



Ref. No. NEW0024/66

1<sup>st</sup> of April, 2023

Subject : Invitation to the 2023 Ordinary General Meeting of Shareholders.

To : Shareholders of Wattana Karnpaet Public Company Limited.

Enclosures : 1. Copy of the minutes of the 2022 ordinary general meeting of shareholders (Attachment)  
2. The 56-1 ONE REPORT 2022 (Details are shown in QR CODE)  
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. 1/2023 on the 27<sup>th</sup> of February, 2023 has resolved to set the 2023 ordinary general meeting of shareholders on Thursday the 20<sup>th</sup> of April, 2023 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 2022 on the 28<sup>th</sup> of April 2022**  
(Attachment 1)

The Board of Directors resolved that the recorded minutes of the 2022 ordinary general meeting of shareholders are correct and should be proposed to get certified by the shareholders' meeting.

**Agenda 2 : To acknowledge the company's business operation in 2022.**

The Board of Directors resolved that the company's 2022 operational performance and related information should be proposed to get acknowledged by the shareholders' meeting.

**Agenda 3 : Approve the company's balance sheets, profit and loss statements as at 31 December 2022.**

The Board of Directors has considered the 2022 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.**

**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:

- Suphawan Tangsubkul, M.D. Director and Risk Management Sub Committee Director
- Alisa Neramittagapong, M.D. Director of Audit Committee and Remuneration Sub-Committee
- Miss Jariya Chatsakunpen Director and Remuneration Sub-Committee Director

Nomination and Remuneration Committee except for directors with conflicts of interests, 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 carefully considered this matter in detail and deems it appropriate to propose to the shareholders' meeting to re-



WATTANA KARNAET PUBLIC COMPANY LIMITED

elect all outgoing directors which have been reviewed according to the process specified by the company and qualified according to the relevant regulations and suitable qualifications as directors of the Company for another term. The curricula vitae and information on these 3 directors are as per Attachment 5, enclosed with this notice.

Suphawan Tangsubkul, M.D., Director who has a long experience and knowledgeable in the managing and accounting of the company. Hence a suitable committee for another term.

Alisa Neramittagapong, M.D., Director of Audit Committee, is competent and knowledgeable about the context and situation of medical services in Udonthani province. Hence a suitable committee for another term.

Miss Jariya Chatsakunpen, Director, is competent and has a good understanding of accounting and finance principles and local economic situations. Hence a suitable committee for another term.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's 56-1 ONE REPORT for the year 2022 under the section 8.1.1 Nomination, Development and Evaluation of the Board of Directors. In addition, there is no director nominated to be appointed for Independent Director in the 2023 Ordinary General Meeting of Shareholders.

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 for year 2023.

**Agenda 5 : Approve the remuneration of company committees in 2023**

The rules and procedures for setting the director's remuneration.

The remuneration including transportation have 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 180,000 Baht/year
2) Director and Authorized Director	3 person remuneration 240,000 Baht/year
3) Chairman of the Audit Committee	1 person remuneration 60,000 Baht/year
4) Audit Committee	3 person remuneration 108,000 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
9) Any other benefit	None

Comparison by year

	2023 (Baht)	2022 (Baht)	Increase (Baht)
Directors' remuneration	604,000	604,000	0

The Board of Directors proposed to the shareholders' meeting to set the directors' remuneration for year 2023.

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



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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WATTANA KARNAET PUBLIC COMPANY LIMITED

**Agenda 6 :Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Miss Chaovana Viwatpanachat, CPA numbers 4712 or Miss Wanpen Unruan, CPA numbers 7750 or Ms.Porntip Amornchailertpattana ,CPA numbers 9589 or Ms.Nunthira Khunngam, CPA numbers 12707, and set the auditing fee for 2023 no more than 800,000 Baht per year.**

### Additional information

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

Office of Pitisevi Co., Ltd.	2023 (Baht)	2022 (Baht)	Increase (Baht)	Auditing period for the company
Auditing fee	No more than 800,000	No more than 800,000	0	2006 – 2022 (16 years)

