

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNPAET PUBLIC COMPANY LIMITED

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Ref. No. NEW 061/2018

1<sup>st</sup> of April, 2018

Subject : Invitation to the 2018 Ordinary General Meeting of Shareholders.

To : Shareholders of Wattana Karnpaet Public Company Limited.

Enclosures : 1. Copy of the minutes of the 2017 ordinary general meeting of shareholders  
2. The 2017 Annual Report (Details are shown in the attached CD-ROM)  
3. Information on the Independent Committee for shareholders to assign as proxy  
4. Company's rules on the shareholders' meeting  
5. Information on the committees to be voted in  
6. Instruction for registration, assigning proxy, shareholder's identification, and voting in the shareholders' meeting  
7. Proxy forms  
8. Map of the shareholder's meeting location

The Board of Directors of the company No. 1/2018 on the 27<sup>th</sup> of February, 2018 has resolved to set the 2018 ordinary general meeting of shareholders on Wednesday the 25<sup>th</sup> of April, 2018 at 10.00 a.m. at the meeting room of Building 3, Floor 11 of the Wattana Karnpaet Public Company Limited, address 70/7-8 Supakitchanya Road, Tambon Makkeng, Muang District, Udonthani, to consider various matters according to the following agendas:-

**Agenda 1 :** Certify the minutes of the Annual General Shareholders' Meeting 2017 on the 27<sup>th</sup> of April 2017 (Attachment 1)

The Board of Directors resolved that the recorded minutes of the 2017 ordinary general meeting of shareholders are correct and should be proposed to get certified by the shareholders meeting.

**Agenda 2 :** Certify the company's business operation in 2017

The Board of Directors resolved that the company's 2017 operational performance and related information should be proposed to get certified by the shareholders' meeting.

**Agenda 3 :** Approve the company 's balance sheets, profit and loss statements as at 31 December 2017.

The Board of Directors has considered the 2017 Balance Sheet and Profit and Loss Statements, which have been audited by the auditor and certified by the Audit Committee and proposed the shareholders' meeting to approve.

**Agenda 4 :** Appoint new directors to replace those completing their terms, and set their remuneration of 2018.

**Additional information**

According to the Public Company Limited Act and the company's rule number 16; in every annual general meeting, one third of the committees shall be completed their terms. In case the number of committees cannot be divided into three parts then the nearest to one third proportion shall be used.

The committees that completed their terms are:

- Ass. Prof. Dr. Phiphat Tangsubkul Chairman
- Dr. Sittichai Ungklomklearw Director and Medical director

At present, the Company has not yet appointed a Nomination Committee. However, the entire Board of Directors, except for directors with conflicts of interests, shall act as the Nomination Committee in considering the criteria and process for the nomination of persons with appropriate qualifications to serve as directors in line with the Company's business strategy, as well as select persons based on the determined nomination process and their past performance as directors of the company. The Board deems it appropriate to propose to the shareholders' meeting to re-elect all 2 outgoing directors who have suitable qualifications as directors of the Company for another term. The curricula vitae and information on these 2 directors are as per Attachment 5, enclosed with this notice.

## บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



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### WATTANA KARNPAET PUBLIC COMPANY LIMITED

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Report for the year 2017 under the section "Structure and Management of shares". In addition, there is no director nominated to be appointed for Independent Director in the 2018 Ordinary General Meeting of Shareholders.

The rules and procedures for setting the director's remuneration

The remuneration has just been adjusted in 2015 so there will not be any change for this year except the transportation and other which are increased due to the number of director meeting and attendee.

The remuneration of directors shall be divided into the subcommittee such as Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee, etc

1) Chairman and Authorized Director	1 person remuneration 168,000 Baht/year
2) Director and Authorized Director	3 person remuneration 204,000 Baht/year
3) Chairman of the Audit Committee	1 person remuneration 60,000 Baht/year
4) Audit Committee	3 person remuneration 90,000 Baht/year
5) Remuneration Sub-Committee	3 person remuneration -
6) Corporate Governance and Ethics Committee	3 person remuneration -
7) Risk Management Committee	3 person remuneration -
8) Transportation and other	82,000 Baht/year

Comparison by year

	2018 (Baht)	2017 (Baht)	Increase (Baht)
Directors' remuneration	604,000	604,000	0

The Board of Directors proposed to the shareholders' meeting to appoint the directors to replace those completing their terms to effectively work as the company's directors and setting the directors' remuneration for year 2018.

**Agenda 5 :** Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Porntip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively, and set the auditing fee for 2018 no more than 720,000 Baht per year.

#### Additional information

Both of the auditors have no relationships neither/ nor conflict of interest with the company/ management/ shareholders.

Pitisevi auditing firm	2018 (Baht)	2017 (Baht)	Increase (Baht)	Auditing period for the company
Auditing fee	No more than 720,000	No more than 680,000	No more than 40,000	2006 – 2017

The annual and quarterly auditing fee as at 31 December 2018 is 720,000 Baht. The statement review fee in English version has been included as detailed below ;

Pitisevi auditing firm	2018 (Baht)	2017 (Baht)
Annual auditing fee	450,000	425,000
Quarterly auditing fee – 3 quarters	270,000	255,000
Total	720,000	680,000

The audit committee has considered that the proposed appointing of the auditors and the auditing fee are appropriate.

