1992) (as amended), Section 71 requires directors to retire at the Annual General Meeting at the rate of one-third of the total number of directors. The Board of Directors consists of 15 members, so the five directors who retired this year are:

1. Mr. Sanya Sarayudh
2. Dr. Atirat Charoonsri
3. Mr. Sucheep Boonveera
4. Mr. Jarun Wiwatjesadawut
5. Mr. Chaisith Viriyamettakul

The Company has given an opportunity to shareholders to nominate qualified persons who do not have prohibited characteristics to be considered for election as directors according to the criteria disclosed on the Company's website from 1 November 2023 to 31 January 2024. However, there is no shareholders had nominated a qualified person to be elected as the Company's director.

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 Annual General Meeting of shareholders to consider the election as a director.

1. Mr. Sanya Sarayudh (Serving another term)
2. Dr. Atirat Charoonsri (Serving another term)
3. Mr. Sucheep Boonveera (Serving another term)
4. Mr. Jarun Wiwatjesadawut (Serving another term)

5. Mr. Chaisith Viriyamettakul (Serving another term)

**The Board's Opinion** The Board of Directors, excluding the directors with interests, has considered the qualifications of the persons nominated for directorship were considered individually. Both professional skills and specialization are beneficial to the company's business. This includes their performance as a director and committees in the past. As well as having qualifications and not having prohibited characteristics according to the Public Limited Companies Act 1992, Company Articles, Charter and Regulations of the Office of the Securities and Exchange Commission. And it was deemed appropriate to propose that the shareholders' meeting consider electing 5 directors who were retired by rotation to resume their positions as directors of the Company for another term.

Moreover, 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.

**Voting** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes. According to the following criteria and methods

- (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 persons(s) to be director(s), if 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 the Director positions are filled.

**Agenda 8 To consider and approve the remuneration of directors for the year 2024.**

**Facts 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 2024, The Compensation Committee has resolved to propose the remuneration budget for the Board of Directors and sub-committee not exceeding 12,000,000 Baht, comprising of monthly retainer fee, meeting allowance, bonus and per diem, same as the year 2023 as follows:

กรรมการ	Monetary remuneration (Baht) in 2024			Monetary remuneration (Baht) in 2023		
	Position money	Meeting Allowance	Gratuity	Position money	Meeting Allowance	Gratuity
<b>Board of Director</b>						
- Chairman	-	360,000	✓	-	360,000	100,000
- Vice Chairman 3 persons	-	1,080,000	✓	-	1,080,000	300,000
- Member 11 persons	-	3,960,000	✓	-	3,960,000	1,100,000
<b>Audit Committee</b>						
- Chairman of Audit committee	-	40,000	-	-	40,000	-
- Member 2 person	-	80,000	-	-	80,000	-
<b>Other Sub Committees</b>						
- Chairman	-	-	-	-	-	-
- Member	-	-	-	-	-	-

After deducting meeting allowances and gratuities for the year 2024, the Chairman of the Board of Directors is authorized to consider paying other monetary remuneration but not exceeding 12,000,000 Baht in total.

**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 2024 in form of meeting allowance and other considerations in the amount of not exceeding 12,000,000 Baht which is equal to last year.

**Voting** This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

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

**Facts 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 queries and/or express comments to the Board and/or request the Board to provide an 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.

In this regard, the Company has given shareholders the opportunity to propose additional agenda items from 1 November 2023 to 31 January 2024 by announcing via the Company's website. There were not any proposed items on the agenda from the shareholders.

In addition, the Company has determined the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 7 March 2024.

The Company would like to invite the shareholders of Sikarin Public Company Limited to attend the meeting. The Company has published the meeting invitation letter and other documents related to this meeting on the Company's website ([www.sikarin.com](http://www.sikarin.com)) from 22 March 2024 to give shareholders an opportunity to consider various agenda items. On the day of the meeting, the Company will open registration for the Annual General Meeting of Shareholders from 7.00 a.m.

Shareholders who attend the meeting in person. Please bring your ID card to show. As for any shareholder who cannot attend the meeting in person and wishes to appoint another person to attend and vote in this meeting. Please fill in and sign the proxy form (Form A or Form B only) according to the attached proxy form. (Enclosure No. 5 with 20 Baht stamp duty attached) with attachments or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting and bring it to the meeting before the start of 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 give proxy to one of the Company's independent directors from and among the following Independent Directors:

- **Mr. Pramuanchai Taweasedt Age 67 years old**  
Address: 333/343 Soi Prachachuen 10 (Garden City Lagoon Village) Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210
- **Mr. Kasidit Ajanant Age 43 years old**  
Address: 39 Soi Suksawat 23, Bang Pakok Subdistrict, Rat Burana District Bangkok 10140

(Please see details of independent directors who are proxies according to Enclosure No. 6)

The Company would like the shareholders to know and comply with the conditions and the method of registration for the shareholders' meeting attendance, proxy and voting as specified in the documents. (Enclosure No. 7) and for the convenience of registration, please bring a registration form for the meeting to confirm your attendance.

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](mailto: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 No. 9).

By the Board of Director's resolution



( Mr. Suriyan Kojonroj )  
Company Secretary

For more information, please contact : Mrs. Parinda Vongsakul  
Company Secretary Office Tel. 02-366-9900 ext. 20908 Fax. 02-366-9907

**Minute of the Annual General Meeting of Shareholders for the year 2023**  
**of**  
**Sikarin Public Company Limited**

---

The Annual General Meeting of Shareholders for the year 2023 of Sikarin Public Company Limited ("Company"). meeting on Wednesday 19 April 2022 at 9:00 am, at Sikarin Grand Room at the 8th Floor, Building 3 Sikarin Hospital, No. 976 Lasalle Road, Bangnatai, Bangna District, Bangkok 10260.

There were 56 shareholders attending the meeting in person representing a total of 61,873,370 shares and 86 shareholders given proxy to attending the meeting representing a total of 1,302,692,679 shares from the total number of shares issued, totalling 142 shareholders. The number of shares attending the meeting equal to 1,364,566,049 shares from the total number of shares of 2,057,828,649 shares or representing 66.3109 percent, which is more than 1 in 3 of shares outstanding. Quorum in accordance with Article 16 of the Company.

The meeting commenced at 9:00 am. by Mr. Seni Chittakasem, Chairman of the Board, acting as the Chairman of the meeting ("Chairman"). Before commencing the meeting, the Chairman introduced the Board of Directors, Executive Advisors, and other participants that will serve to answer shareholders' inquiries with the following names:

**Directors attending the meeting** in total of 15 persons, accounted for 100 percent of the total number of directors.

- |    |                                 |  |
|----|---------------------------------|--|
| 1. | Mr. Seni Chittakasem            | Chairman of the Board of Director (Independent Director) /Chairman of The Enterprise Risk Management Committee             |
| 2. | Pol. Lt. Gen. Jarax Sangtaweeep | Vice Chairman / Chairman of the Executive Committee / Chairman of the Sustainability Committee                             |
| 3. | Mr. Sakchai Tanaboonchai        | Vice Chairman (Independent Director) / Chairman of the Compensation Committee / Director of the Enterprise Risk Management |
| 4. | Mr. Sanya Sarayudh              | Vice Chairman / Executive Director   |
| 5. | Dr. Atirat Charoonsri           | Director / Executive Director / Director of the Sustainability Committee   |

- |     |                                      |   |
|-----|--------------------------------------|---|
| 6.  | Mr. Pramuanchai Taweeseedt           | Independent Director / Chairman of the Audit Committee  |
| 7.  | Air Chief Marshal Nipat Wuttironarit | Independent Director / Director of the Recruitment Committee  |
| 8.  | Mr. Jarun Wiwatjesadawut             | Director / Chairman of the Recruitment Committee  |
| 9.  | Mr. Senee Krajangsri                 | Director / Executive Director   |
| 10. | Mr. Sucheep Boonveera                | Director / Executive Director   |
| 11. | Mr. Kasidit Ajanant                  | Independent Director / Director of Audit Committee  |
| 12. | Dr. Vichya Kreangam                  | Independent Director / Director of the Audit Committee / Director of the Compensation / Director of Investment Committee        |
| 13. | Dr. Tim Noparumpa                    | Director / Director of the Recruitment Committee / Director of the Compensation / Director of Investment Committee              |
| 14. | Mr. Suriyan Kojonroj                 | Director / Executive Director / Director of the Sustainability Committee / Director of Investment Committee / Company Secretary |
| 15. | Mr. Chaisith Viriyamettakul          | Director / Director of the Enterprise Risk Management   |

#### **Other Participants**

- |    |                     |                                      |
|----|---------------------|--------------------------------------|
| 1. | Gen. Viroj Sangsrit | Chief Advisor of the Board Directors |
| 2. | Auditor             | Dharmniti Auditing Company Limited   |
| 3. | Financial Advisor   | Siam Alpha Capital Company Limited   |
| 4. | Legal Advisor       | Insight Legal Company Limited        |

The Chairman informed the meeting that the Annual General Meeting of Shareholders for the year 2023 has 9 agenda as detailed in the Invitation Letter sent to the Shareholders to study information before the meeting. Before entering the meeting agenda, the Chairman assigned Mr. Suriyan Kojonroj, Company Secretary and Secretary to the meeting to notify the guidelines for conducting the meeting under the epidemic situation of the new species of Coronary Virus 2019 (COVID-19) and meeting procedures. For the shareholders to be informed of the voting procedures in this meeting.

Mr. Suriyan Kojonroj, notify the meeting that the Company has prepared measures to address the risk of transmission of COVID-19 even though the situation is better. The Company still arranges to have space between the seats to be conscious.