Office of Pitisevi Co., Ltd.	License numbers	Year of signing	Consecutive years
Ms.Chaovana Vivatpanachati	4712	2010, 2011, 2012, 2013 2016, 2017, 2018,2019, 2020,2021,2022	4 7
Ms.Wanpen Unruan	7750	2014, 2015, 2022	3
Ms.Porntip Amornchailertpattana	9589	2022	1
Ms.Nunthira Khunngam	12707	2022	1

The annual and quarterly auditing fee as at 31 December 2023 is 800,000 Baht. The statement review fee in English version has been included as detailed below ;

Pitisevi auditing firm	2023 (Baht)	2022 (Baht)
Annual auditing fee	515,000	515,000
Quarterly auditing fee – 3 quarters	285,000	285,000
Other fee	-	-
Total	800,000	800,000

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

The 1/2022 board of directors meeting considered and approved the appointment of the auditor; Miss Chaovana Viwatpanachat, CPA numbers 4712 or Miss Wanpen Unruan, CPA numbers 7750 or Ms.Porntip Amornchailertpattana ,CPA numbers 9589 or Ms.Nunthira Khunngam, CPA numbers 12707 from the Office of Pitisevi Co., Ltd., to be the auditors for the company. The remuneration is no more than Baht 800,000 (Eight Hundred Thousand Baht Only). The company has no subsidiaries.

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 or Ms.Wanpen Unruan or Ms.Porntip Amornchailertpattana or Ms.Nunthira Khunngam, license numbers 4712, 7750, 9589 and 12707 respectively for auditors of 2023, and set the 2023 remuneration of auditors.

# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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## Agenda 7: To approve dividend payment for the year 2022.

### 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.

Company's operating results in 2022, there was a net profit of 100.054 million baht or 10.01 baht per share. The Company needs to reserve money from part of the net profit to be used for the development of hospital building, medical equipment and medical services

The Board of Directors proposed to the shareholders' meeting to approve the dividend payment for year 2022 at 4.00 Baht per share (Four Baht), the total dividend payment of Baht 40,000,000, or 40.00 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 2<sup>nd</sup> of May, 2023. The dividend payment date is set to be on the 18<sup>th</sup> of May, 2023. Subject to the approval of the 2023 shareholder's meeting.

All subject to the approval of the 2023 annual general meeting of the shareholders

### Dividend payment comparison with last years

Year	Divident/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2018	0.70	1.69	41.46
2019	0.20	1.73	11.53
2020	No dividend payment	0.16	-
2021	0.35	0.88	40.00
2022	4.00	10.01	40.00

## Agenda 8 : 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



WATTANA KARNAET PUBLIC COMPANY LIMITED

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**Attachment 2. The 2022 Annual Report (Details are shown in QR CODE)**

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

Name - Surname	Ms. Jariya Chatsakunpen
Age	45 Years Old
Address	37/2, Moo 1, Tambon Pehn, Ampur Pehn, Udonthani 41150
Type of Committee	Independent Director
Education	-Bachelor of Economics, Bangkok University, Thailand -Masters of Business Administration, Florida Metropolitan University, United States of America
Work experience	- Independent Director Wattana Karnpaet Public Company Limited (2014-current) - Business owner (2004-current)
Positions in other Public Company Limited	None
Company's shares holding (as of 31 <sup>st</sup> December, 2022)	None
Legal conflicts	None

Notes : Miss Jariya Chatsakunpen has no conflict of interests from the company nor its associated company. There is no interest in every agenda proposed at this AGM.



WATTANA KARNAET PUBLIC COMPANY LIMITED

## 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 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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Attachment 5

