

Criteria for Shareholders to Propose Annual General Meeting Agenda for the Year No. 1/2025

**1. Objective**

Nonthavej Hospital Public Company Limited realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholders to receive equitable treatment. The Company therefore gives the opportunity for shareholders to participate in proposing an issue which is deemed important and appropriate for incorporation as an agenda in the Company's annual general meeting (AGM) for the Year No.1/2025, and to be able to propose a candidate with appropriate knowledge, abilities and qualifications to be considered for the position of the Company's director. The issue should be proposed in advance before the AGM is held so that the Board of Directors will have sufficient time to consider and prepare to incorporate such proposed issue as an agenda in the AGM.

**2. Criteria and Guidelines in Proposing AGM Agenda**

2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by NTV and have been continuous shareholders for at least 1 Year as at the date of proposal submission.

2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Agenda Proposal Form for the year No.1/2025 of Shareholder of NTV and submit required documents and evidences to the Company Secretary of E-mail address at [ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or [kingkamol.w@nonthavej.co.th](mailto:kingkamol.w@nonthavej.co.th) from 1 October – 31 December, 2024 to allow sufficient time for the Nomination and Remuneration Committee to consider and make proposal to the Board of Directors.

Shareholders may unofficially fax those documents to 66-2596-7925

If many shareholders have unified to propose the agenda, each of them must complete the "Agenda Proposal form for the Year No.1/2025 Annual General Meeting of Shareholders of NTV " and sign their names as evidence and send them altogether as one set.

2.3 Criteria for the Agenda Proposals that will not be accepted.

2.3.1 Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E.2551 (Amended)"

2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

2.3.3 Matters that the Company has already implemented

2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons

2.4 In the case that the Board of Directors approves the proposed matters, NTV will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

2.5 In the case that the Board of Directors denies the proposed matters, NTV will provide rationales in the notice of the shareholders meeting. In the case that the shareholders meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the matters will be included in the agenda for the next shareholders meeting.

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\* Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E.2551 (Amended) are as follows.

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

### 3. The Nomination of the Director

3.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at date proposing the candidate.

3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the "Director Nomination Form for the year No.1/2025 Annual General Meeting of Shareholders of NTV" and submit required documents and evidence to Company Secretary via E-mail address :

[ir@nonthavej.co.th](mailto:ir@nonthavej.co.th) or [kingkamol.w@nonthavej.co.th](mailto:kingkamol.w@nonthavej.co.th) from October 1 – December 31,2024. The

Nomination and Remuneration Committee will deliberate on shareholders' candidates together with other candidates before passing to the Board of Directors for their consideration.

Shareholders may unofficially fax those documents to 66-2596-7925.

3.3 If many shareholder have unified to propose the candidate, each of them must complete the "Director Nomination Form for the year 1/2025 Annual General Meeting of Shareholders of NTV" and sign their names as evidence and consolidate all the forms into one set.

3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics.

3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the good governance principles of the Company;

3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;

3.4.3 Should not serve as directors of more than four other listed companies which listed in the Stock Exchange of Thailand.

3.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.



Agenda Proposal Form

For the Year 1/2025 Annual General Meeting of Shareholder of NTV

(1) I am (Mr./ Mrs./ Miss).....being the shareholder of the Nonthavej Hospital Public Company Limited, holding .....shares or totaling.....percent of all the voting shares as of ....., residing at .....Road.....Sub-district..... District..... Province.....Telephone Number..... Facsimile Number..... E-mail address (if any).....

(2) I am (Mr./ Mrs./ Miss).....being the shareholder of the Nonthavej Hospital Public Company Limited, holding .....shares or totaling.....percent of all the voting shares as of ....., residing at .....Road.....Sub-district..... District..... Province.....Telephone Number..... Facsimile Number..... E-mail address (if any).....

The total number of shares held is ....., amounting to .....percent of all the voting shares.

I would like to propose the agenda of the year No.1/2025 Annual General Meeting of Shareholders as follows: Proposed Matter: .....