When inquiring about the details of the agenda, the Company ask shareholders to write questions including specifying the sequence of the agenda together with the name and surname of the shareholder or the proxy on the paper that was given instead of using a microphone and pass to the Company's staff. The Company will answer the question within that Agenda or in Agenda 9. In the case that the Company saw that the meeting took too long, the Company will answer the remaining questions on the Company's website or email the answer to the shareholder or proxies.

For the meeting and voting procedures, the Company has used the E-Register and E-Voting program of the Securities Depository under the operation of the TSD's staff Stock Exchange of Thailand used to register and count the votes in the meeting.

Voting and vote counting practices for each agenda item are as follows:

- (1) The meeting will proceed according to the order of the meeting agenda as notified to everyone in advance. by Voting at this meeting, It's an open voting. Not secret voting. This is to ensure transparency in voting. before voting in each agenda. The Company will ask the shareholders to sign their names on the ballots.
- (2) In voting for each agenda, the Company's officers will collect the ballots from the shareholders. And sent to the officers of the Securities Depository to record the voting and processing. In the case of shareholders who do not submit ballots for each agenda The vote counting program is considered agreed in that agenda.
- (3) The ballots in the following manner are considered void cards.
  - Ballots that have been marked more than one channel.
  - A ballot with a crossed out without signature, so in case the shareholder wishes to amend the vote, the shareholder must always cross out the original and sign it.
- (4) When processing is finished, the Company Secretary will announce the results of the vote counting and summarize the results of the voting on the matter. The result of the vote count shall be the votes that include the votes of the shareholders attending the meeting, both by themselves and by proxy. Each agenda will use the number of shares of the latest attendees in that agenda.
- (5) For shareholders who want to return first or not in the meeting room for any agenda. Shareholders can use their rights by sending a ballot in advance to the staff at the counting table located at the entrance gate.
- (6) In this, the shareholders who made the proxy form to attend the meeting and as a voting form according to the wishes of the shareholders, the Company will bring

the score of that shareholder in each agenda included in the above method. As for shareholders who have proxies but did not specify how to vote, requesting the proxy to vote according to the method informed. Including the case of amendment, amendment or addition of any facts, the proxies are entitled to consider and vote on behalf of the grantor in all respects as appropriate. The proxies are requested to vote in accordance with the method provided.

- (7) In order to comply with Article 17 of the Company's Articles of Association, voting for Agenda 2, Agenda 4, Agenda 5, Agenda 6, and Agenda 7 must be approved with a majority vote of the total number of votes of the shareholders. The shares that attend the meeting and vote are the counting of votes of the shareholders in that agenda and will not count those who abstain and lose the card as the base for counting votes.
- (8) As for voting for Agenda 8, which must pass a resolution of not less than two-thirds of the total votes of the shareholders who attend the meeting will count the votes of "agree", "disagree", "abstain", including invalid ballot as the base for counting votes.
- (9) In counting votes, 1 share shall be counted as 1 vote, in the case that the shareholder has a special interest in any matter. Such shareholders will not have the right to vote on that matter.
- (10) Consideration of any agenda that requires resolution, which may take time to collect points will consider proceed to the next agenda item before knowing the result by inserting the score report as soon as the vote count is finished.

To ensure transparency in vote counting, the Company invites legal advisor and ask for 2 shareholders or proxies to nominate as vote counting committees. There are two shareholders involved. The name is as follow:

- |                                      |               |
|--------------------------------------|---------------|
| (1) Miss Kamolchanok Leelarattanakul | Legal Advisor |
| (2) Mr. Issara Pimpathong            | Proxies       |
| (3) Mr. Suwat Mairawaklang           | Proxies       |

For the Annual General Meeting of Shareholder Year 2023, the Company gave the shareholders an opportunity to propose matters to be included in the meeting agenda and nominate a person to be elected as a director before the meeting in advance between 10 January 2022 to 10 February 2023. It appears that no shareholders propose matters for inclusion as an agenda or nominate a person to be considered as a director in any way.

In addition, the Company has posted the invitation letter to the Annual General Meeting of the Shareholder Year 2022 on the Company's website and report to the Stock Exchange of Thailand Since 15 March 2023, to give shareholders the opportunity to consider various agendas before today's meeting.

The Chairman clarified that the Company had prepared papers for shareholders to write down their questions since some people may not be comfortable asking verbally. Shareholders can proceed accordingly.

When there is no more question, the Chairman began the process of meeting in each agenda as follows:

### **Agenda 1 The Chairman informed the meeting.**

The Chairman thanked everyone who attended the meeting today. As well as saying that the Company operates in health business like many other businesses in Thailand that operate and invest, have profits, but what is likely to benefit the shareholders as you are part of the Company is the interesting situation in the health business. The health business is still an interesting venture. Being in trend (in trend), having a progressive business operation and being in the top 10 that can operate and have interesting performance.

In the past 3 years, the Company has solved the crisis and went through 3 issues. Over the past 2 years, the Company's turnover has reached one billion Baht in revenue, which is a joyful but the part that is critical and can be overcome is the matter of the COVID situation. The Company, as a hospital, has been working together with the government to solve public health problems since 2019 until now. There is still a new strain of COVID In the field of medicine, it has developed and in service Sikarin Hospital is also a part of providing services and prevention.

On 1 October 2022, the government announced the reduction of COVID from a dangerous communicable disease to a surveillance disease means less violence. People have measures to take care of themselves. Both measures promoted by the government, such as wearing a mask, washing hands, spacing, vaccination, etc., which are disseminated and able to control the situation to a certain extent. Currently, it is a common surveillance disease or seasonal disease. After that, Thailand has opened the country. There are many tourists coming in. Since Songkran, people who are infected with COVID have appeared which the hospital

accepts sick people. This mutation of COVID 19 is not a severe mutation and has spread like before. But the symptoms that occur with the patient still appear and there are more complications such as red eyes, high fever, etc., which may require a booster vaccination. Grouping of at-risk people who add children for this COVID situation. The Company has adjusted by adding buildings and medical personnel to take care of patients, the Company has continued to operate and keep an eye out for COVID-19.

The second issue that affects business administration is the war between Russia and Ukraine which has been going on for almost 1 year and still has no tendency to stop therefore must continue to be vigilant. This war is fought between 2 camps, the United States, which is on the NATO side, the other is Russia, which has occupied Ukraine which causes energy impacts and affect the economy. Another war is the trade war between China and the United States. Both wars resulted in the Bank of the United States (FED) raising interest rates to stem inflation which affects Thailand as well. But the economic situation in Thailand remains satisfactory. Not much inflation, the weak Baht is good for tourism and exports. However, this war situation is an international situation and affecting the business administration and economic growth of Thailand.

The third issue is the impact of the first two stories, namely the inflation situation in the United States, European countries and Russia, what is worth following. Today's business is not exclusive to Thailand. But it's a story that picks flowers and shakes the stars is having a worldwide impact.

Even in this economic situation Thailand still has its strengths, namely reserves and inflation that is still under control. The Baht is weak at a level that is likely to gain some benefits and GDP that is expected to grow by 2 - 3%. investment trade and the stability of Thailand is the election that will be held on 14 May 2023. What has changed from the original is this year's election uses two ballot papers: the district ballot paper and party list ballot which originally used 1 card, this year will see that each party has proposed a policy is that there is a campaign of the party and of the district. It is interesting to see which government will be the new government coming to govern the country which will affect the country's economic system.

This year, the Company has driven the business under the model Bio-Circular-Green Economic (BCG) and the company is 1 of 100 companies receiving the “ESG 100 Company” certificate, which is given to companies with outstanding environmental, social and governance performance. (Environmental Social and Governance: ESG) can be considered as building trust in the stock market and to shareholders as well. In addition, the Company has cooperated with the Faculty of Commerce and Accountancy. Chulalongkorn University in establishing Sikarin Academy to develop the Company's personnel and has cooperated with the Faculty of Nursing Chulalongkorn University by the hospital. Sikarin is one of the researchers who research various diseases. In addition, the Company received the outstanding employer award, and the Company was a part in anti-corruption. which is considered a serious disease of our country.

## **Agenda 2 Consider and approve the report of Annual General Meeting of Shareholders for the Year 2022**

The Chairman assigned Mr. Suriyan Kojonroj, Secretary of the meeting, to clarify details about this agenda to the meeting.

Mr. Suriyan Kojonroj, Company Secretary, explained that the Annual General Meeting of Shareholders Year 2022 was held on Monday 18 April 2022. The Company prepared the minutes of the Annual General Meeting of Shareholders for the year 2022 and sent the said minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law. The minutes of the meeting have been published on the Company's website. The details appear in the copies of the minutes of the meeting which were sent in advance to the shareholders together with the invitation letter to this meeting.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the minutes of the Annual General Meeting of Shareholders for the year 2022, which the Board of Director considers that the minutes have been completely and correctly recorded.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on the paper prepared by the Company and the Company's staff will collect question papers from shareholders.

When there were no more questions from the shareholders, the Chairman proposed the Meeting to consider and vote. Mr. Suriyan Kojonroj, Company Secretary, informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** The Meeting considered and resolved to approve the minutes of the Annual General Meeting of Shareholders for the year 2022, held on 18 April 2022, with the unanimous votes of the total votes of the shareholders who attended the meeting and casting their votes as follows:

<b>Shareholder</b>	<b><u>Number (vote)</u></b>	<b><u>Percentage</u></b>
Agree	1,365,317,666	100.0000
Disagree	0	0.0000
Abstain	119,685	-
Voided Card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

Note: In this agenda, there were more shareholders attending the meeting from the beginning of the meeting, 4 shareholders, representing 871,302 shares.