**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)		Period of continuous holding in the position	Holding Positions in other publicly listed companies	Holding Positions in other publicly Non-listed companies
				Period	Position / Company	Director Meeting	Attendance			
1) Dr. Suphawan Tangsubkul, M.D. Director and Authorized Director	78	- M.D., Chiangmai University, Thailand - Attended the Director Accreditation Program (DAP) - Attended the Financial for Non-finance Directors	15.87	1985-Current	- Vice- Medical Director and Managing Director at the Wattana Karnpaet Public Company Limited - Director	4	4	37	No other position held	Director of 21 Sattawat Vejchakit Co., Ltd. (There is no business competition as Notes to the financial statement No.5)
2) Alisa Neramittagapong, M.D. Audit Committee	46	- Medical Doctor, Khonkean University, Thailand - Board Certification Specialist in Anesthetics, Khonkean University, Thailand	-	2008 - Current	- Anesthetist Doctor at Udonthani Provincial Hospital (2005-Current) - Audit Committee at the Wattana Karnpaet Public Company Limited	4	3	14	No other position held	No other position held
3) Miss Jariya Chatsakunpen Director	45	- Bachelor of Economics, Bangkok University, Thailand - Masters of Business Administration, Florida Metropolitan University, United States of America	-	2014-Current	- Independent Director - Business owner	4	4	8	No other position held	No other position held





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WATTANA KARNPAET PUBLIC COMPANY LIMITED

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

Under the epidemic situation of COVID-19, the AGM will be a gathering of many people. Which is a risk factor for the spread of COVID-19, the company therefore has the voting guidelines in the shareholders' meeting by authorizing the independent directors to vote in this meeting

Recommendations and clarifications regarding the company's policy to prevent the spread of COVID-19.

- 1) Shareholders with a history of traveling from countries infected with the diseases and countries with ongoing epidemics as announced by the Ministry of Public Health should appoint an independent director to vote on your behalf instead of traveling to the meeting in person.
- 2) Shareholders with fever, coughing or nasal cough should appoint an independent director to vote on your behalf instead of traveling to the meeting in person.
- 3) Shareholders or proxies who will attend to the meeting have to prepare your own infection prevention due to the shortage. The company is unable to reserve for you.

### 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 **Ms. Jariya Chatsakunpen** , address **37/2, Moo 1, Tambon Pehn, Ampur Pehn, Udonthani 41150**. 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 **Ms. Jariya Chatsakunpen** 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).



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



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WATTANA KARNPAET PUBLIC COMPANY LIMITED

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### 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.

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



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Remarks : Map of the location where the meeting takes place



# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



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## WATTANA KARNPAET PUBLIC COMPANY LIMITED

### The Minutes of 2022 Shareholders' Ordinary Meeting Wattana Karnpaet Public Company Limited

The meeting held on the 28<sup>th</sup> of April, 2022 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 30 shareholders out of the total of 430 shareholders presented in persons and by proxies, representing 7,704,094 shares out of total of 10,000,000 shares, that was 77.04 per cent of the total amount, a quorum was conducted. There are 15 shareholders attend the meeting by themselves, with the number of shares of 6,074,274 shares. And there are 15 proxies, with the number of share of 1,629,820 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.

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 Jariya Chatsakunpen          | Director / Remuneration Sub-Committee<br>Attended the meeting via VDO conference                    |
| 6. Ass. Prof. Dr. Poonsak Vaisamruat | Independent director and Chairman of the Audit Committee<br>Attended the meeting via VDO conference |
| 7. Miss Suda Santisavikun            | Independent director and the Audit Committee<br>Attended the meeting via VDO conference             |

Directors who did not attend the meeting were as follows:

- |                              |  |
|------------------------------|--|
| 1. Dr. Alisa Neramittagapong | Independent director / the Audit Committee / Remuneration Sub-Committee. |
|------------------------------|--|

Chief Financial Officer

Dr. Natthira Tangsubkul

Chief Financial Officer (CFO)

Company Secretary

Miss Pattharaporn Promtong

Company Secretary

In addition, Ms.Chaovana Viwatpanachati, Ms. Chamaiporn Keawrungruengvattana and Ms.Nutchaya Tangsubsakul, representatives of the auditor from the Pitisevi & Company also attended the meeting via VDO conference.

The company has sub-committees which are

- Compensation Subcommittee - Miss Bangon Tangsubkul as the chairman.
- Corporate Governance and Business Ethics Subcommittee - Ass.Prof.Dr. Phiphat Tangsubkul as the chairman
- Risk Management Subcommittee - Dr. Phiphat Tangsubkul as the chairman.

The company does not have other sub-committees.

The Chairman assigned Miss Pattharaporn Promtong 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.

# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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## WATTANA KARNPAET PUBLIC COMPANY LIMITED

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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 2021 held on the 29<sup>th</sup> of April, 2021**

The Chairman proposed the meeting to consider and certify the minutes of the 2021 annual general meeting of shareholders convened on the 29<sup>th</sup> April, 2021, which attached to the invitation letter of the shareholders's meeting.

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 29, 2021.

The votes are as follows:

Approved	7,704,094	shares or	100.0000 %
Disapproved	0	shares or	0.0000 %
Abstained	0	shares or	0.0000 %
Voided ballot	0	votes or	0.0000 %

### **Agenda 2: To acknowledge the company's business operation in 2021**

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

From the financial performance, the company's income in 2021 was Baht 333.226 million, increased from Baht 312.644 million in 2020, or increased by 6.58 per cent. The increase was from the vaccine and medical treatment of COVID-19 services which were in the forth quarter of 2021. The costs and expenses in 2021 comprises of the cost of service of Baht 256.971 million, increased from Bath 239.813 million of last year, which was an increase of 7.15 per cent. The increase was due to the increases of COVID-19 patients number especially the cost of COVID-19 Vaccines. The expenses in 2021 was Baht 62.390 million, decreased from Baht 67.135 million of last year, or 7.07 per cent decrease. The finance cost of Baht 3.523 million in 2021, which decreased from Baht 3.909 million, or decreased by 9.86 per cent. The company had a company's tax of Baht 1.591 million, increased from Baht 0.152 million in last year. This results in 2021, the company had a net profit of Baht 8.752 million, increased by 435.11 per cent, or a net profit of 0.88 Baht per share. And the comprehensive income for the year was Baht 8.665 million.

The meeting had considered and acknowledged the report of 2021 company's operational performance.

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

### **Agenda 3: Approve the company's statement of financial position, profit and loss statements as at 31 December 2021**

The Chairman assigned the company's financial officer to present to the meeting to approve the statement of financial position and the profit and loss statements as at 31 December 2021 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 2021 of Baht 524.951 million, decreased from Baht 533.899 million in last year, or decreased of 1.68 per cent. This consists of the total current assets of Baht 132.761 million, increased from Baht 111.029 million in 2020, or an increase of 19.57 per cent. The total non-current assets in 2021 was Baht 392.190 million, decreased from Baht 422.870 million of last year or 7.26 per cent.

The total liabilities in 2021 was Baht 156.281 million, decreased from Baht 173.894 million in 2020, or a decrease of 13.13 per cent. This consists of the current liabilities of Baht 111.155 million in 2021, increased from Baht 101.973 million in 2020, or an increase of 9.00 per cent. Non-current liabilities was Baht 45.126 million, decreased from Baht 71.920 million or a decrease of 37.26 per cent.

The shareholders' equity in 2021 was Baht 368.670 million, increased from Baht 360.005 million in last year, or an increase of 2.43 per cent.

# 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 KARNPAET PUBLIC COMPANY LIMITED

The profit loss statement of the year reports that the company's total income in 2021 was Baht 333.226 million, increased from Baht 312.644 million in 2020, or an increase of 6.58 per cent. The costs and expenses in 2021 consist of service costs of Baht 256.971 million, increased from Baht 239.813 million in last year, or a 7.15 per cent increase. The increase was due to the increases of the number of COVID-19 patients. The management and administrative expenses in 2021 was Baht 62.390 million, decreased from Baht 67.135 million in last year, or a decrease of 7.07 per cent. Once included the interest payment of Baht 3.523 million in 2021, decreased from Baht 3.909 million in last year, or a decrease of 9.86 per cent, the company has company's tax of Baht 1.591 million, increased from Baht 0.152 million in last year. Resulting in the 2021 company's net profit of Baht 8.752 million, increased by 435.11 per cent. Or net profit of 0.88 Baht per share. And the comprehensive profit of Baht 8.665 million.

The statement of cash flows in 2021, there were the net cash provided by operating activities of Baht 36.616 million, net cash used in investing activities of Baht 0.540 million and net cash used in financing activities of Baht 33.251 million. The hospital had cash and cash equivalents at end of the year Baht 19.096 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 statement of financial position and profit and loss statement as at 31 December 2021.