The 1/2018 board of directors meeting considered and approved the appointment of the auditor; Ms. Chaovana Viwatpanachat , auditor registration number 4712, Ms. Wanpen Unruan, auditor registration number 7750 and Ms.Porntip Amornchailertpattana, auditor registration number 9589 from the Office of Pitisevi Co., Ltd., to be the auditors for the company. The remuneration is no more than Baht 720,000 (Seven Hundred Twenty Thousand Baht Only)

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The Board of Directors proposed to the shareholders' meeting to approve the appointment of the auditor, the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Porntip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively for auditors of 2018, and set the 2018 remuneration of auditors.

**Agenda 6:** Approve the dividend payment for year 2017 at the rate of 0.70 Baht per share with the total amount of 7,000,000 Baht, Set the Record Date for shareholders eligible for the 2017 dividend payment on 8<sup>th</sup> of May, 2018 and set the 24<sup>th</sup> of May 2018 as the dividend payment date.

**Additional information**

The company has the policy on dividend payment to be at least 40 per cent of the net profit after tax and legal reservation if there is no other needs for it. Moreover, the dividend payment has to have no significant impact to the company's usual operations. Other important factors shall be incorporated into the dividend payment decisions e.g. operation performance, liquidity, business expansion.

**Dividend payment comparison with last years**

Year	Divident/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2013	0.30	1.09	27.57
2014	0.35	1.11	31.54
2015	0.50	1.30	38.45
2016	0.50	1.09	54.08
2017	0.70	1.83	38.28

The rate of dividend payment as a percentage of the net profit is lower than stated in the dividend payment policy. This is due to the needs to reserve the amount of 11.286 Million Baht from net profit to be used as a budget for the business expansion including renovations and medical equipment.

The Board of Directors proposed to the shareholders' meeting to approve the dividend payment for year 2017 at 0.70 Baht per share (Seventy Satang), the total dividend payment of Baht 7,000,000, or 38.28 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 8<sup>th</sup> of May, 2018. The dividend payment date is set to be on the 25<sup>th</sup> of May, 2018. Subject to the approval of the 2018 shareholder's meeting.

**Agenda 7 : Other matter (if any)**

Shareholders are invited to attend the meeting according to the above mentioned time and venue.



By the resolution of the Board of Directors

(Suphawan Tangsubkul ,M.D.)

Director

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



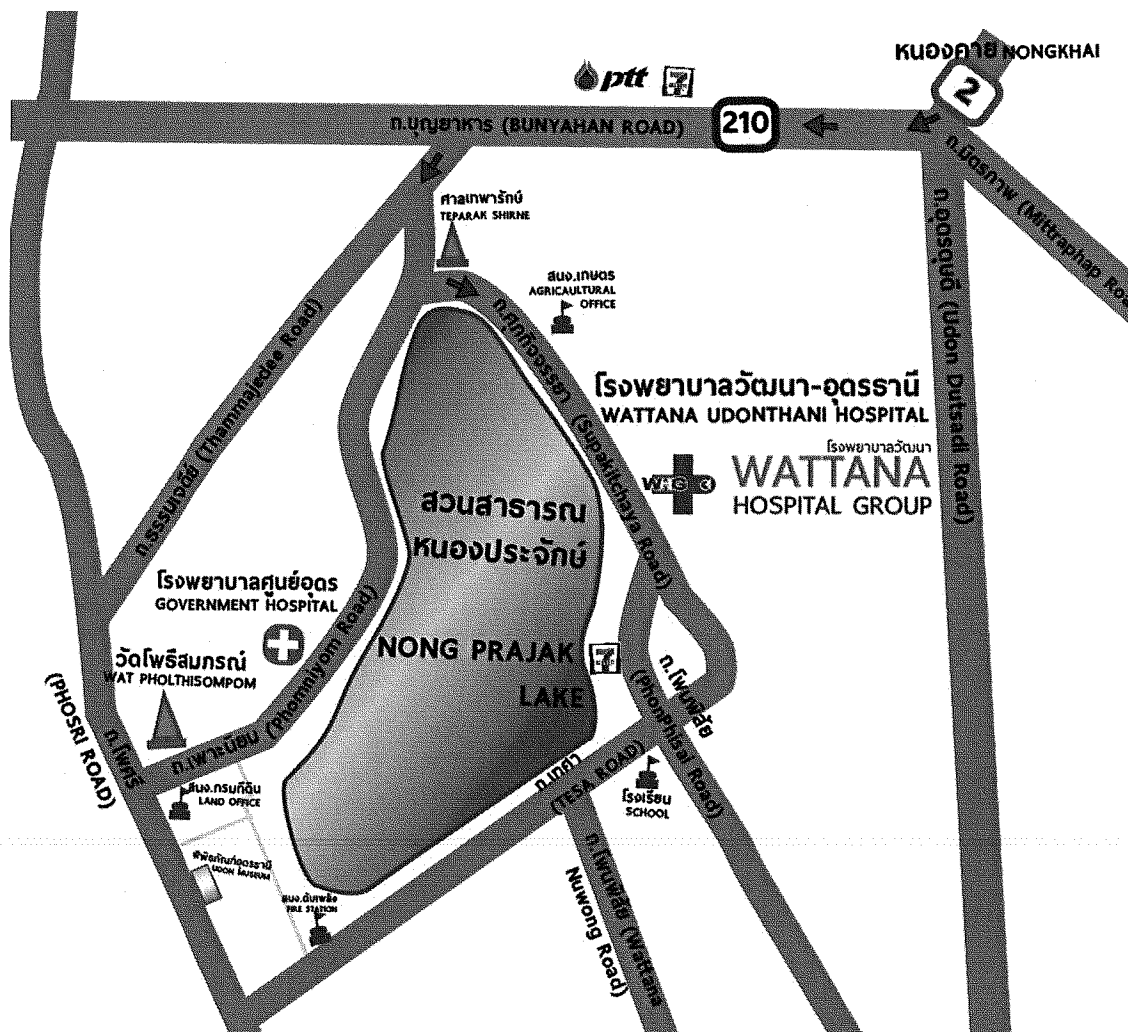
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Remarks : Map of the location where the meeting takes place