**Agenda 3 To consider and acknowledge the Company's performance report for the year 2022.**

The Chairman explained to the Meeting that the Company has summarized the operation of the Company and significant changes that occurred in the year 2022 in the report of the operation of the Company for the year 2022, details appear in the Annual report that shipped in advance to shareholders together with the invitation letter to this meeting.

The Chairman assigned Mr. Suriyan Kojonroj, Director / Executive Committee / Company Secretary, report the performance of the Company in the year 2022 to the Meeting for acknowledgment.

Mr. Suriyan Kojonroj, the secretary of the meeting informed the meeting that the Company has summarized the Company's operating results and significant changes that occurred in the year 2022, as detailed in the Annual Report 2022 (Form 56-1 One Report) in

which the Company has attached a QR Code for downloading electronic files and has been sent to the shareholders.

Over the past 5 years, the Company has continuously grown its profits by adhering to the working principles of the CAC. The Company is a member of the Private Sector Collective Action Coalition Against Corruption in Thailand. Last year, the Company was selected to be in the ESG 100 Companies and the Company has managed and implemented various energy systems to comply with Net-Zero guidelines. Received the Best Employer 2021 award and established a provident fund last year.

For the year 2022 is one of the tests of the Company. In the first quarter, it was still in the COVID situation. After that, it was the real performance of the Company, which the Company was able to proudly generate profit. In the period before COVID, the Company had an average profit of about 200 million Baht. Last year, after the COVID situation, the Company had a profit of billions for the second year in a row. The operating results for the year 2022 can be summarized as follows.

Consolidated Financial Statement

Unit: million Baht

Transaction	For the year end ended 31 December		Change (increase/ decrease) (%)
	2022	2021	YOY
Revenue from Medical Treatment	5,643.11	6,319.14	(10.70)
EBITDA	1,748.28	2,285.36	(21.92)
Profit for year	1,011.70	1,395.30	(27.49)
Net Profit	17.71	21.88	
Profit per share (Baht)	0.49	0.70	

The Board of Directors deems it appropriate to report the Company's operating results for the year 2022 to the shareholders' meeting for acknowledgment. In this agenda, there was no voting require.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on the paper prepared by the Company and the Company's staff will collect question papers

from shareholders. When no shareholders submitted additional question papers, the Chairman concluded that the meeting acknowledged the Company's operating results in the year 2022.

**Agenda 4 To consider and approve the Report and Financial Statements for the year ended 31 December 2022.**

The Chairman assigned Mr. Suriyan Kojonroj Company Secretary, to clarify the details of the report and financial statements for the year ended 31 December 2022, which has been audited by the auditor of the Company.

Mr. Suriyan Kojonroj Director / Executive Director / Company Secretary explained that in order to comply with the Articles of Association of Article 18 and the Public Limited Company Act 1992 (including amendments), Article 112, which requires the Board of Director to prepare a balance sheet and the income statement at the end of the Company's fiscal year to propose to the Shareholders' meeting in the General Annual Meeting of Shareholder to consideration and approval. The report and financial statements of the Company and its subsidiaries for the accounting period ending 31 December 2022, it has been audited and certified by the Company's auditor and approved by the audit committee which has details appearing in the Annual Report 2022 under the heading of "Financial Statements" that has been delivered in advance to shareholders together with the invitation letter to the Shareholder's meeting (Enclosure No. 2) which can be summarized as follows:

Transaction	Consolidated Financial Statement		Separated Financial Statement	
	2022	2021	2022	2021
Total Assets	8,818.21	8,089.66	7,385.86	6,832.94
Total Liabilities	1,919.82	2,503.45	1,543.02	1,900.86
Shareholder's equity	6,898.39	5,589.21	5,842.84	4,932.08
Total revenue	5,711.25	6,377.34	4,365.69	4,705.59
<b>Profit for the year</b>	<b>1,011.70</b>	<b>1,395.30</b>	<b>720.27</b>	<b>915.47</b>
Comprehensive income for the year	1,708.05	1,396.45	1,322.33	921.99



Transaction	Consolidated Financial Statement		Separated Financial Statement	
	2022	2021	2022	2021
Profit per share (Baht/Share)	0.49	0.70	0.35	0.46

Summary of Financial position as of 31 December 2022

Transaction	Amount (Baht)	Compare to 2021 (Baht)
Current assets	2,229,300,919	decrease 437,392,918
Non-current assets	6,588,909,101	increase 1,165,940,312
<b>Total assets</b>	<b>8,818,210,020</b>	<b>increase 728,547,394</b>
Current liabilities	1,077,737,312	decrease 552,945,890
Non-current liabilities	842,078,677	decrease 30,692,173
<b>Total Liabilities</b>	<b>1,919,815,989</b>	<b>decrease 583,638,063</b>
<b>Shareholder's equity</b>	<b>6,898,394,031</b>	<b>increase 1,312,185,457</b>
<b>Total liabilities and shareholder's equity</b>	<b>8,818,210,020</b>	<b>increase 728,547,394</b>

Consolidated statement of comprehensive income as of 31 December 2022

Transaction	Amount (Baht)	Compare to 2021 (Baht)
Total Revenue	5,711,251,162	decrease 666,088,98
Total Expense	4,382,766,590	decrease 160,238,251
<b>Total Profit for the year</b>	<b>1,023,676,702</b>	<b>decrease 391,928,270</b>
Total Comprehensive Income for the year	1,723,751,187	increase 307,228,426
Profit attributable to the parent company	1,011,704,826	decrease 83,590,944

According to accounting standards, at the end of 5 years, a new valuation of land and buildings is required. As a result, the Company's profit increased by 700,074,485 Baht last year, resulting in a consolidated comprehensive profit for the year of 1,723,751,187 Baht, but the profit added from the valuation of land and buildings will not be included in the net profit, but will be included in the consolidated comprehensive profit according to the accounting standards.

Financial Ratio can be summarized as follow:

Gross Profit Margin	35.93%
EBITDA Margin	31.24%
Net Profit Margin	17.92%

The Board of Directors deems it appropriate for the Annual General Meeting of Shareholders to approve the report and financial statements for the accounting period ending 31 December 2022 which has been audited and certified by the Company's auditor and approved by the audit committee and the Board of Directors of the Company.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on the paper prepared by the Company and the Company's staff will collect question paper from shareholders.

Mr. Wiwat Khusakul, a proxy, asked about the income statement and what the Company that there was a property appraisal of over 700 million Baht, the value of the appraised property compared to the official appraisal price to collect building tax. How much difference is there?

The Chairman invited the auditor from Dharmniti Auditing Company Limited to clarify the shareholders' queries.

An auditor from Dharmniti Auditing Co., Ltd. asked the shareholder whether he had any doubts about the property tax or the tax on the appraisal of assets or not.

Mr. Wiwat Khusakul, a proxy, clarified that he wanted to know what method the appraisers used in the appraisal. The appraised price has increased compared to the official appraisal price announced. How different is it?

Dr. Atirat Charoonsri, Director/ Executive Committee/ Sustainability Committee clarified that the valuation was in accordance with accounting standards. If the auditor would like to clarify the appraisal method Invite the auditor to clarify. But for the assessment of the property

tax is a matter that requires detailed information. Normally, after the meeting, the Company will explain in more detail.

An auditor from Dharmniti Auditing Co., Ltd. clarified that the appraisal of assets would be divided into land appraisals and building assessment. As for the land, it is measured with the market price. Buildings are measured at cost values. As for the tax in the financial statements, it is corporate income tax at a rate of 20% of the increase in value. But not the property tax.

Mr. Wiwat Khusakul, a proxy, inquired about how much the government appraisal value used as a base for land and building tax calculations. What is the difference between the official appraisal price and the appraisal price? If the appraisal prices are very different. It may be the case that you want to borrow money from the bank. Therefore, asked the appraisal company to assess the higher price. But that doesn't mean that the Company does this. The shareholders should want to know how the real assets, when assessed from this way, are different from the official ones.

Mr. Suriyan Kojonroj, the secretary of the meeting, clarified that information in detail or assessment form ask the auditor to explain further to the shareholders after the meeting. However, I would like to inform all shareholders that in the past 5 years, the assets have not deteriorated and the appraisal Company hired by the Company is an appraisal company that has been certified by the SEC. Ask the auditor to clarify later.

The Chairman gave the auditor an opportunity to clarify further about the property tax.

The auditor from Dharmniti Auditing Company Limited additionally clarified that in respect of property tax. The auditor will not have a duty to see how much the property tax is. But the auditor will look at corporate income tax.

Dr. Atirat Charoonsri, Managing Director/ Director of the Executive Committee/ Director of the Sustainability Committee further clarified that as the shareholder inquired about the appraisal price, the Company assessed according to the standards of the SEC Office. As for the asset value, additional clarifications were made after the meeting. But in the beginning, please note that the appraisal company used to say that there is usually a principle used in the

appraisal, but the Company has maintained it well. Therefore, it is one concern that makes the Company's assets have a high value. The Company uses a standard appraisal company. for details on what the current price is Invitation to shareholders to visit the hospital. There will be experts in each area to provide additional information.

Mr. Wiwat Khusakul, proxy said to the meeting that normally, during government service, the appraisal report is sent and will inform how much the asset price is based on appraisal The auditor will likely find in the documents how much the appraisal price is. Is the tax payment correcting according to the assessment form? I just want to know how much difference. Did not accuse the Company of overestimate Shareholders already want their assets to be of great value.

