

**Details of Auditor and Audit Fees**

1. EY Office Limited and the proposed certified public accountants have no relationship or conflict of interest with the Company or its subsidiaries, management, or major shareholders, or related persons of such persons.
2. The Company's auditor is the representative from the same auditing firm as the auditor of the Company's subsidiaries and affiliated companies.
3. EY Office Limited has been the Company's auditor for over 20 years.
4. The table below shows the audit fees and non-audit fees of the proposed auditing firm.

	2019 (proposed in this meeting)	2018	Increase/ (Decrease)
Audit fees for the Company	3,040,000	3,210,000	(5.3%)
Audit fees for the subsidiaries and affiliated companies	1,375,000	2,205,000	(37.6%)
Other fees	-	-	-

5. The performance of the proposed audit firm.

Name	Certified Public Accountant No.	Period / No. of years as the Company's auditor
1. Ms. Kosum Cha-em	6011	2018 (1 year)
2. Ms. Vissuta Jariyathanakorn	3853	2008-2010 (3 years)   2017 - 2018 (2 years)
3. Ms. Sumalee Reewarabandith	3970	2011-2015 (5 years)   2018 (1 year)

Note: In compliance with Public Limited Companies Act B.E. 2535 (1992) and the Notification of the Capital Market Supervisory Board No. Tor Jor 75/2561 governing rules, conditions, and procedures for disclosure of information re: financial status and business operation of the listed companies (Vol. 14), the annual general meeting of shareholders will appoint the Company's auditor and determine the audit fee every year. The same auditor may be appointed for no more than seven years, irrespective of whether they were consecutive or not. If the same auditor fulfills his or her seven-year terms, the Company may only reappoint the same auditor after a break of at least five consecutive years.

**The Audit Committee's Opinion**

The Audit Committee has the opinion to appoint Ms. Kosum Cha-em, Certified Public Accountant No. 6011 (the auditor who certifies the Report of Independent Auditor), Ms. Vissuta Jariyathanakorn, Certified Public Accountant No. 3853, and Ms. Sumalee Reewarabandith, Certified Public Accountant No. 3970 of EY Office Limited as the Company's auditors for year 2019, and to fix the audit fees to not exceed Baht 3,040,000.

-Translation-

**Proposed Amendment to the Memorandum of Association to be in line with  
the Conversion of Preferred Shares into Ordinary Shares  
Bumrungrad Hospital Public Company Limited**

Purpose

In order for the registered capital to be in line with the decrease in number of preferred shares due to the conversion of preferred shares into ordinary shares.

Directors' opinion

The directors were of the opinion that the amendment to the Memorandum of Association in order for the registered capital to be in line with the decrease in number of preferred shares due to the conversion of preferred shares into ordinary shares is appropriate, and could increase the stock exchange liquidity for the shareholders and to increase the number of shares being traded.

Effect on shareholders

To increase the stock exchange liquidity for the shareholders.

**Existing wording:**

Clause 4	Registered capital	Baht 922,702,685	(Nine hundred twenty two million, seven hundred and two thousand, six hundred and eighty five baht)
	Divided into	922,702,685 shares	(Nine hundred twenty two million, seven hundred and two thousand, six hundred and eighty five shares)
	at the par value of	Baht 1 per share	(One baht)
	Divided into		
	Ordinary shares	921,401,820 shares	(Nine hundred twenty one million, four hundred one thousand, eight hundred and twenty shares)
	Preference shares	1,300,865 shares	(One million, three hundred thousand, eight hundred and sixty five shares)

**Amended wording**

Clause 4	Registered capital	Baht 922,702,685	(Nine hundred twenty two million, seven hundred two thousand, six hundred and eighty five baht)
	Divided into	922,702,685 shares	(Nine hundred twenty two million, seven hundred two thousand, six hundred and eighty five shares)
	At the par value of	Baht 1 per share	(One baht)
	Divided into		
	Ordinary shares	921,491,820 shares	(Nine hundred twenty one million, four hundred ninety one thousand, eight hundred and twenty shares)
	Preference shares	1,210,865 shares	(One million, two hundred ten thousand, eight hundred and sixty five shares)

**Proposed Amendment to article 40 of the Articles of Association to be in line with the new law  
Bumrungrad Hospital Public Company Limited**

Purpose

In order for the Company's Articles of Association to be in line with the amended section 100 of the Public Company Act B.E. 2535 (1992) as appended below.