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WATTANA KARNAET PUBLIC COMPANY LIMITED

**The Minutes of 2017 Shareholders' Ordinary Meeting  
Wattana Karnpaet Public Company Limited**

The meeting held on the 27<sup>th</sup> of April, 2017 at 10.00 a.m. at the conference room on the 11th floor, North Eastern Wattana General Hospital, 70/7-8 Supakitjanya Road, Tumbon Markkeng, Aumphur Muang, Udonthani Province. There were 26 shareholders presented in person and by proxy, representing 6,718,699 shares, that was 67.19 per cent of the total amount, a quorum was conducted. There are 12 shareholders attend the meeting by themselves, with the number of shares of 6,048,274 shares. And there are 14 proxies, with the number of share of 670,325 shares.

Dr. Phiphat Tangsubkul, Chairman of the Board of Directors, acted as the Chairman of the meeting said that before commencing the meeting the staff was asked to explain the method of voting at this meeting. At the same time, Mr. Visut Krairivattana, used to be Udonthani monetary officer, had been introduced as an independent witness to the counting of votes for each agendas of the meeting.

Directors and management who attended the meeting were as follows:

- |                                      |   |
|--------------------------------------|---|
| 1. Ass. Prof. Dr. Phiphat Tangsubkul | Chairman  |
| 2. Dr. Suphawan Tangsubkul           | Director and Managing director                      |
| 3. Dr. Sittichai Ungklomklearw       | Director and Medical director                       |
| 4. Miss Bangon Tangsubkul            | Director and Chairman of Remuneration Sub-Committee |
| 5. Miss Suda Santisavikun            | Independent director and the Audit Committee        |
| 6. Miss Jariya Chatsakunpen          | Director / Remuneration Sub-Committee               |

Directors who did not attend the meeting were as follows:

- |                                      |   |
|--------------------------------------|---|
| 1. Ass. Prof. Dr. Poonsak Vaisamruat | Independent director and Chairman of the Audit Committee                  |
| 2. Dr. Alisa Neramittagapong         | Independent director / the Audit Committee / Remuneration Sub- Committee. |

Company Secretary

Miss Pattharaporn Promtong

Company Secretary

Chief Financial Officer

Dr. Natthira Tangsubkul

Head of Financial Department

In addition, Miss Porntip Amornlertpattana and Miss Chamaiporn Kaewrungreungwattana, representatives of the auditor from the Pitisevi & Company also attended the meeting. And Mr. Visut Krairivattana, used to be Udonthani monetary officer, acted as an independent witness to the counting of votes for each agendas of the meeting.

The Chairman assigned Miss Pattharaporn Promtong, the Company Secretary to introduce directors, managements and representative of the auditor and explain details of the meeting and the voting procedure for the agendas, as follows:

Voting of each agenda will be done using voting cards, where only one of the boxes, agree, disagree or abstain, shall be marked. One share will be counted as one vote. Shareholders shall not be able to separate their voting.

Shareholders and proxies who received voting cards shall mark in one of the boxes of agree, disagree or abstain. In order to count the votes quickly, once voted please raise hands for our staffs to collect the voting cards.

In case that the shareholders have specified their votes in proxy form B, the Company shall count the vote as specified.

After shareholders acknowledged and agreed with the voting and vote count procedures as per above, the Chairman declared the meeting opened with the following agendas:

**Agenda 1: Certify the minutes of the Annual General Shareholders' Meeting 2016 held on the 28<sup>th</sup> of April, 2016**

The Chairman proposed the meeting to consider and certify the minutes of the 2016 annual general meeting of shareholders convened on the 28<sup>rd</sup> April, 2016, which attached to the invitation letter of the shareholders's meeting.

# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



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The meeting has voted to approved, with the votes more than half of the shares from those attended the meeting, the minutes of the annual general shareholders' meeting held on April 23, 2015.

The votes are as follows:

Approved	6,718,699	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

### Agenda 2: Certify the company's business operation in 2016

The chairman assigned the hospital's management staff to present the operation results to the meeting as follows.

In 2016, the company's new Vision and Mission were set with the focus placed on quality of life. It is the foundation for sustainable corporate development. For customers, the hospital has provided facilities in order to meet customer's needs on medical treatments with fast and safe access by building network with other hospitals in local area including Vientiane and Bangkok. We held activities for being pro-active on building customers' relationship on raising health awareness with care as family member.

For staff, we prioritized on human resource development, health and ethical behavior.

For society and community, we delivered health promotion and environmental management model to societies continuously.

The company's income was Baht 303.553 million, decreased from Baht 325.385 million in 2015, or decreased 6.71 per cent. The decrease was from the decrease of social security income, which was about Baht 56 million. However, there was an increased income of 13.00 per cent from that of last year from cash patient. After exiting the social security scheme, the hospital focused on penetrating the patients with purchasing power and increase access to the patients in Vientiane by building medical cooperation networks with hospitals in both Thailand and Laos PDR.