When there were no more questions from the shareholders, the Chairman proposed the Meeting to consider and vote. Mr. Suriyan Kojonroj, Company Secretary, informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** The Meeting considered and resolved to approve the balance sheets and income statements ending 31 December 2022, which has been certified by the Company's auditor and approved by the Audit Committee as proposed with a unanimous vote of the total votes of the shareholders who attended the meeting and casting their votes as follows

<b>Shareholder</b>	<b><u>Number (vote)</u></b>	<b><u>Percentage</u></b>
Agree	1,365,333,066	100.0000
Disagree	0	0.0000
Abstain	104,285	-
Voided Card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

**Agenda 5 To consider and approve the dividend payment from the operating results of the year 2022.**

The Chairman assigned Mr. Suriyan Kojonroj, Company Secretary, to clarifies the details regarding the dividend payment from the operating results of the year 2022.

Mr. Suriyan Kojonroj, Company Secretary, explained to the Annual General Meeting of Shareholders that to comply with Article 25 of the Articles of Association of the Company and Public Limited Companies Act 1992 (including additional amendments) Section 115, which requires that the dividend payment must be approved by the shareholders' meeting. Except for the interim dividend payment which the Board of Directors has the power to approve the payment of dividends and report to the shareholders 'meeting at the next shareholders' meeting. In accordance with the Company's dividend policy, dividends from net profit shall not exceed 70 percent of the Company's net profit after deduction of corporate income tax and legal reserves.

From the operating results and financial position of the Company for the year 2022, the Company has a net profit according to the consolidated financial statements of 1,011,704,826 Baht and net profit according to the separate financial statements of 720,267,458 Baht. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting for approval the allocate the annual net profit in the total amount of 2,057,828,649 shares (total number of shares 2,064,328,649 shares less treasury shares of 6,500,000 shares) at 0.16 Baht per share, representing the dividend not more than 329,252,583.84 Baht which is a ratio of 45.71 % of net profit according to the separate financial statements which is followed the Company's dividend payment policy.

In this regard, the Company has already paid an interim dividend once on 8 September 2022 at the rate of 0.08 Baht per share, representing an amount 164,626,291.92 Baht. Therefore, the remaining dividend will be paid from the performance of the last 6 months of 2022 at the rate of 0.08 Baht per share, total amount not exceeding 164,626,291.92 Baht.

Detail of Dividend Payment		2021	2022 (Proposed year)
Profit for the year of separate financial statements	Baht	915,446,856	720,267,458
Number of paid-up shares	Share	2,057,828,649	2,057,828,649
Dividend per share	Baht: share	0.12	0.16
Dividend paid / net profit	%	26.97	45.71

The Company has already fully paid the 10 percent legal reserve.

The Board of Directors deems it appropriate for the shareholders' meeting to consider approving the dividend payment according to the aforementioned details and determine the list of shareholders who are entitled to receive dividends (Record Date) on 27 April 2023 and the dividend payment date on 10 May 2023. The Company will pay dividends by transferring dividends into shareholders' deposit accounts (e-Dividend), which is a service of the Stock Exchange that will provide more convenience to shareholders. Hence, the shareholders can apply for the e-Dividend service by submitting the application to Thailand Securities Depository Company Limited (TSD) or your broker.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on the paper prepared by the Company and the Company's staff will collect question paper from shareholders.

Mr. Wiwat Khusakul, proxy, said that he would like to suggest about the dividend payment that want the Company maintain dividend levels Dividends will not fluctuate according to the performance. The rest of the Company can keep it as retained earnings or use it for other operations. He believes that many of the shareholders are now retired and will receive money from the provident fund. Sometimes they want returns instead of interest. If the dividend payment is uncertain depending on the performance. Those people may be difficult. Therefore, he would like to propose to the Company for consideration.

The chairman then proposed the meeting to consider and vote. By Mr. Suriyan Kojonroj, Company Secretary, informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** The Annual General Meeting of Shareholder considered and resolved to approve the dividend payment from the operating results of the year 2022 as proposed with a unanimous vote of the total votes of the shareholders who attended the meeting and casting their votes as follows:

Shareholder	Number (vote)	Percentage
Agree	1,365,421,951	99.9988
Disagree	15,400	0.0011
Abstain	0	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

**Agenda 6 To consider the appointment of the Company's auditors and audit fees for the year 2023.**

The Chairman assigned Mr. Suriyan Kojonroj Company Secretary, to clarify the details of the appointment of the auditor of the Company and determine the audit fee for the year 2023.

Mr. Suriyan Kojonroj Director / Executive Director / Company Secretary, explained to the Annual General Meeting of Shareholder that to comply with the Articles of Association of Article 19 and the Public Limited Company Act 1992 (including amendments) Section 120, which stipulates that the Annual General Meeting of Shareholders appoint auditors and determine the audit fees of the Company every year. Together with the announcement of the Capital Market Commission, which requires Listed Companies to have an auditor rotation if any auditors perform their review duties or have audited and commented on the Company's financial statements 7 times, regardless of whether or not which can appoint a new auditor under the same audit firm as the previous auditor. The Company may appoint an auditor who has retired from rotation from the auditor after a period of at least 5 consecutive fiscal years from the date of the expiration of the duties.

The Audit Committee has considered selecting the auditor for the year 2023 by evaluating the independence of the auditor, skills, knowledge and competence of the work team and experience in auditing which is beneficial to the business to be gained and the appropriateness of the audit fee. Therefore, it was deemed appropriate to propose to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders to appoint the Dharmniti Auditing Co., Ltd. is the Company's auditor for the year 2023 as follows:

- (1) Miss Potjanarat Siripipat, registration number 9012 or

(2) Mr. Thanawut Piboonsawat, registration no. 6699 as Auditor for the Company for the year 2023.

By assigning one of the auditors or other auditors approved by the Office of the Securities and Exchange Commission who is an auditor from the Dharmniti Auditing Co., Ltd. is the auditor express an opinion on the financial statements of the Company and sign the audit report. Information about the background and work experience of each auditor appears in Enclosure No. 3 and the audit fee is not more than 1,540,000 Baht, an increase from the year 2022 in the amount of 100,000 Baht.

Dharmniti Auditing Company Limited and the two proposed auditors are the auditors approved by the Office of the Securities and Exchange Commission. And has no relationship and / or no conflict of interest with the Company, subsidiaries, executives, major shareholders, or those related to the said person in any way and is not a shareholder of the Company. Therefore, Dharmniti Auditing Company Limited is independent in the inspection and express an opinion on the financial statements of the Company.

Dharmniti Auditing Company Limited has been selected to be the auditor of two subsidiaries of the Company, namely SKR Management Company Limited and Sikarin Hospital Hat Yai Company Limited. The total audit fee is 1,344,000 Baht and the Board of Directors will ensure that the financial statements can be prepared in time.

The Board of Directors agreed with the proposal of the audit committee and agreed that the Annual General Meeting of shareholders consider appointing Dharmniti Auditing Company Limited by Miss Potjanarat Siripipat, registration number 9012 or Mr. Thanawut Piboonsawat, registration no. 6699 is the Company's auditor for the year 2021 and in the event that the said auditor is unable to perform his duties, Dharmniti Auditing Company Limited procured another office's auditor to audit and express an opinion on the Company's financial statement in place of the said auditor. The annual audit fee for 2023 is 1,540,000 Baht (excluding expenses), an increase from the year 2022 in the amount of 100,000 Baht.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on



the paper prepared by the Company and the Company's staff will collect question papers from shareholders.

Mr. Wiwat Khusakul, a proxy, inquired about the basis used in determining the audit fee. Due to notice that the audit fee increases every year. While this year, KPMG Phoomchai Audit Ltd. reduced audit fees for many companies, for example, some companies brought in AI systems to help reduce their work.

An auditor from Dharmniti Auditing Co., Ltd. clarified that the audit fee would be determined from the Company's accounting records together with the time and the team used. The audit fee increased this year because the Company implemented the new accounting system for full and yearly use and has an increasing number of accounts. For missing COVID-related items but there are other social security items that are on the rise.

When there were no more questions from the shareholders, the Chairman proposed the Meeting to consider and vote. Mr. Suriyan Kojonroj, Director / Executive Committee / Company Secretary, informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** The Annual General Meeting of Shareholder considered and resolved to approve the appointment of the Company's auditor and the audit fees for the year 2023 as proposed with the unanimous votes of the total votes of the shareholders who attended the meeting and casting their votes as follows:

Shareholder	Number (vote)	Percentage
Agree	1,365,316,374	99.9911
Disagree	121,077	0.0088
Abstain	0	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

**Agenda 7 To consider the election of directors in place of those retiring by rotation**

The Chairman assigned Mr. Suriyan Kojonroj, Company Secretary, to clarify the details of the election of directors to replace those who are retired by rotation.

Mr. Suriyan Kojonroj, Company Secretary, explained to the Annual General Meeting of Shareholder that to comply with the Articles of Association, article 9 and the Public Limited Company Act 1992 (including amendments), Article 71, which stipulates that at every annual general meeting 1 out of 3 directors are retired, with the retired directors being re-elected.

The Board of Directors consists of 15 people. Therefore, the 5 retired directors this year are

- |  |  |
|--|--|
| (1) Mr. Seni Chittakasem                 | Chairman of the Board of Director<br>(Independent Director) /Chairman of The<br>Enterprise Risk Management Committee                     |
| (2) Air Chief Marshal Nipat Wuttironarit | Independent Director / Director of the<br>Recruitment Committee  |
| (3) Dr. Vichya Kreangam                  | Independent Director / Director of the<br>Audit Committee / Director of the<br>Compensation / Director of Investment<br>Committee        |
| (4) Mr. Senee Krajangsri                 | Director / Executive Director  |
| (5) Mr. Suriyan Kojonroj                 | Director / Executive Director / Director of<br>the Sustainability Committee / Director<br>of Investment Committee / Company<br>Secretary |

The Company gives shareholders the opportunity to nominate persons who they think are appropriate and do not have prohibited characteristics. To be considered as a director according to the criteria disclosed on the Company's website from 10 January 2023 until 10 February 2023, but no one nominated any names to the Company.