The meeting has voted to approved, with the votes more than half of the shares from those attended the meeting, the Company's statement of financial position and profit and loss statement as at 31 December 2021.

The votes are as follows:

Approved	7,704,094	shares or	100.0000 %
Disapproved	0	shares or	0.0000 %
Abstained	0	shares or	0.0000 %
Voided ballot	0	votes or	0.0000 %

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

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. Ms. Bangon Tangsubkul Director and Chairman of Remuneration Sub-Committee  
Years as director 1985 – current and in 2021 attended the directors' meetings 4 times (out of 4 times)
2. Ass.Prof.Dr.Poonsakdi Vaisamruat Chairman of Audit Committee and Director  
Years as director 2004 – current and in 2021 attended the directors' meetings 4 times (out of 4 times)
3. Ms. Suda Santiseveekul Director and Audit Committee Director  
Years as director 2000 – current and in 2021 attended the directors' meetings 4 times (out of 4 times)

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 carefully considered this matter in detail and deems it appropriate to propose to the shareholders' meeting to re-elect all outgoing directors who have suitable qualifications as directors of the Company for another term. The curricula vitae and information on these 3 directors are as per Attachment 5, enclosed with this notice.

Ms. Bangon Tangsubkul has a long experience and knowledgeable in the finance and accounting of the company. Hence a suitable committee for another term.

# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุขกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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## WATTANA KARNPAET PUBLIC COMPANY LIMITED

Ass.Prof.Dr.Poonsakdi Vaisamruat, Chairman of Audit Committee , has an excellent knowledge and understanding of laws. Hence a suitable committee for another term.

Ms. Suda Santiseveekul, Audit Committee Director, is knowledgeable in the accounting and finance. Hence a suitable committee for another term.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's 56-1 ONE REPORT for the year 2021 under the section 8.1.1 Nomination, Development and Evaluation of the Board of Directors, page 46. In addition, there is no director nominated to be appointed for Independent Director in the 2022 Ordinary General Meeting of Shareholders.

The chairman offers an opportunity for the shareholders to nominate a director for the meeting to vote. No one nominated.

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) Ms. Bangon Tangsubkul  
Approved 7,703,994 shares or 99.9987 %  
Disapproved 100 shares or 0.0013 %  
Abstained 0 shares or 0.0000 %  
Voided ballot 0 votes or 0.0000 %
- (2) Ass.Prof.Dr.Poonsakdi Vaisamruat  
Approved 7,703,994 shares or 99.9987 %  
Disapproved 100 shares or 0.0013 %  
Abstained 0 shares or 0.0000 %  
Voided ballot 0 votes or 0.0000 %
- (3) Ms. Suda Santiseveekul  
Approved 7,703,994 shares or 99.9987 %  
Disapproved 100 shares or 0.0013 %  
Abstained 0 shares or 0.0000 %  
Voided ballot 0 votes or 0.0000 %

### Agenda 5 : Approve the remuneration of company committees in 2022

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.

The chairman stated the remuneration of the Board of Directors in 2022 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 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

	2022 (Baht)	2021 (Baht)	Increase (Baht)
Directors' remuneration	604,000	604,000	0



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



70/7-8 ถนนสุขกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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### WATTANA KARNPAET PUBLIC COMPANY LIMITED

The chairman proposed to fix their remuneration of 2022 for no more than Baht 604,000.

Approval of the remuneration of the Board of Directors in 2022 to be no more than Baht 604,000.

The meeting has approved with majority votes the remuneration of the Board of Director for 2022. The votes are as follows :

Approved	7,704,094	shares or	100.0000 %
Disapproved	0	shares or	0.0000 %
Abstained	0	shares or	0.0000 %
Voided ballot	0	votes or	0.0000 %

**Agenda 6: Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Miss Chaovana Viwatpanachat, CPA numbers 4712 or Miss Wanpen Unruan, CPA numbers 7750 or Ms.Porntip Amornchailertpattana ,CPA numbers 9589 or Ms.Nunthira Khunngam, CPA numbers 12707, and set the auditing fee for 2022 no more than 800,000 Baht 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 2021. 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 or Ms.Wanpen Unruan or Ms.Porntip Amornchailertpattana or Ms.Nunthira Khunngam, license numbers 4712, 7750, 9589 and 12707 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 2022 of no more than Baht 800,000 per year.