The costs and expenses in 2016 comprises of the cost of service of Baht 216.118 million, decreased from Bath 239.140 million of last year, which was a decrease of Baht 23.022 million or 9.63 per cent decrease. The decrease was due to the decrease in social security patients. However, the hospital did not layoff healthcare staffs because we need to prepare to serve more needs from increasing number of patients to come. The expenses in 2016 was Baht 69.012 million, increased from Baht 64.819 million of last year, or 6.47 per cent increase. This was partly from the increase of staff expenses and marketing on new customers replacing social security patients. When the interest payment of Baht 3.916 million in 2016 was included, which increased from Baht 3.811 million of last year, or an increase of 2.76 per cent, the company had a profit before tax of Baht 14.507 million, decreased from Baht 17.615 million, or decrease of 17.64 per cent in 2016. The company had a company's tax of Baht 3.617 million, decreased from Baht 4.611 million in last year. This results in 2016, the company had a net profit of Baht 10.890 million, decreased by 16.25 per cent, or a net profit of 1.09 Baht per share.

This agenda is to report the business operation to the meeting, therefore there is no voting.

### Agenda 3: Approve the company's balance sheets, profit and loss statements as at 31 December 2016

The Chairman assigned the company's financial officer to present to the meeting to approve the balance sheets and the profit and loss statements as at 31 December 2016 which was prepared by the company and was passed by the audit committee and audited and signed by the auditors of the Office of Pitisevi Co., Ltd., and details as shown in the annual report which already been sent to all the shareholders. This can be summarized as follows.

The company has the total asset in 2016 of Baht 454.442 million, decreased from Baht 467.431 million in last year, or decrease of 2.78 per cent. This consists of the total current assets of Baht 68.685 million in 2016, decreased from Baht 79.246 million in 2015, or a decrease of 13.33 per cent. The decrease was due to the decrease of account receivables and inventory. The total non-current assets in 2016 was Baht 385.756 million, decreased from Baht 388.185 million of last year or 0.63 per cent decrease.

The total liabilities in 2016 was Baht 129.677 million, decreased from Baht 148.555 million in 2015, or a decrease of 12.71 per cent. This consists of the total current liabilities of Baht 62.624 million in 2016, decreased from Baht 75.217 million in 2015, or a decrease of 16.74 per cent. Non-current liabilities was Baht 67.053 million, decreased from Baht 73.338 million or a decrease of 8.57 per cent.

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The shareholders' equity in 2016 was Baht 324.765 million, increased from Baht 318.867 million in last year, or an increase of 1.85 per cent.

The profit loss statement of the year reports that the company's total income in 2016 was Baht 303.553 million, decreased from Baht 325.385 million in 2015, or a decrease of 6.71 per cent. The costs and expenses in 2016 consist of service costs of Baht 216.118 million, decreased from Baht 239.140 million in last year, or a 9.63 per cent decrease. The management and administrative expenses in 2016 was Baht 69.012 million, increased from Baht 64.819 million in last year, or an increase of 6.47 per cent. Once included the interest payment of Baht 3.916 million in 2016, increased from Baht 3.811 million in last year, or an increase of 2.76 per cent, the company has the profit before tax in this year of Baht 14.507 million, decreased from Baht 17.615 million in last year, or a decrease of 17.64 per cent. In 2016, the company has company's tax of Baht 3.617 million, decreased from Baht 4.611 million in last year, resulting in the 2016 company's net profit of Baht 10.890 million, decreased by 16.25 per cent. Or net profit of 1.09 Baht per share.

The statement of cash flows in 2016, there were the net cash provided by operating activities of Baht 37.223 million, net cash used in investing activities of Baht 14.396 million and net cash used in financing activities of Baht 19.411 million. The hospital had cash and cash equivalents at end of the year Baht 35.698 million.

The Chairman invited shareholders to comment or ask any questions, then acknowledged all comments from the shareholders.

Once there was no question from the shareholders, the Chairman asked the shareholders to approve the balance sheet and profit and loss statement as at 31 December 2016.

The meeting has voted to approved, with the votes more than half of the shares from those attended the meeting, the Company's balance sheet and profit and loss statement as at 31 December 2016.

The votes are as follows:

Approved	6,718,699	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

#### **Agenda 4: Appoint new directors to replace those completing their terms, and set their remuneration of 2017**

The chairman informed the meeting that the company has 8 directors, and according to the Public Company Limited Act and the company's rule number 16; in every annual general meeting, one third of the committees shall be completed their terms. In case the number of committees cannot be divided into three parts then the nearest to one third proportion shall be used.

The committees that completed their terms are:

**1. Suphawan Tangsubkul, M.D. Director**

Years as director 1985 – current and in 2016 attended the directors' meetings 4 times (from 4 times)

**2 Alisa Neramittagapong, M.D. Independence Director, Audit Committee Director, Remuneration Sub-Committee**

Years as director 2008 – current and in 2016 attended the directors' meetings 3 times (from 4 times)

**3 Miss Jariya Chatsakunpen Director, Remuneration Sub-Committee**

Years as director 2014 – current and in 2016 attended the directors' meetings 4 times (from 4 times)

The Remuneration Sub-Committee propose that all of the directors ended their term should be reappointed back. This is because all of them are knowledgeable and have been serving as directors for a period of time making them familiar with the context of the company well.

Suphawan Tangsubkul, M.D. is the company founder and a very experienced director. She is a key director to contribute to the setting of the company's vision. Alisa Neramittagapong, M.D. has been taking a position for 9 years, being a government hospital doctor gives her experience in national scale medical development direction. For Miss Jariya Chatsakunpen, as a local business owner, she knows local economy and can anticipate changes well which is useful for local economic forecasts.