Objective : ( ) For consideration ( ) For acknowledgement ( ) For approval

Reasons and details:

.....  
.....

And have the documents supporting the above proposal ..... pages in total.

I certify that all information in this form, the evidence of shares holding and other supporting documents are correct. I (all of us) also certify that the total number of shares held (jointly) by me (all of us) is not less than five percent of all the voting shares, which is in accordance with Section 89/28 of the Securities and Exchange Act (No 4) B.E.2551 (Amended) I hereby affix my signature as evidence below.

Signed by .....Shareholder (1)\* Signed by ..... Shareholder (2)\*

(.....)

(.....)

Date.....

Date.....

\*All shareholders who propose agenda above shall signed their names in the Consent Letter for Personal Data Processing attached in this form

Agenda Proposal Form for Annual General Meeting for the Year No.1/2025 <sup>1</sup>

Nonthavej Hospital Public Company Limited

(Please complete the entire form)

1. Date \_\_\_\_\_

2. General Information

First – Last Name (Mr., Mrs., Miss) / Company \_\_\_\_\_

In case of company, please specify contact person \_\_\_\_\_

Current contact address:

No. \_\_\_\_\_ Village/ Building \_\_\_\_\_

Moo \_\_\_\_\_ Soi / Lane \_\_\_\_\_

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

District \_\_\_\_\_ City \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

Email \_\_\_\_\_

Address outside of Thailand (In case of non-residents, please also specify contact details in your country) \_\_\_\_\_  
\_\_\_\_\_

3. Number of shares held \_\_\_\_\_ shares

4. Proposed agenda:

4.1. General agenda

Agenda name \_\_\_\_\_

Objective  For consideration  For acknowledgement

Supporting details and reasons \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Supporting documents attached

No supporting documents

<sup>1</sup> In case that the agenda is proposed by a group of shareholders, every shareholder must fill out and sign a form and collectively send the forms as one set

4.2. Agenda proposing a candidate to be considered for the position of Company's director

Details on candidate:

First – last name \_\_\_\_\_

Nationality \_\_\_\_\_

Date of birth \_\_\_\_\_

Address \_\_\_\_\_

Present position / Company \_\_\_\_\_

Education

Year	Institution
_____	_____
_____	_____

Training with Thai Institute of Directors

None       Yes; list of training courses \_\_\_\_\_

Work experience (last 5 years)

Year	Position / Company / Unit
_____	_____
_____	_____
_____	_____
_____	_____

Shareholding in Nonthavej Hospital Public Company Limited

None       Yes; number of shares held : \_\_\_\_\_ shares

(including related persons which are spouses and minor children)

5. Documents which shareholders must attach with the Agenda Proposal Form

5.1. Evidence of shareholding by every shareholders, such as certification letter of number of shares held issued by securities companies or documents issued by the Thailand Security Depository Co. Ltd., the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

Documents attached       No documents

5.2. Shareholders' documents from every shareholders, including:

Individuals: Copy of valid identification card / passport (in case of non-residents), certified true copy

Juristic persons: Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories

Documents attached                       No documents

5.3. Consent form of candidate to be considered for the position of the Company's director as provided by the Company on the website and related documents including but not limited to evidence of education, training, work experience, and shareholding (only for agenda proposing a candidate to be considered for the position of Company's director)

Documents attached                       No documents

6. Representation and Warranty

I hereby certify that the above information and supporting documents enclosed with this form are correct and complete and are true. I hereby give my permission to the Company to disclose such information and supporting documents.

\_\_\_\_\_ Shareholder's Signature  
( )

\_\_\_\_\_ Shareholder's Signature  
( )

Consent Form <sup>2</sup>

I, Mr./Mrs./Miss \_\_\_\_\_ which is a candidate proposed to be considered for the position of Company's director by \_\_\_\_\_ ("the Shareholders"), hereby consent to the Shareholders' proposal, and hereby agree to accept the position of Company's director, if elected in the Annual General Meeting.