The Nominating Committee (which does not include directors with interests) conducted the process of nominating individual directors according to the criteria and method of recruiting people to be considered as directors. By considering the suitability and qualifications as according to the law on public limited companies, Announcement of the Stock Exchange of Thailand, Announcement of the Office of the Securities and Exchange Commission, and announcements of the Capital Market Supervisory Board. In addition, considering the appropriateness that will be beneficial to the Company's operations combined with the qualifications, knowledge and capabilities, the experience of the directors wants to have a

diverse selection and in line with the Company's business strategy. By using skills analysis, experience, knowledge and expertise of the committee. Therefore, deems appropriate to nominate the following persons for the Board of Director to consider and propose to the Annual General Meeting of Shareholders to consider the election as a director:

The Board of Directors (Excluding directors with interests) have carefully considered the qualifications of the persons nominated to be the individual director. Both the professional skills and specialization that is beneficial to the Company's business including past performance as directors and sub-committees. As well as, having qualifications and not being under any of the prohibitions under the Public Company Act 1992 and the regulations of the Office of the Securities and Exchange Commission and suggestions independently and in accordance with the relevant criteria.

Therefore, the Board of Directors agreed with the opinion of the Nomination Committee 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 terms in total of 5 person and is to appoint a new director to replace the one due to retire by rotation.

In order to allow shareholders to inquire and vote independently, the Chairman invited those nominated for directorship leave the meeting room and assign to assign Police Lieutenant General Jarax Sangtawweep, Vice Chairman is the meeting operator.

Mr. Taweesak Chanapamokho, proxy asked why he had to invite the nominated directors to serve as directors to leave the meeting room?

The Chairman clarified that for transparency and all directors welcomed to leave the meeting room. Then, the directors who were nominated for the position of directors left the meeting room.

Police Lieutenant General Jarax Sangtawweep, Vice Chairman gave an opportunity for the meeting to express their opinions and ask additional questions about this agenda.

When there were no more questions from the shareholders, Chairman proposed the Meeting to consider and vote and also informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** The meeting considered and resolved to approve the election of directors to replace those who retired by rotation by agreeing to appoint 5 former directors who are due to retire by rotation returned to take the position of the Company's director. For another agenda as proposed, unanimous votes of all the votes of the shareholders attending the meeting and casting their votes. The results of the vote counting are as follows:

7.1 Mr. Seni Chittakasem Chairman of the Board of Director  
(Independent Director) /Chairman of The  
Enterprise Risk Management Committee

Shareholder	Number (vote)	Percentage
Agree	1,365,359,059	99.9948
Disagree	70,292	0.0051
Abstain	8,000	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

7.2 Air Chief Marshal Nipat Wuttironarit Independent Director / Director of the  
Recruitment Committee

Shareholder	Number (vote)	Percentage
Agree	1,365,427,959	99.9998
Disagree	1,392	0.0001
Abstain	8,000	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

7.3 Dr. Vichya Kreangam Independent Director / Director of the  
Audit Committee / Director of the  
Compensation / Director of Investment  
Committee

Shareholder	Number (vote)	Percentage
Agree	1,365,427,959	99.9949
Disagree	68,992	0.0050
Abstain	8,000	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

7.4 Mr. Senee Krajangsri Director / Executive Director

Shareholder	Number (vote)	Percentage
Agree	1,365,394,559	99.9974
Disagree	34,792	0.0025
Abstain	8,000	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

7.5 Mr. Suriyan Kojonroj Director / Executive Director / Director of the Sustainability Committee / Director of Investment Committee / Company Secretary

Shareholder	Number (vote)	Percentage
Agree	1,365,427,959	99.9998
Disagree	1,392	0.0001
Abstain	8,000	-
Voided card	0	-
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

While waiting for the results of Agenda 7, Dr. Atirat Charoonsri Director/ Executive Committee/ Sustainability Committee said to the meeting that Thank you to the shareholders who gave advice to the Company. The Company has operated sustainably over the past several years. Many of the shareholders in this meeting have come together for many years would have seen the operation of the hospital all along.

During the outbreak of COVID, the Company has made every effort to meet the needs of patients trying to get patients who come in or other places do not accept, but the Company is willing to accept. Currently, the Company has about 30,000 patients who are members of

the hospital. What has happened is a big change of growth. Covid teaches the Company to adapt, prepare and accept various opportunities. The doctor is not only in the hospital. The community area needs help, ask the Company to provide services to the community. Such advice has made the Company's revenue this year significantly increased. This should be seen in Q1/2022 results. In addition, much of the operations came from shareholder and patient recommendations.

What the Company has been doing for the past 5 years is branding and sustainability. (Sustainability) by considering who the Company is and why patients trust it. 5 years ago, the Company used to survey what customers or patients think about the Company have faith Sikarin must benefit society. And such beliefs come back to generate income for the Company. In addition, with today's technology, the Company needs to be close to patients and communities. Therefore, there is information technology involved.

Sikarin's brand is SIKARIN Way, which people remember is expertise. Have service intentions and good service. The warmth and friendliness that can be felt in the hospital and what the Company is proud of is being alongside society and being dependable. For the shareholders, if you want to remember more easily, you may remember that Sikarin protects, is sincere, and is by everyone's side. These are the fundamentals, ways of thinking and practices of the Company's people. This is the result of operations over the past 10 years. The Company has received JCI standards and received the Best Employer Thailand 2021 award. This award proves that the Company takes good care of its employees, hoping that these things will happen too. In addition, the Company has received the PATHWAY TO EXCELLENCE award from the American Nursing Association in the Company has worked under the CAC guidelines, including being selected in the ESG100.

As for the service, the Company has a systematic care called service design, meaning that the Company designs, monitors and takes care of everyone who comes to use the service in the hospital. As a result, the patient care process is quite good and will make the Company grow continuously.

In the past 2 years, the Company has clearly increased the number of surgeries. And the number of surgeries this year is very high, with the Company earning various figures when the operating results of the 1st quarter of 2023 are completed. What is important is not just the

tools alone. But the information systems were sent to the surgeons and nurses. It is something that the Company has done very well and sent to the medical practitioner to make it faster have service capabilities more care. Shareholders can see that the Company is able to expand the service to more communities.

In addition, the Company has received cooperation from educational institutions Chulalongkorn University by Chulalongkorn Business School has cooperated to educate the Company. About the service to meet the needs of users clearly. In addition, there is information about engineering, that makes the Company can clearly see the information from the service or the patient's information.

Since the Company does ESG, the Company will be trusted by society (sincere) make society trust the price. In terms of communication, maintenance, the most obvious example is A patient who used to treat COVID at the hospital on the day he was in trouble and hospital care. The patient became a patient at a closed hospital or other diseases that are preventive care caused by communication between patients and hospitals.

In terms of the environment, Sikarin Hospital has been responsible for the environment since the establishment of the hospital. Because it needs standards, whether it's water, air, and the current issue of Carbon Footprint this year to be clearer. Many of you may have seen that there is a power plant in the hospital that can generate clean energy. The best thing to do is to take care of internal employees and send it to society including the Thai Institute of Directors Association (IOD), which makes the company gain trust.

In addition, the Company has changed the way of taking care of from the original care during the treatment currently the Company do more if any shareholder has time, please visit the OPD floor 3-4, which is a very fast-growing unit where the company has made a treatment plan for returning patients to their homes. and communicate directly with patients at home. As a result, patients receive better follow-up. In addition, the Company has information of customers and patients that can distinguish what disease and symptoms. This was advised by a good doctor able to always communicate with the nurses in charge. You can always ask about the results of your treatment. From statistics, the number of patients of the hospital is increasing every year.

The Company operates a sustainable hospital management. No matter what kind of crisis, the Company can turn the crisis into an opportunity. This year there is a high probability that it will grow from last year because the Company see the various channels that have already offered information to you on Opportunity Day.

#### **Agenda 8 To consider and approve the Directors' Remuneration of the year 2023.**

The Chairman assigned Mr. Suriyan Kojonroj, Director / Executive Director / Company Secretary, to clarify details about the determination of the remuneration of directors for the year 2022.

Mr. Suriyan Kojonroj, Director / Executive Director / Company Secretary, explained to the Annual General Meeting of Shareholders that to comply with the Public Limited Company Act 1992 (including amendments) Section 90, which prohibits the Company from paying any other property to directors except for compensation under the Company's regulations. In the event that the regulations of the Company are not specified, the payment of remuneration shall be in accordance with the resolution of the shareholders' meeting which consists of votes of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

Compensation Committee considered the criteria for determining remuneration for directors from the operating results, performance authority and responsibility of directors, growth and performance of the Company Business, liquidity and the performance of duties of each director including the compensation limit approved by the Annual General Meeting of Shareholders. By comparing the reference to the business in the same category as the Company or similar. And agreed to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to consider the remuneration of all directors. The entire Board of Directors and all sub-committees in the form of position allowance, meeting allowances, and gratuity, in the total amount of 12,000,000 Baht, which is equal to the year 2022, with the following details:



Director	Year 2023 (Proposed Year)			Year 2022		
	Monetary Remuneration for 2023 (Bath)			Monetary Remuneration for 2022 (Bath)		
	Position Allowance	Meeting Allowance	Pension	Position Allowance	Meeting Allowance	Pension
<b>Board of Directors</b>						
Chairman	-	360,000	✓	-	270,000	✓
Vice Chairman	-	1,080,000	✓	-	810,000	✓
Member	-	3,960,000	✓	-	2,970,000	✓
<b>Audit Committee</b>						
Chairman	-	40,000	✓	-	40,000	✓
Member	-	80,000	✓	-	80,000	✓
<b>Other Sub Committee</b>						
Chairman	-	-	-	-	-	-
Member	-	-	-	-	-	-

However, the remainder after the deduction of the meeting allowance for the year 2023 is authorized by the Chairman of the Board of Directors to consider paying other remuneration, but the total does not exceed 12,000,000 Baht.