As for the remuneration of the Board of Directors, the Remuneration Sub-Committee proposed for the approval of the shareholders to have to same amount as last year, that is no increase. This is because the remuneration had been adjusted already in 2015. Therefore, no increase this year, except only the increase from travel expenses and others, which may change due to the increase in the number of meetings and

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attendees.

The chairman asked the meeting for anyone to nominate anyone to be elected as directors. Nobody nominated any person.

The chairman stated the remuneration of the Board of Directors in 2016 should be no more than Baht 604,000. This divided into the meeting remuneration of no more than Baht 522,000 and the traveling and other expenses of Baht 82,000. The remuneration can be elaborated by positions as follows.

- |                                    |           |   |
|------------------------------------|-----------|---|
| 1. Chairman of Executive Committee | 1 person  | the remuneration of Baht 168,000 per year |
| 2. Executive Committee             | 3 persons | the remuneration of Baht 204,000 per year |
| 3. Chairman of Audit Committee     | 1 person  | the remuneration of Baht 60,000 per year  |
| 4. Audit Committee                 | 3 persons | the remuneration of Baht 90,000 per year  |
| 5. Traveling and other             |           | Baht 82,000 per year.                     |

	2017	2016	Increase (Baht)
Directors' remuneration	604,000	550,000	54,000

The chairman proposed to the meeting to consider and appoint new directors to replace those completing their terms, and fix their remuneration of 2017. The chairman invited the directors whom to be voted to leave the room during the voting to less the pressure on the shareholders to vote.

The meeting has considered and voted for each director, with the votes more than half of the shares of those who attended the meeting as follows.

### (1) Suphawan Tangsubkul, M.D.

Approved	5,131,349	shares or	76.374 %
Disapproved	0	shares or	0.000 %
Abstained	1,587,350	shares or	23.626 %
Voided ballot	0	votes or	0.000 %

### (2) Alisa Neramittagapong, M.D.

Approved	6,718,499	shares or	99.997 %
Disapproved	100	shares or	0.0015 %
Abstained	100	shares or	0.0015 %
Voided ballot	0	votes or	0.000 %

### (3) Miss Jariya Chatsakunpen

Approved	6,718,599	shares or	99.9985 %
Disapproved	0	shares or	0.000 %
Abstained	100	shares or	0.0015 %
Voided ballot	0	votes or	0.000 %

Approval of the remuneration of the Board of Directors in 2017 to be no more than Baht 604,000.

The meeting has approved with majority votes the remuneration of the Board of Director for 2017. The votes are as follows :

Approved	6,718,699	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

**Agenda 5: Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Pornpip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively and set the auditing fee for 2017 to be not more than Baht 680,000 per year**

The chairman informed the meeting that the auditing firm, Office of Pitisevi Co., Ltd., is the auditing firm listed on the Stock Exchange of Thailand and was the accounting auditor for the company in 2006 to 2016.



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There are three auditors, if one cannot act then the other can replace. The chairman proposed that it is appropriate to appoint the Office of Pitisevi Co., Ltd., with the auditors being, Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Pornpip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively to be the auditors. All of the auditors have no relationships neither/ nor conflict of interest with the company/ management/ shareholders. It is proposed the auditing fee for 2017 of no more than Baht 680,000 per year.

Name of auditors	practice license numbers	Years of signed the financial statement	Numbers of years consecutive
Ms. Chawana Viwatpanachat	4712	2010, 2011, 2012, 2013, 2016	5
Ms. Wanpen Unruan	7750	2014, 2015	2
Ms.Pornpip Amornchailertpattana	9589	-	-

Pitisevi Co., Ltd.	2017	2016	Increase (Baht)	Auditing period for the company
Auditing fee	680,000	650,000	30,000	2006 – 2016

The Chairman invited shareholders to comment or ask any questions. When there was no any questions and comments the Chairman asked the shareholders to approve the appointment of the auditor and approve the remuneration for 2016.

The meeting has approved by the majority votes to appoint Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Pornpip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively, to be the auditors of year 2017, and approved the remuneration of Baht 680,000 per year.

The votes are as follows:

Approved	6,718,699	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

**Agenda 6: Approve the dividend payment for year 2016 at the rate of 0.50 Baht per share with the total amount of 5,000,000 Baht, Set the Record Date for shareholders eligible for the 2016 dividend payment on 9<sup>th</sup> of May, 2017 and set the 25<sup>th</sup> of May 2017 as the dividend payment date.**

The Chairman stated to the meeting that the company has the policy on dividend payment to be at least 40 per cent of the net profit after tax and legal reserve of the company. This is applicable if there is no other needs and the dividend payment would not affect the normal operations of the company significantly. Prior to making the dividend payment, it needs to incorporate important factors such as operation performance, cashflow, and expansion plan of the business.

In 2016, the company had a net profit Baht 10.889 million, or 1.09 Baht per share, the company should pay dividend for this year. It is proposed at the meeting for the dividend of 2016 to be 0.50 Baht per share or totaling of Baht 5,000,000, which is 54.08 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 9<sup>th</sup> of May, 2017. Also the 11<sup>th</sup> of May, 2017 shall be the book-closing date on which the shareholder list as specified in the Section 225 of the Securities and Exchange Act shall be compiled. The dividend payment date is set to be on the 25<sup>th</sup> of May, 2017.

Dividend payment comparison with last year

	Dividend/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2010	0.15	0.80	18.75
2011	0	0	0
2012	0.20	0.43	46.51
2013	0.30	1.09	27.57
2014	0.35	1.11	31.54
2015	0.50	1.30	38.45
2016	0.50	1.09	54.08

# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

## WATTANA KARIPAET PUBLIC COMPANY LIMITED

The Chairman invited shareholders to comment or ask any questions, there was no any comment or questions. The Chairman asked the shareholders to approve the dividend payment from the net profit of 2016.