I hereby certify that my qualifications and details as specified by the Shareholders, including all supporting documents enclosed with this form are correct, complete and true. I also hereby certify that I possess the required qualifications and do not possess the prohibiting qualifications in accordance with Securities and Exchange Act, rules and regulations for companies with securities listed on the Stock Exchange of Thailand, Public Company Act and the Company's articles of association.

\_\_\_\_\_ Proposed Candidate's Signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

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<sup>2</sup> This form is only used to fill out the Nomination of persons for consideration for the position of Company's director.



Remarks: A Shareholder must enclose the following evidences.

1. The evidence of shares held such as a certified true copy of the share certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card\*/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors, detailed on the Company's website <https://www.nonthavej.co.th>

**Consent Letter for Personal Data Processing**

(1) I,.....give consent to Nonthavej Hospital Public Company Limited (" the Company") to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by .....Shareholder  
(.....)  
Date.....

**Consent Letter for Personal Data Processing**

(2) I,.....give consent to Nonthavej Hospital Public Company Limited (" the Company") to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by .....Shareholder  
(.....)  
Date.....



Director Nomination Form

For the Year 1/2025 Annual General Meeting of Shareholders of NTV

I am (Mr./Mrs./Miss) .....being the shareholder of the Nonthavej Hospital Public Company Limited, holding .....shares or totaling .....percent of all the voting shares as of .....,residing at .....Road..... Sub-district.....District.....Province..... Telephone Number.....Facsimile Number..... E-mail address (if any).....

I would like to nominate (Mr./Mrs./Miss).....as a candidate to be a director of Nonthavej Hospital Public Company Limited and the said candidate has given consent to my nomination Detail could be found in the attachment "Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee"

I certify that all information in this form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by .....Shareholder

(.....)

Date.....

Remarks: A Shareholder must enclose the following evidences.

1. The evidence of shares held such as a certified true copy of the certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card\*/passport (in case of non – Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/passport (in case of non – Thai nationality) must be enclosed.
4. If a shareholder has his her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

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<https://www.nonthavej.co.th>

### Consent Letter for Personal Data Processing

I,....., give consent to Nonthavej Hospital Public Company Limited (“ the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by .....Shareholder

(.....)

Date.....



**Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee**

I am (Mr./ Mrs./ Miss).....  
 Nationality.....Identification Card No.....Date of Birth.....Age.....Years,  
 Residing at.....Road.....  
 Sub-district.....District.....Province.....  
 Telephone Number.....Facsimile Number.....  
 E-mail address(if any).....

Education

Degree	Institution	Fields of Study	Year of Graduation

Working Experience

Position	Place of work	Year of Employment

Training

Course	Place of Training	Year of Training

Ownership of the Company's Shares

Person	Number of Shares
1. Director nominee	
2. Spouse of the director nominee	
3. Underage children of the director nominee ..... .....	
4. Juristic persons in item 1, 2 and 3 together hold shares exceeding 30 percent. This includes a case that the aforementioned persons hold more than 10 percent of shares in other juristic persons, which is considered being major shareholders of such juristic persons.	
5. Others	

Relationship with executive directors, major shareholders and controlling persons of the Company (if any)

.....  
.....

I, Mr. Mrs., Miss.....,a nominee to be elected as a director of the Nonthavej Hospital Public Company Limited, consent and acknowledge the aforementioned nomination, and certify that my information is correct and complete. The additional document attached herewith are also true and correct. I give consent to the Company to collect, use and disclose my data and document.

Signed by .....Director Nominee

(.....)

Date.....

Remarks: A shareholder must enclose the following evidences:

1. A proof of identity of a director nominee such as a certified true copy of identification card\*/passport (in case of non-Thai nationality).
2. If a director nominee has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
3. The evidence of shares held such as a certified true copy of the share certificate (if any).

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors, detailed on the Company's website <https://www.nonthavej.co.th>