The Board of Directors deems appropriate according to the opinion of the Remuneration Committee. Propose to the shareholders' meeting to consider the remuneration for all committees. both the Board of Directors and all sub-committees for the year 2023 in the form of meeting allowances and gratuities in the amount of 12,000,000 Baht as proposed.

The Chairman gave an opportunity for the Meeting to express opinions and ask questions about this agenda. The shareholders were requested to specify questions or comments on the paper prepared by the Company and the Company's staff will collect question papers from shareholders.

Mr. Wiwat Khusakul, a proxy, asked if the Vice Chairman How many people because the total amount of remuneration is greater than the remuneration of the chairman and how many members of the audit committee, please clarify the number of people.

Mr. Suriyan Kojonroj, the secretary of the meeting, clarified that the Company had 1 chairman, 3 vice-chairmen and 11 directors. For the Audit Committee, there is 1 chairman of the Audit Committee and 2 members of the Audit Committee. But in the slides presented at the meeting, the number of people was already indicated.

When there were no more questions from the shareholders, the Chairman proposed the Meeting to consider and vote. Mr. Suriyan Kojonroj, Director / Executive Committee / Company Secretary, informed the meeting that this agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

**Resolution** The Annual General Meeting of Shareholders considered and resolved to approve the remuneration of the directors for the year 2023 as proposed with a vote of not less than 2 in 3 of the total votes of the shareholders who attended the meeting as follows.

Shareholder	Number (vote)	Percentage
Agree	1,365,435,959	99.9998
Disagree	1,392	0.0001
Abstain	0	0.0000
Voided card	0	0.0000
<b>Total</b>	<b>1,365,437,351</b>	<b>100.0000</b>

#### **Agenda 9 Other matter (if any)**

The Chairman explained to the shareholders' meeting that The Public Company Act B.E. 2535 stipulates that when the meeting has considered the agenda as specified in the notice of the meeting, Shareholders, having a total of not less than 1/3 of the total issued shares, may request the meeting to consider other matters other than those specified in the meeting notice.

The Chairman asked if any shareholders would like the meeting to consider matters other than those specified in the meeting notice.

No one proposed any other matter for consideration.

The Chairman therefore allowed the shareholders to express comments or make additional inquiries.

Mr. Therdsak Wangset, a shareholder, asked about how Open AI would affect hospitals. Will it be an opportunity or a risk to the Company and how will the Company take advantage?

Mr. Suriyan Kojonroj, the secretary of the meeting, clarified that the use of information systems to process or pulling up the database, the Company operates everything in accordance with the relevant laws (PDPA), so there is no need to worry about information. As for the use of AI for analysis, it is linked to health care. If anyone has a test result and is in a hospital with high expertise It can be seen that the analysis and treatment will be more standardized. Which is beneficial to the patient or that customer, the company uses a system to assess what diseases you are at risk for. for patients to access the right care or to minimize future risks for patients.

Mr. Therdsak Wangset, a shareholder, asked about the details of how Sikain Connect would enhance the potential of the Company.

Mr. Suriyan Kojonroj, the secretary of the meeting, explained that Sikain Connect's main mission was health promotion. For various health checkups, the hospital will evaluate the annual health checkup for the Company to see which employees are at risk of suffering from diseases such as sugar, fat and blood pressure values that exceed the standard and bring that employee in for treatment before birth illness It is a proactive work with contract partners.

Mr. Therdsak Wangset, a shareholder, asked what the expectation from Sikarin Hatyai's operations from the opening of the country was and increasing the number of Malaysian tourists.

Mr. Suriyan Kojonroj, the secretary of the meeting, clarified that according to the policy of the Board of Directors, the Company developed the medical potential of Sikarin Hat Yai to treat difficult diseases that can be redundant. The main mission is to take care of all southern southern customers. For tourists who come all branches of Sikarin Hospital are assessed in this area. Currently, the main customer base is domestic, but the Company does not refuse to treat foreign customers who come to Thailand. Currently the Company is pending information. If there is a customer coming in, the Company will treat them according to the

rights of the customer. The Company places importance on developing the medical potential of Sikarin Hat Yai to be able to take care of all customers in the southern south.


Mr. Wiwat Khusakul, proxy would like to commend all the management and director for doing very well, especially according to the information presented by Dr. Atirat Charoonsri and agreeing with the Company. Bringing services out to various factories. In addition, we recommend the following.

- (1) Considering the number of directors' remuneration, it was found that the Chairman of the Board of Directors and all directors received the same rate of compensation. Why do you have to make a complicated table of numbers? Even though the numbers per person are all the same. So let's present the numbers simply.
- (2) Sending documents in QR Code format causes users to view information via mobile phone, which is difficult, especially financial statements that need to be viewed in notes at the end of the financial statements.
- (3) In the part asking about the auditor's remuneration, from looking at the information of many companies, it is seen that the audit fee has started to decrease because of the use of AI or good information systems. make it possible to reduce work?

The Chairman thanked the compliments and received suggestions for further consideration.

As there were no further questions from the shareholders, the Chairman thanked everyone for taking the time to attend the meeting and provide advice and proposals that are beneficial to the Company and thank you for supporting the activities of the Company consistently, the chairman then closed the Annual General Meeting of Shareholders for the year 2023.

The meeting was closed at 11.00 am.

Sign  ..... Chairman of the meeting  
(Mr.Seni Chittakasem)

Sign  ..... Meeting recorder.  
(Mr. Suriyan Kojonroj)  
Company Secretary

## Profile of Proposed Auditors



**Name** Miss Potjanarat Siripipat **Age** 44 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 Bachelor's 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:**

6 Times/2018,2019, 2020,2021,2022, and 2023

**Shareholding structure in the Company:**

-None-

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

-None-

## Profile of Proposed Auditors



**Name** Mr.Thanawut Piboonsawat **Age** 52 **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 From 21 May 2009 – 8 Mar 2024

2002 Certificate of Skill of Leadership, Thailand Productivity Institute

1997 Graduate Diploma in Auditing, Chulalongkorn University

1992 Bachelor's Degree in Accounting, RamKhamhaeng University

### Training

- Successively Seminar on Accounting and Auditing

### Work experience

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

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

5 Times / 2019, 2020,2021,2022, and 2023

### Shareholding structure in the Company:

-None-

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

-None-

## Profile of Proposed Auditors



**Name** Miss Roongnapha Saengchan **Age** 43 Years

**Certified Public Accountant (Thailand) No.** 10142

**Company** Dharmniti Auditing Co., Ltd

**Current Position** Senior Manager

### Education

2018 Auditor which SEC approves from 30 January 2023 – 29 January 2028

2016 Master of Science (M.Sc.) finance Thammasat University

2009 Certified Public Accountant Registration No. 10142

2003 Bachelor of Accountancy (B.Sc.) Thammasat University

### Training

- Seminar on accounting and auditing continuously

### Work experience

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

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

Not be a signatory to the Company's financial statements.

### Shareholding structure in the Company:

-None-

### Interests other than provision of audit service to the Company/ subsidiaries/ associate:

juristic persons which may lead to conflicts and thwart independence:

-None-

## Profile of nominees for election as directors of the Company



**Name-Lastname** Mr. Sanya Sarayudh **Age** 82 years old.

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

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

**Recruitment criteria and procedures:**

Existing directors of the Company which the Board of Directors has considered suitability in terms of qualifications, knowledge, competence and experience of directors who have completed their term of office are deemed to be qualified under the Public Limited Companies Act and do not have prohibited characteristics from being appointed as directors in accordance with the rules of the Securities and Exchange Commission and relevant government agencies.

**Education:**

- Master of Economics, Pittsburg State University, USA,
- Bachelor of Economics, Poona University, India

**Relevant Training:**

- Director Accreditation Program (DAP), Batch 15/2004, Thai Institute of Directors Association (IOD)

**Work Experiences:**

- |                |  |
|----------------|--|
| 2003 - Present | Vice Chairman and Executive Director, Sikarin Public Company Limited                               |
| 2000 - 2002    | Diplomat (Commercial), the United Kingdom, Department of Export Promotion,<br>Ministry of Commerce |



1997 - 2000	Diplomat (Commercial), Germany, Department of Export Promotion, Ministry of Commerce
1995 -1997	Diplomat Advisor (Commercial), Greek, Department of Export Promotior Ministry of Commerce
1993 -1995	Diplomat Advisor (Commercial), the United Kingdom, Department of Exp Promotion, Ministry of Commerce
1990-1993	Diplomat Advisor (Commercial), Germany, Department of Export Promotion, Ministry of Commerce
1988-1990	Diplomat Advisor (Commercial), India, Department of Export Promotion, Ministry of Commerce

#### **Record of Directorship of Sikarin Public Company Limited**

<b>Position</b>	<b>Director Position</b>	Vice Chairman
	<b>Management Position</b>	Executive Director
<b>No. of years as Director of the Company</b>	21 years (from 2003 to present)	
<b>No. of SKR Shareholding</b>	0.06% of paid-up capital (as of 27 December 2023)	
<b>No. of Meeting attendance in 2023</b>	Board of Directors Meeting 12/12 times Executive Committee meetings 12/12 times	
<b>Legal Dispute</b>	No legal dispute during the past 5 years	
<b>Illegal record in the past 5 years.</b>	None	

#### **Position in other Companies.**

- **Position in another Listed Company**
  - None -
- **Position in other Organization (Non-listed Company)**
  - None -
- **Positions in other businesses that may cause conflicts of interest to the**

#### **Company**

- None -

**Family relationship with management committee or major shareholders of SKR or its affiliates**

- None -

Relationship with the Company / Subsidiary / Associate or legal entities that may have conflicts at present.