The meeting has approved by the majority votes the dividend payment of 0.50 Baht per share or totaling of Baht 5,000,000, which is 54.08 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 9<sup>th</sup> of May, 2017. Also the 11<sup>th</sup> of May, 2017 shall be the book-closing date on which the shareholder list as specified in the Section 225 of the Securities and Exchange Act shall be compiled. The dividend payment date is set to be on the 25<sup>th</sup> of May, 2017.

The votes are as follows:

Approved	6,718,699	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

### Agenda 7: Other matters (if any)

None

The Chairman closed the meeting at 11.40 a.m.



บริษัท วัฒนาการแพทย์ จำกัด(มหาชน)  
WATTANA KARIPAET PUBLIC COMPANY LIMITED

The chairman of the meeting

( Ass.Prof.Dr. Phiphat Tangsubkul )  
Chairman

The registered secretary of the meeting

( Miss Pattharaporn Promtong )

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุขกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี  
Telephone (042) 241031-3 , 246181-3  
70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

Attachment 3

WATTANA KARNAET PUBLIC COMPANY LIMITED

**Attachment 2. The 2017 Annual Report (Details are shown in the attached CD-ROM)**

**Attachment 3. Information on the Independent Committee for shareholders to assign as proxy**

Name - Surname	Miss Suda Suntisavekul
Age	67 Years Old
Address	107 Pracharad Sai 1 Road, Dusit District, Bangkok 10800
Type of Committee	Auditing Committee / Independent Committee
Education	Bachelor of Finance, Turakit Bandit University, Thailand
Work experience	Audit Committee at the Wattana Karnpaet Public Company Limited (2000 – Current)
Positions in other Public Company Limited	None
Company's shares holding (as of 29 <sup>th</sup> December, 2017)	400 Shares
Legal conflicts	None

Notes: Dr. Miss Suda Santiseveekul has no conflict of interests from the company nor its associated company.



#### Attachment 4. Company's rules on the shareholders' meeting

##### Chapter 5 General Meeting of Shareholders

**Article 30** The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so. Or shareholders holding shares together not less than one-fifth of the total number of shares sold, or shareholders of not less than 25 (twenty-five) persons holding shares altogether not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 1 (one) month from the date of receipt of such request from the shareholders.

**Article 31** In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details, indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the matters. Such notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 (three) consecutive days at least 3 (three) days prior to the date of the meeting.

The meeting of shareholders can be held in the province where the head office of the company locates or in any other provinces in the country.

**Article 32** In order to constitute a quorum, there shall be not less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or not less than one-half of the total number of shareholders, and in either case such shareholders shall hold shares in an aggregate of not less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as required, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called by a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**Article 33** The resolutions of the shareholders' meeting shall comprise the following votes:

(1) For an ordinary case, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. In case the votes are tied, the chairman of the meeting shall have an additional vote as a casting vote.

(2) For the following cases, a resolution shall require the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote:

- (a) Sale or transfer of whole or important parts of business of the Company to other persons.
- (b) Purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
- (c) Making, amendment or cancellation of contracts relating to leasing out the Company's businesses, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the consolidation of the businesses with other persons with an objective to share profit and loss.

**Article 34** The business to be accomplished at the annual general meeting of the shareholders are:

- (1) To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's business operations during the past year.
- (2) To consider and approve balance sheet and profit and loss accounts.
- (3) To consider allocation of profits.
- (4) To elect directors to replace those who retire by the expiration of their terms.
- (5) To elect the auditors and fix their remuneration.
- (6) Other business.

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี  
Telephone (042) 241031-3 , 246181-3  
70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNPAET PUBLIC COMPANY LIMITED

**Attachment 5. Information on the committees to be voted in**

Name – Surname / Position	Age (Years)	Education	Shareholding (%)	Work experiences in the past 5 years		Total Directors Meeting (Time)		Holding Positions in other publicly listed companies	Holding Positions in other publicly Non-listed companies
				Period	Position / Company	Director Meeting	Attendance		
1) Ass. Prof. Dr. Phiphat Tangsubkul Chairman and Authorized Director	74	<ul style="list-style-type: none"> <li>- Ph.D. in International Law, France</li> <li>- Attended the Director Accreditation Program (DAP)</li> <li>- Attended the Financial for Non-finance Directors</li> </ul>	8.07	1985-Current	Chairman and CEO at the Wattana Karnpaet Public Company Limited	4	4	No other position held	Director of 21 Satawat Vejchakit Co., Ltd. (Notes to the financial statement No.5)
2) Dr. Sitichai Ungklomkleow, M.D. Director and Authorized Director	64	<ul style="list-style-type: none"> <li>- M.D., Siriraj, Mahidol University, Thailand</li> <li>- Board Certification Specialist in Surgery, Siriraj, Mahidol University, Thailand</li> <li>- Attended the Director Accreditation Program (DAP)</li> </ul>	2.70	1986-Current	Medical Director and Head of Surgical Department at the Wattana Karnpaet Public Company Limited - Director	4	4	No other position held	No other position held

\* They are not the directors in other companies



70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี  
Telephone (042) 241031-3 , 246181-3  
70/7-8 Suphakitjanya Rd. Muang District , Udorn Thani, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

**Attachment 6. Instruction for registration, assigning proxy, shareholder's identification, and voting in the shareholders' Meeting**

**1. Meeting Registration**

Between 9.00 hours to 10.00 hours, the meeting registration will be commenced. The documents or other valid evidence. If passing this time the registration will be closed. However, the chairman of the meeting will decide whether to extend the registration time or not.

