

Article of Association
Ramkhamhaeng Hospital Public Company Limited

Chapter 5: Shareholder's Meeting

Article 29 The Board of Directors shall convene a shareholders' meeting as an annual general meeting within 4 months from the end of the fiscal year of the Company.

Meetings other than those stated above shall be called Extraordinary Meetings. The Board of Directors may call a shareholders' meeting as an extraordinary meeting whenever they deem appropriate, or when the shareholders' holding shares in the aggregate amounts not less than one-fifth of the total issued shares, or at least 25 shareholders holding shares in the aggregate amounts not less than one-tenth of the total issued shares have submitted a letter requesting the Board of Directors to call an Extraordinary General Meeting at any time. However, the reason for calling the meeting must be clearly stated in the aforementioned letter.

The Board of Directors shall convene the Shareholders' Meeting within 1 month from the date of the receipt of the letter.

Article 30 In convening a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time of the meeting, agenda and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the letter to the shareholders at least 7 days prior to the date of the meeting. Publication of the invitations of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting.

The Board of Directors shall fix the date, time and venue of the shareholders' meeting. The venue of the shareholders' meeting must be at the district where the head office or branch is located, or in the province near the location of the head office and branch, or in another province as the Board of Directors may deem appropriate.

Article 31 A quorum for a shareholders' meeting shall consist of not less than a total 25 shareholders or proxies (if any) or consist of not less than half of the total number of shareholders, holding not less than one-third of the total issued shares.

If after one hour from the meeting time set forth for the shareholders' meeting, the number of shareholders presence is insufficient to form a quorum as specified, if such shareholders' meeting was convened at the request of shareholders, it shall be cancelled. If such shareholders' meeting was not convened at the request of the shareholders, a new meeting shall be called again and the meeting invitation letter shall be sent to the shareholders not less than 7 days before the date of the meeting. In the later meeting, a quorum is not compulsory.

Article 32 In the shareholders' meeting, the shareholders may appoint another person of legal age to attend the meeting and vote on their behalf in the meeting. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

This instrument appointing proxy shall be submitted to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting venue before the proxy attends the meeting.

Article 33 In casting votes, one share shall be entitled to one vote and the resolution of the shareholders' meeting shall comprise of the following votes:

- (1) In normal cases, a resolution shall be passed by the majority of votes of shareholders present at the meeting and exercising the voting rights. In case of a tie, the Chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sell or transfer of the whole or substantial parts of the Company's business to other persons;
 - (b) The purchase or acceptance of transfer of business of other companies or private companies to the Company;
 - (c) The entry, amendment, or termination of contracts relating to the leasing out of the whole or substantial parts of the Company's business, the assignment to any other persons to manage the Company's business or the consolidation of the business with other persons with an objective towards profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or the Articles of Association of the Company;
 - (e) The capital increase, reduction, issuance of debentures, merger or dissolution.

Article 34 Transactions to be conducted at the Annual General Meeting are as follows:

- (1) Review the report of the Board of Directors covering the works performed during the preceding year as proposed to the meeting by the Board of Directors;
- (2) Consider and approve the Company's financial statements;
- (3) Appoint new directors in replacement of those retiring by rotation;
- (4) Appoint the auditors;
- (5) Other businesses