- None -

Business relationships with the company in such a way that may affect his independence.

- None -

## Profile of nominees for election as directors of the Company



**Name-Lastname** Dr. Atirat Charoonsri **Age** 66 years old.

**Current position in the Company:** Director, Managing Director, and Director of Sustainability Committee

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

**Recruitment criteria and procedures:**

Existing directors of the Company which the Board of Directors has considered suitability in terms of qualifications, knowledge, competence and experience of directors who have completed their term of office are deemed to be qualified under the Public Limited Companies Act and do not have prohibited characteristics from being appointed as directors in accordance with the rules of the Securities and Exchange Commission and relevant government agencies.

**Education:**

- Master of Management (MM46), Sasin Institute, Chulalongkorn University,
- Certificate, Orthopedic Surgery Specialist, Siriraj Hospital, Faculty of Medicine, Mahidol University,
- Bachelor of Medicine, Prince of Songkla University

**Relevant Training:**

- National Defense Program (NDC), Batch 5121, Thailand National Defense College
- Corporate Governance Report of Thai Listed Companies Program,
- Director Certification Program (DCP), Batch 50/2004, Thai Institute of Directors Association (IOD),

- Director Accreditation Program (DAP), Batch 15/2004, Thai Institute of Directors Association (IOD),
- Mini MBA Program, Thammasat University

**Work Experiences:**

2022 - Present	Director of Sustainability Committee
2002 - Present	Director and Executive Director, Sikarin Public Company Limited
2002 - Present	Managing Director, Sikarin Public Company Limited
2006 - 2008	Director, Metropolitan Waterworks Authority
1997 - 2002	Managing Director, Sikarin Hat Yai Hospital Company Limited
1988 - 1997	Orthopedic Surgeon, Hat Yai ai Hospital

**Record of Directorship of Sikarin Public Company Limited**

<b>Position</b>	<b>Director Position</b>	- Director and Director of Sustainability Committee
	<b>Management Position</b>	- Managing Director
<b>No. of years as Director of the Company</b>		22 years (from 2002 to present)
<b>No. of SKR Shareholding</b>		11.16% including spouse and minor children (if any) of paid-up capital (as of 27 December 2023)
<b>No. of Meeting attendance in 2023</b>		Board of Directors Meeting 12/12 times Executive Committee meetings 12/12 times Sustainability Committee Meeting 2/2 times
<b>Legal Dispute</b>		No legal dispute during the past 5 years
<b>Illegal record in the past 5 years.</b>		None

**Position in other Companies**

- **Position in another Listed Company**
  - None -
- **Position in other Organization (Non-listed Company)**
  - None -
- **Positions in other businesses that may cause conflicts of interest to the**

**Company**

- None -

Family relationship with management committee or major shareholders of SKR or its affiliates

- None -

Relationship with the Company / Subsidiary / Associate or legal entities that may have conflicts at present.

- None -

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

- None -

## Profile of nominees for election as directors of the Company



**Name-Lastname** Mr. Jarun Wiwatjesadawut **Age** 60 years old

**Current position in the Company:** Director and Chairman of the Recruitment Committee

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

**Recruitment criteria and procedures:**

Existing directors of the Company which the Board of Directors has considered suitability in terms of qualifications, knowledge, competence and experience of directors who have completed their term of office are deemed to be qualified under the Public Limited Companies Act and do not have prohibited characteristics from being appointed as directors in accordance with the rules of the Securities and Exchange Commission and relevant government agencies.

**Education:**

- Bachelor of Political Science, Chulalongkorn University

**Relevant Training:**

- Energy College Curriculum, Batch 14/2562
- Diploma, Good Governance for Medical Executives, Batch 3,
- Diploma, National Defense College, The Joint State - Private Sector Course, Batch 26/2556,
- Program Management Security Advanced version 4 from the Association of National Defence College, Batch 3,
- Senior Executives on Criminal Justice Administration, Batch15/2010,
- Capital Market Academy Leadership Program (CMA), Batch 9/2009,
- Director Certification Program (DCP), Batch 98/2008, Thai Institute of Directors Association (IOD),

- Director Accreditation Program (DAP), Batch 9/2004, Thai Institute of Directors Association (IOD),
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Batch 13

#### **Work Experiences:**

2021 - Present	Subcommittee on Budgeting and Investment Management Compensation Fund
2021 - Present	Director, Thai-Cambodian Friendship Association
2021 - Present	Independent Director, Global Green Chemicals Public Company Limited
2021 - Present	Expert Committee Member, Mahasarakham University Council
2022 - Present	Member of the Srinakharinwirot University Council
2016 - Present	Director, Park Foundation HRH the Princess Royal Mother minister
2002 - Present	Director and Director of the Recruitment Committee, Sikarin Public Company Limited
1994 - Present	Chairman of the Executive Committee, JRW Utility Public Company Limited
2018 - 2020	Director, Metropolitan Electricity Authority
1999 - 2020	Director, Santi Green Pack Company Limited
2008 - 2009	Director, Metropolitan Waterworks Authority
2006 - 2008	Director, Metropolitan Electricity Authority
2006 - 2008	Director, Wastewater Management Authority
2003 - 2004	Specialist, House Representatives
2001 - 2007	Specialist, House's Energy Committee

#### **Record of Directorship of Sikarin Public Company Limited**

<b>Position</b>	<b>Director Position</b>	- Director and Chairman of the Recruitment Committee
	<b>Management Position</b>	- None
<b>No. of years as Director of the Company</b>		22 years (from 2002 to present)
<b>No. of SKR Shareholding</b>		1.18% including spouse and minor children (if any) of paid-up capital (as of 27 December 2023)
<b>No. of Meeting attendance in 2023</b>		Board of Directors Meeting 12/12 times

	Nomination Committee 2/2 times
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Illegal record in the past 5 years.</b>	None

**Position in other Companies**

- **Position in another Listed Company**

- 1.) Chief Executive Officer, J.R.W. Utility Public Company Limited
2. Independent Director, Global Green Chemical Public Company Limited

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

- None -

- **Positions in other businesses that may cause conflicts of interest to the**

**Company**

- None -

**Family relationship with management committee or major shareholders of SKR or its affiliates**

- None -

**Relationship with the Company / Subsidiary / Associate or legal entities that may have conflicts at present.**

- None -

**Business relationships with company in such a way that may affect his independence.**

- None -



## Profile of nominees for election as directors of the Company



**Name-Lastname** Mr. Sucheep Boonveera **Age** 64 years old

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

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

**Recruitment criteria and procedures:**

Existing directors of the Company which the Board of Directors has considered suitability in terms of qualifications, knowledge, competence and experience of directors who have completed their term of office are deemed to be qualified under the Public Limited Companies Act and do not have prohibited characteristics from being appointed as directors in accordance with the rules of the Securities and Exchange Commission and relevant government agencies.

**Education:**

- Master of Public Administration Program, National Institute of Development Administration,
- Bachelor of Administration, Sukhothai Thammathirat Open University.

**Relevant Training:**

- Director Accreditation Program (DAP), Batch 112/2014, Thai Institute of Directors Association (IOD)

**Work Experiences:**

2014 - Present	Chairman, SKR Management Company Limited
2012 - Present	Director and Executive Director, Sikarin Public Company Limited
1987 - 2012	SME Business Sale Agent Division 2, Kasikorn Bank

## Record of Directorship of Sikarin Public Company Limited

<b>Position</b>	<b>Director Position</b>	- Director
	<b>Management Position</b>	- Executive Director
<b>No. of years as Director of the Company</b>		12 years (from 2012 to present)
<b>No. of SKR Shareholding</b>		0.22% including spouse and minor children (if any) of paid-up registered capital (as of 27 December 2023)
<b>No. of Meeting attendance in 2023</b>		Board of Directors Meeting 12/12 times Executive Committee Meetings 12/12 times
<b>Legal Dispute</b>		No legal dispute during the past 5 years
<b>Illegal record in the past 5 years.</b>		None
<b>Position in other Companies.</b>		
	- <b>Position in another Listed Company</b>	
	- None -	
	- <b>Position in other Organization (Non-listed Company)</b>	
	1. Chairman of the Board, SKR Management Company Limited	
	2. Directors, Sikarin Hospital Hat Yai Company Limited	
	- <b>Positions in other businesses that may cause conflicts of interest to the Company</b>	
	- None -	
<b>Family relationship with management committee or major shareholders of SKR or its affiliates</b>		
	- None -	
<b>Relationship with the Company / Subsidiary / Associate or legal entities that may have conflicts at present.</b>		
	- None -	
<b>Business relationships with company in such a way that may affect his independence.</b>		
	- None -	

## Profile of nominees for election as directors of the Company



**Name-Lastname** Mr. Chaisith Viriyamettakul **Age** 74 years old.

**Current position in the Company:** Director and Director of Risk Management Committee

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

**Recruitment criteria and procedures:**

Existing directors of the Company which the Board of Directors has considered suitability in terms of qualifications, knowledge, competence and experience of directors who have completed their term of office are deemed to be qualified under the Public Limited Companies Act and do not have prohibited characteristics from being appointed as directors in accordance with the rules of the Securities and Exchange Commission and relevant government agencies.