**2. Self-Attending**

- Present with identification card, governmental identification card, or passport (for foreigners). If the original document is not available, the copied document can be presented for identification purposes.
- If there is a name changed then the evidence of name or last name's change will be required.

**3. Proxy**

- Shareholder can give proxy to only one representative person to attend the shareholders' meeting and vote.
- For your convenience, the company provides the Proxy Form A and Form B in this mail. Together with a suggested proxy **Miss Suda Suntisavekul**, address **107 Pracharad Sai 1 Road, Dusit District, Bangkok 10800**. The suggested proxy is the company's independent director and has no conflict of interest both directly and indirectly with the company, jointly controlled company, subsidiary company, and related companies. Shareholders can write down the name of **Miss Suda Suntisavekul** in the Proxy Form and return it to the company prior to the shareholders' meeting.
- Shareholders can use other Proxy Forms according to the approval of the Ministry of Commerce.
- Shareholders with proxy to attend the shareholders' meeting and cast the vote on their behalf need to complete the Proxy Form with the information and sign the Form. If there is any correction on the important information, the shareholder needs to sign at every correction. Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality.

**Documents required for the Proxy**

**3.1 Document from individuals**

- (1) Identification card, governmental identification card, or passport (for foreigners) of the shareholder and all copies must be signed by the shareholder.
- (2) At the registration, the proxy needs to present the identification card, governmental identification card, or passport (for foreigners).

**3.2 Document from Juristic Persons**

- (1) A Proxy Form shall be completely filled out and signed by the authorised director(s) of the shareholder.
- (2) Certified true copy of Shareholder's Letter of Certification by the authorised director(s). The letter must show a statement that the authorised director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder. The document has to be issued not more than 3 months old.
- (3) For foreign Juristic Persons, any documents written in non-Thai language need to be translated with the English attachment. Together with the signatures of the authorised director(s) to certify the translation.
- (4) At the registration, the proxy needs to present the identification card, governmental identification card, or passport (for foreigners).

**4. Voting**

1. One share will count as one vote. The majority of vote rules the resolution of each agenda. In case the votes are tied, the chairman of the meeting shall have an additional vote as a casting vote.
2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave the Meeting, except for voting on election of the Directors.
3. Shareholders who attend the meeting themselves can vote using the voting cards provided at the registration. In case of having Proxy, the voting can be done on the voting card which the votes are to be according to the wills of the shareholders as specified in the Proxy Form. The voting cards will be returned to the staff in order to count the votes of each agenda together with those advanced votes by Proxy. The company's director will be present the voting result respectively.
4. The Chairman of the Meeting shall announce the results of the vote count in each agenda. The vote counts are from the shareholders' votes both by those attend the meeting and by proxy. Each agenda will use the most recent number of shares present in the meeting.

แบบหนังสือมอบฉันทะแบบ ก. ( แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน )  
 ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

โปรดคิด  
 อักษรแนมปี  
 20 บาท

เขียนที่.....  
 Written at  
 วันที่.....เดือน.....พ.ศ.....  
 Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
 I / We Nationality  
 อยู่บ้านเลขที่..... หมู่..... ถนน..... ตำบล/แขวง.....  
 Reside at Moo Road Tambol / Khwaeng  
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
 Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วัฒนาการแพทย์ จำกัด (มหาชน)  
 am / are a shareholder of Wattana Karnpaet Public Company Limited  
 โดยถือหุ้นจำนวนรวมทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
 holding altogether shares with the right to vote for votes as follow :  
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
 Common Stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้  
 Hereby appoint  
☐ (1).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....  
 Mr./Mrs./Miss Age year, reside at Road  
 ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ  
 Tambol / Khwaeng Amphur / Khet Province Postal Code  
☐ (2) นางสาวสุดา สันติเสวีกุล อายุ 67 ปี อยู่บ้านเลขที่ 107 ถนน ประชาธารราษฎร์  
 Ms.Suda Suntasavekul Age 67 year, reside at 107 , Pracharas Road  
 ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์ 10800 หรือ  
 Tambol / Khwaeng Amphur / Khet Dusit Province Bangkok Postal Code 10800  
☐ (3).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....  
 Mr./Mrs./Miss Age year, reside at Road  
 ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
 Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561  
 ในวันพุธ ที่ 25 เมษายน 2561 เวลา 10.00 น. ณ ห้องประชุมชั้น 11 อาคาร 3 ของบริษัทวัฒนาการแพทย์ จำกัด (มหาชน) เลขที่ 70/7-8 ถนนสุข  
 ภิจักรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี หรือที่ซึ่งเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of  
 Shareholders on 25 April 2018 at 10 a.m. at the meeting room of Building 3, Floor 11 of the Wattana Karnpaet Public Company  
 Limited, address 70/7-8 Supakitchanya Road, Tambon Makkeng, Muang District, Udonthani, or such other date, time and place if the  
 meeting is rescheduled.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor  
 ( ..... )

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy  
 ( ..... )

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy  
 ( ..... )

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อ  
 แยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the  
 number of shares to many proxies for splitting votes.

แบบหนังสือมอบฉันทะแบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

Proxy Form B

โปรดคิด  
อากรแสตมป์  
20 บาท

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....  
I / We Nationality

อยู่บ้านเลขที่.....หมู่.....ถนน.....ตำบล/แขวง.....  
Reside at Moo Road Tambol / Khwaeng  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วัฒนาการแพทย์ จำกัด (มหาชน)  
am / are a shareholder of Wattana Karnpaet Public Company Limited

โดยถือหุ้นจำนวนรวมทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding altogether shares with the right to vote for votes as follow :  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Common Stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

☐ (1).....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....  
Mr./Mrs./Miss Age year, reside at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ  
Tambol / Khwaeng Amphur / Khet Province Postal Code หรือ

☐ (2) ....นางสาวสุดา สันติเสวีกุล .....อายุ.....67.....ปี อยู่บ้านเลขที่.....107.....ถนน ประชาธารา  
Ms.Suda Suntisavekul Age 67 year, reside at 107 , Pracharas Road

ตำบล/แขวง.....อำเภอ/เขต.....ดุสิต.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10800.....หรือ  
Tambol / Khwaeng Amphur / Khet Dusit Province Bangkok Postal Code 10800 หรือ

☐ (3).....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....  
Mr./Mrs./Miss Age year, reside at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561  
ในวันพุธ ที่ 25 เมษายน 2561 เวลา 10.00 น. ณ ห้องประชุมชั้น 11 อาคาร 3 ของบริษัท วัฒนาการแพทย์ จำกัด (มหาชน) เลขที่ 70/7-8 ถนนสุข  
กิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on 25 April 2018 at 10 a.m. at the meeting room of Building 3, Floor 11 of the Wattana Karnpaet Public Company Limited, address 70/7-8 Supakitchanya Road, Tambon Makkeng, Muang District, Udonthani, or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I / We grant my / our proxy to vote on my / our behalf as follows :

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ประชุมเมื่อวันที่ 27 เมษายน 2560

Agenda No. 1 Re: Certify the minutes of the Annual General Shareholders' Meeting 2017 on the 27<sup>th</sup> of April 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain



☐ วาระที่ 2 เรื่อง พิจารณารับรองรายงานผลการดำเนินงานของคณะกรรมการในรอบปี 2560

Agenda No. 2 Re: Certify the company's business operation in 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda No. 3 Re: Approve the company's balance sheets, profit and loss statements as at 31 December 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 4 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ และกำหนดผลประโยชน์ตอบแทนคณะกรรมการประจำปี 2561

Agenda No. 4 Re: Appoint new directors to replace those completing their terms, and set their remuneration of 2018

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 5 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี บริษัท สำนักงานปิติเสวี จำกัด มีผู้สอบบัญชี คือ คุณชวนา วิวัฒน์พนชาติ, คุณวันเพ็ญ อุ่นเรือน และคุณพรทิพย์ อมรชัยเลิศพัฒนา ผู้สอบบัญชีเลขที่ 4712, 7750 และ 9589 ตามลำดับ และกำหนดค่าตรวจสอบบัญชีประจำปี 2561 ไว้ไม่เกิน 720,000 บาท

Agenda No. 5 Re: Appoint the auditors, from the Office of Pitisevi Co., Ltd. auditing firm, includes Ms.Chaovana Vivatpanachati, Ms.Wanpen Unruan and Ms.Porntip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively, and set the auditing fee for 2018 no more than 720,000 Baht per year.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 6 เรื่อง พิจารณานุมัติจ่ายเงินปันผลประจำปี 2560

พิจารณานุมัติจ่ายเงินปันผลประจำปี 2560 ในอัตราหุ้นละ 0.70 บาท รวมเป็นยอดเงินที่จ่าย 7,000,000 บาท

โดยกำหนดวันกำหนดรายชื่อผู้ถือหุ้น (Record Date) เพื่อสิทธิรับเงินปันผลของปี 2560 ในวันที่ 8 พฤษภาคม 2561

และกำหนดให้วันที่ 24 พฤษภาคม 2561 เป็นวันจ่ายเงินปันผล

Agenda No. 6 Re: Approve the dividend payment for year 2017 at the rate of 0.70 Baht per share with the total amount of 7,000,000 Baht, Set the Record Date for shareholders eligible for the 2017 dividend payment on 8<sup>th</sup> of May, 2018 and set the 24<sup>th</sup> of May 2018 as the dividend payment date.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 7 เรื่อง พิจารณาเรื่องอื่น ๆ

Agenda No. 7 Re: Other matter (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นวิธีการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I / We have not specified my / our voting intention in any agenda or not clearly specified or in case the meeting considers or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my / our behalf as he / she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor  
( .....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy  
( .....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy  
( .....)

**หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are additional agenda, the proxy can state other agenda by using the Allonge of Proxy

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข

Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วัฒนาการแพทย์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of Wattana Karnpaet Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2561 ในวันพุธ ที่ 25 เมษายน 2561 เวลา 10.00 น ณ ห้องประชุมชั้น 11 อาคาร 3 ของบริษัท วัฒนาการแพทย์ จำกัด (มหาชน) เลขที่ 70/7-8 ถนนสุขุมวิทจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the annual general meeting of shareholders 2018 on Wednesday, April 25, 2018, at 10 am. at the meeting room of Building 3, Floor 11 of the Wattana Karnpaet Public Company Limited, address 70/7-8 Supakitchanya Road, Tambon Makkeng, Muang District, Udonthani. Or at any adjournment there of.

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I / We hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

ลงลายมือชื่อ / Signed.....ผู้มอบฉันทะ / Grantor

( ..... )

วันที่ ..... / ..... / .....

Date

ลงลายมือชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy

( ..... )

วันที่ ..... / ..... / .....

Date