Office of Pitisevi Co., Ltd.	2022 (Baht)	2021 (Baht)	Increase (Baht)	Auditing period for the company
Auditing fee	No more than 800,000	No more than 780,000	No more than 20,000	2006 – 2021 (16 years)

Office of Pitisevi Co., Ltd.	License numbers	Year of signing	Consecutive years
Ms.Chaovana Viwatpanachati	4712	2010, 2011, 2012, 2013 2016, 2017, 2018, 2019, 2020, 2021	4 6
Ms.Wanpen Unruan	7750	2014, 2015	2
Ms.Porntip Amornchailertpattana	9589	-	-
Ms.Nunthira Khunngam	12707	-	-

The annual and quarterly auditing fee as at 31 December 2022 is 800,000 Baht. The statement review fee in English version has been included as detailed below ;

Pitisevi auditing firm	2022 (Baht)	2021 (Baht)
Annual auditing fee	515,000	495,000
Quarterly auditing fee – 3 quarters	285,000	285,000
Other fee	-	-
Total	800,000	780,000

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 for 2021.

The meeting has approved by the majority votes to appoint Ms.Chaovana Viwatpanachati or



# บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

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## WATTANA KARNPAET PUBLIC COMPANY LIMITED

Ms.Wanpen Unruan or Ms.Porntip Amornchailertpattana or Ms.Nunthira Khunngam, license numbers 4712, 7750, 9589 and 12707 respectively, to be the auditors of year 2022, and approved the remuneration of Baht 800,000 per year.

The votes are as follows:

Approved	7,704,094	shares or	100.0000 %
Disapproved	0	shares or	0.0000 %
Abstained	0	shares or	0.0000 %
Voided ballot	0	votes or	0.0000 %

### Agenda 7: To approve no dividend payment for the year 2021.

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.

Company's operating results in 2021, there was a net profit of 8.752 million baht or 0.88 baht per share. The Board of Directors proposed to the shareholders' meeting to approve the dividend payment for year 2021 at 0.35 Baht per share (Thirty Five Satang), the total dividend payment of Baht 3,500,000, or 40.00 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 13<sup>th</sup> of May, 2022. The dividend payment date is set to be on the 25<sup>th</sup> of May, 2022. Subject to the approval of the 2022 shareholder's meeting

#### Dividend payment comparison with last years

Year	Divident/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2017	0.70	1.83	38.28
2018	0.70	1.69	41.46
2019	0.20	1.73	11.53
2020	No dividend payment	0.16	-
2021	0.35	0.88	40.00

Shareholders meeting resolution to approve no dividend payment for the year 2021.

The meeting has approved with majority votes as follows :

Approved	7,704,094	shares or	100.0000 %
Disapproved	0	shares or	0.0000 %
Abstained	0	shares or	0.0000 %
Voided ballot	0	votes or	0.0000 %

### Agenda 8: Other matters (if any)

None

The Chairman closed the meeting at 11.30 a.m.



บริษัท วัฒนาการแพทย์ จำกัด(มหาชน)  
WATTANA KARNPAET PUBLIC COMPANY LIMITED

The chairman of the meeting

( Ass.Prof.Dr. Phiphat Tangsubkul )

The registered secretary of the meeting

( Miss Pattharaporn Promtong )

แบบหนังสือมอบฉันทะแบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
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

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วัฒนากาญจนา 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) นางสาวจริยา อัครสกุลเพ็ญ.....อายุ 45 ปี อยู่บ้านเลขที่ 37/2 หมู่ 1

Ms. Jariya Chatsakunpen

Age 45 year, reside at

37/2 Moo 1

ตำบล/แขวง.....เพ็ญ.....อำเภอ/เขต.....เพ็ญ.....จังหวัด.....อุดรธานี.....รหัสไปรษณีย์ 41150 หรือ