**Education:**

- Bachelor of Engineering, Chulalongkorn University Class of 1968

**Relevant Training:**

- Diploma, National Defense College, The Joint State - Private Sector Course, Batch 44/2014
- Capital Market Academy Leadership Program (CMA), Batch 15
- Director Accreditation Program (DAP), Batch 20/2004, Thai Institute of Directors Association (IOD),
- Risk Management Program for Corporate Leaders Course,
- Increasing Your Corporate Value Through Effective Communication Course,
- City Leaders Program, Class 3, Nawamintrathirat University

**Work Experiences:**

2019 - Present	Chairman and Chairman of the Executive Committee, Green Resources Company Limited
2017 - Present	Director of Risk Management Committee, Sikarin Public Company Limited
2016 - Present	Director, Sikarin Public Company Limited
2013 - Present	Director, Sinphaet Company Limited
2013 - Present	Director, Tippayabadin Company Limited
2012 - Present	Director, Legacy Golf (Thailand) Company Limited
2008 - Present	Vice Chairman, Chaopraya Hospital Public Company Limited
2004 - Present	Director, Dynastyceramic Company Limited
2004 - Present	Director, Seriruk Hospital Company Limited
2003 - Present	Chairman of Executive Committee, Vibhavadi Hospital Public Company Limited
2002 - Present	Director, Chiangmai Ram Medical Business Public Company Limited
1998 - Present	Director and Executive Director, Vibha Ram Company Limited
1983 - Present	Chairman, Taparak Development Company Limited

#### **Record of Directorship of Sikarin Public Company Limited**

<b>Position</b>	<b>Director Position</b>	- Director
	<b>Management Position</b>	- None
<b>No. of years as Director of the Company</b>	7 years (from 2017 to present)	
<b>No. of SKR Shareholding</b>	0.22% including spouse and minor children (if any) of paid-up registered capital (as of 27 December 2023)	
<b>No. of Meeting attendance in 2023</b>	Board of Directors Meeting 12/12 times Risk Management Committee Meeting 4/4 times	
<b>Legal Dispute</b>	No legal dispute during the past 5 years	
<b>Illegal record in the past 5 years.</b>	None	

#### **Position in other Companies.**

- **Position in another Listed Company** There are 3 locations:

1. Chairman and Chief Executive Officer, Green Resources Public Company Limited
2. Director and Chairman of the Executive Committee, Vibhavadi Hospital Public Company Limited
3. Director, Dynasty Ceramic Public Company Limited

- **Position in other Organization (Non-listed Company)** The 8 locations are:

1. Director, Sinphaet Company Limited
2. Director, Tippyabadin Company Limited
3. Director, Legacy Golf (Thailand) Company Limited
4. Vice Chairman, Chaopraya Hospital Public Company Limited
5. Director, Seriruk Hospital Company Limited
6. Director and Executive Director, Vibha Ram Company Limited
7. Chairman, Taparak Development Company Limited

- **Positions in other businesses that may cause conflicts of interest to the Company**

- None -

**Family relationship with management committee or major shareholders of SKR or its affiliates**

- None -

**Relationship with the Company / Subsidiary / Associate or legal entities that may have conflicts at present.**

- None -

**Business relationships with company in such a way that may affect his independence.**

- None -

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 2024 on Wednesday, 24 April 2024 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)

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

Date \_\_\_\_\_

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

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

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

1. 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 2024 on Wednesday, 24 April 2024 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: Topic 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 minute of the Annual General Meeting of Shareholders for the year 2023.

(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 operating results for the year 2023.

(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 reports and financial statements for the year ended 31 December 2023.

(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 payment of dividend from the operating results for the year 2023.

(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 2024.

(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 electing company directors to replace those who retire by rotation

(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. Sanya Sarayudh

Approve  Disapprove  abstain

7.2 Director's name Dr. Atirat Charoonsri

Approve  Disapprove  abstain

7.3 Director's name Mr. Sucheep Boonveera

Approve  Disapprove  abstain

7.4 Director's name Mr. Jarun Wiwatjesadawut

Approve  Disapprove  abstain

7.5 Director's name Mr. Chaisith Viriyamettakul

Approve  Disapprove  abstain



Agenda 8: To consider and approve the Directors' Remuneration for the year 2024.

(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 Shareholder who wishes to give a proxy must authorized only one proxy to attend and vote in the meeting. Dividing 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 nominated 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 2024 on Wednesday, 24 April 2024 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 \_\_\_\_\_ : Appointment 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 \_\_\_\_\_:

respects.

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

(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 2024 on Wednesday, 24 April 2024 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 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

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

Agenda 1: Topic 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 minute of the Annual General Meeting of Shareholders for the year 2023.

(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 operating results for the year 2023.

(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 reports and financial statements for the year ended 31 December 2023.

(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 payment of dividend from the operating results for the year 2023.

(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 2024.

(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 electing company directors to replace those who retire by rotation.

(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. Sanya Sarayudh

Approve  Disapprove  abstain

7.2 Director's name Dr. Atirat Charoonsri

Approve  Disapprove  abstain

7.3 Director's name Mr. Sucheep Boonveera

Approve  Disapprove  abstain

7.4 Director's name Mr. Jarun Wiwatjesadawut

Approve  Disapprove  abstain

7.5 Director's name Mr. Chaisith Viriyamettakul

Approve  Disapprove  abstain

Agenda 8: To consider and approve the Directors' Remuneration for the year 2024.

(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



(6) 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.

(7) 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.

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 2024 on Wednesday, 24 April 2024 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 \_\_\_\_\_: Director Appointment

(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

Information of independent directors who are proxies

**1. Mr. Pramuanchai Taweeseedt**

**Age** 67 year old  
**Position** Director / Chairman of Audit Committee  
**Address** 333/343 Soi Prachachuen 10 (Garden City Lagoon Village)  
Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210  
**Conflict of Interest in** None  
**Agenda proposed in the**  
**shareholders' meeting**

**2. Mr. Kasidit Ajanant**

**Age** 43 year old  
**Position** Independent Director / Director of Audit Committee  
**Address** 39 Soi Suksawat 23, Bang Pakok Subdistrict, Rat Burana District  
Bangkok 10140  
**Conflict of Interest in** None  
**Agenda proposed in the**  
**shareholders' meeting**

## 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 20.00 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 2.00 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

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

**Registration**

Registration for the Annual General Meeting of Shareholders for the year 2024 of Sikarin Public Company Limited (“the Company”), the Company will open for registration from 7:00 a.m. on Wednesday, 24 April 2024 at the meeting place specified in the meeting invitation letter. And will proceed to register with a barcode system (Barcode), so for the convenience of registration. Shareholders and proxies present at the meeting, please bring the meeting invitation letter, registration certificate and proxy form to ensure the shareholders' meeting of the Company. It was transparent, fair, and beneficial to the shareholders. And evidence showing being a shareholder or a representative of the shareholders entitled to attend the meeting for the shareholders to adhere to further, the Company would like to inform the shareholders as follows:

**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:**

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

b. 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

c. 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 Taweeseedt   Age 67 years**  
333/343 Soi Prachachuen 10 (Garden City Lagoon Village) Thung Song  
Hong Subdistrict, Lak Si District, Bangkok 10210
- **Mr. Kasidit Ajanant       Age 43 years**  
39 Soi Suksawat 23, Bang Pakok Subdistrict, Rat Burana District Bangkok  
10140

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 2024** or at least 30 minutes before the meeting.

Shareholders are not allowed to allocate shares to several Proxies 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.

**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 disagrees 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



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

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

Question forms for the Annual General Meeting of Shareholders for year 2024.

I (Mr. / Mrs. / Miss / Others)

Name.....Surname.....

Phone: .....Email:.....

As a shareholder of Sikarin Public Company Limited, would like to send questions regarding the agenda of the Annual General Meeting of Shareholders for the year 2024 of the Company as follows:

**Agenda 1 Topic report by the Chairman**

.....  
.....  
.....

**Agenda 2 To consider and approve the minute of the Annual General Meeting of Shareholders for the year 2023.**

.....  
.....  
.....

**Agenda 3 To acknowledge the Company's operating results for the year 2023.**

.....  
.....  
.....

**Agenda 4 To consider and approve reports and financial statements for the year ended 31 December 2023.**

.....  
.....  
.....

**Agenda 5 To consider and approve the payment of dividend from the operating results for the year 2023.**

.....  
.....  
.....

Agenda 6 To consider and approve the appointment of an auditor and auditing fees in 2024.

.....  
.....  
.....

Agenda 7 To consider electing company directors to replace those who retire by rotation.

.....  
.....  
.....

Agenda 8 To consider and approve the Directors' Remuneration of the year 2024.

.....  
.....  
.....

Agenda 9 To transact other matters (if any)

.....  
.....  
.....

Shareholders can submit questions in advance of the Annual General Meeting of Shareholders for the year 2024 from 22 March - 19 April 2023 by sending any questions in advance by email. [ir.sikarin@sikarin.com](mailto:ir.sikarin@sikarin.com) or send documents to the Company Secretary Office, Sikarin Public Company Limited, No. 976, Lasalle Road, Bangna Tai Subdistrict, Bangna District, Bangkok 10260.