Tambol / Khwaeng Phen Amphur / Khet Phen Province Udonthani Postal Code 41150

☐ (3).....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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2566  
ในวันพฤหัสบดี ที่ 20 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 11 อาคาร 3 ของบริษัทวัฒนากาญจนา จำกัด (มหาชน) เลขที่ 70/7-8  
ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on 20 April 2023 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 2565 ประชุมเมื่อวันที่ 28 เมษายน 2565

Agenda No. 1 Re: Certify the minutes of the Annual General Shareholders' Meeting 2022 on the 28<sup>th</sup> of April 2022

☐ (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 รับทราบรายงานผลการดำเนินงานของคณะกรรมการในรอบปี 2565

Agenda No. 2 Re: To acknowledge the company's business operation in 2022

☐ (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 2565

Agenda No. 3 Re: Approve the company's balance sheets, profit and loss statements as at 31 December 2022

☐ (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

Agenda No. 4 Re: Appoint new directors to replace those completing their terms.

☐ (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 พิจารณากำหนดผลประโยชน์ตอบแทนคณะกรรมการประจำปี 2566

Agenda No. 5 Re: Approve the remuneration of company committees in 2023

☐ (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 พิจารณาแต่งตั้งผู้สอบบัญชี บริษัท สำนักงานปิติเสรี จำกัด มีผู้สอบบัญชีคือ นางสาวชวนา วิวัฒน์พนาชาติผู้สอบบัญชีรับอนุญาตเลขที่ 4712 หรือ นางสาววันเพ็ญ อุ่นเรือน ผู้สอบบัญชีรับอนุญาตเลขที่ 7750 หรือ นางสาวพรทิพย์ อมรชัยเลิศพัฒนา ผู้สอบบัญชีรับอนุญาตเลขที่ 9589 หรือ นางสาวนันทิรา คุณงาม ผู้สอบบัญชีรับอนุญาตเลขที่ 12707 เป็นผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2566 และค่าตรวจสอบบัญชีกำหนดไว้ไม่เกิน 800,000 บาทต่อปี  
Agenda No. 6 Re: To approve the Sumnakhan Pitisavee as the auditing firm for 2023 with auditors Miss Chaovana Viwatpanachat, CPA numbers 4712 or Miss Wanpen Unruan, CPA numbers 7750 or Ms.Porntip Amornchailertpattana ,CPA numbers 9589 or Ms.Nunthira Khunngam, CPA numbers 12707. Approve the remuneration of auditor for 2023 of no more than Baht 800,000 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 7 เรื่อง พิจารณานุมัติจ่ายเงินปันผลประจำปี 2565

พิจารณานุมัติจ่ายเงินปันผลประจำปี 2565 ในราคาหุ้นละ 4.00 บาท (สี่บาท) รวมเป็นค่าใช้จ่ายในการจ่ายเงินปันผลเท่ากับ 40,000,000 บาท เงินปันผลที่จะจ่ายมาจากกำไรสุทธิของการดำเนินงานช่วง 1 มกราคม 2565 ถึง 31 ธันวาคม 2565 โดยกำหนดวันกำหนดรายชื่อผู้ถือหุ้น (Record Date) เพื่อสิทธิรับเงินปันผลในวันที่ 2 พฤษภาคม 2566 และกำหนดให้วันที่ 18 พฤษภาคม 2566 เป็นวันจ่ายเงินปันผล

Agenda No. 7 Re: To approve dividend payment of 2022 to be 4.00 Baht per share (Four Baht), total dividend expense of Baht 40,000,000. The dividend payment date is to be on the 18th of May, 2023. The dividend is to be paid from the net profit of the operation period 1 Jan 2022 to 31 Dec 2022.

☐ (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 8 เรื่อง พิจารณาเรื่องอื่น ๆ

Agenda No. 8 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำตอแบบหนังสือมอบฉันทะแบบ ข

Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วัฒนการแพทย์ จำกัด (มหาชน)

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

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2566 ในวันพฤหัสบดี ที่ 20 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 11 อาคาร 3 ของบริษัท วัฒนการแพทย์ จำกัด (มหาชน) เลขที่ 70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the annual general meeting of shareholders 2023 on Thursday, April 20, 2023, 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

☐ วาระที่ ..... เรื่อง .....

Agenda No. Re:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำตอแบบหนังสือมอบฉันทะ 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\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_