**Section 100.** One or more shareholders holding shares not less than 10 percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days from the date the request is received from the shareholders.

Directors' opinion

The directors were of the opinion that the amendment to article 40 of the Articles of Association in order for it to be in line with the new law is appropriate.

Effect on shareholders

Any number of shareholders holding 10% of the total shares sold can request the Board of Directors to call an extraordinary shareholders meeting (EGM), while under the old law shareholders holding 20% of the total shares sold, or 25 shareholders holding 10% of the total shares sold can request the Board of Directors to call EGM, hence this increases flexibility.

**Current version**

Article 40 The Board of Directors shall summon a general meeting of shareholders within four months from the date of fiscal year end of the Company. All other general meetings are called "Extraordinary General Meetings."

The Board of Directors may summon Extraordinary General Meetings whenever they think fit.

Alternatively, shareholders holding shares not less than **one-fifth** of the total number of shares sold, **or not less than 25 shareholders holding the aggregate shares of not less than one-tenth of the total number of shares sold** may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within **one month** from the date the request is received from the shareholders.

**New version**

Article 40 The Board of Directors shall summon a general meeting of shareholders within four months from the date of fiscal year end of the Company, and all other general meetings are called "Extraordinary General Meetings." The Board of Directors may summon Extraordinary General Meetings whenever they think fit.

**One or more** shareholders holding shares not less than **10 percent of the total number of shares sold** may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within **45 days** from the date the request is received from the shareholders.

-Translation-

**Articles of Association  
of  
Bumrungrad Hospital Public Company Limited  
(Relating to the Annual General Meeting of Shareholders No. 26 for year 2019)**

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**Chapter 4 Directors**

Qualifications of Directors, Election of Directors, and Retirement of Directors

Article 20 The number of directors shall be not less than 5 (five) directors, and not less than one-half of the total number of directors must have residency within the Kingdom of Thailand.

Article 21 A director is not required to be a shareholder of the Company. An external person who agrees to become a director of the Company who has been appointed by the shareholders' meeting can become a director of the Company.

Article 22 Directors of the Company shall be appointed by the shareholders' meeting pursuant to the following criteria and methods:

22.1 each shareholder has one vote for one share;

22.2 the election of directors may be either by voting for each individual director, or by voting for a group of directors, whichever way the shareholders' meeting deems appropriate, whereby for each resolution, each shareholder must exercise all of their votes for one individual director or for one group of directors, and votes by each shareholder may not be split between any directors or any groups of directors; and

22.3 the election passes with the majority of the votes, and if the number of votes is equal, the chairperson of the meeting has the final vote.

Article 23 At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.

Directors to retire in the first and second year after the Company's registration shall be determined by ballots. In subsequent years, directors who have served longest in office shall retire.

Directors who retire according to this article are eligible for reelection.

Prohibition of Directors

Article 33 Directors may not operate a business, enter into a partnership, or become a director in any juristic person with the same status as and which competes with the Company, unless the shareholders' meeting has been notified before the resolution to appoint such director.

Directors' remuneration

Article 39 Directors are entitled to remuneration from the Company in the form of gratuities, meeting allowances, rewards, bonuses, or any other forms of benefits as considered by the shareholders' meeting. The shareholders' meeting may fix the specific amount, or set forth rules to be complied with from time to time, or to be effective until further changes. In addition,

directors are also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the right of the officer or employee of the Company who has been elected as a director to receive remuneration and benefits in their capacity as an officer or employee of the Company.

## **Chapter 5 General Meeting of the Shareholders**

### Shareholders' Meeting

Article 40 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. Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Alternatively, shareholders holding no less than one-fifth of the total number of shares sold, or no less than 25 (twenty-five) shareholders holding no 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.

### Invitation letter

Article 41 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, and agenda of the meeting, and the matters to be proposed to the meeting with reasonable details, indicating clearly whether it is a 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.

### Quorum

Article 42 In order to constitute a quorum, there shall be no less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or no less than one-half of the total number of shareholders, and in either case such shareholders shall hold no less than one-third of the total number of paid-up shares.

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 canceled. 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 no less than 7 (seven) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

## Chairman of the Meeting

Article 43 The Chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the Chairman of the Board is not present at the meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

In casting votes, each shareholder shall have votes equal to the number of shares held by him or her. One share entitles its holder to one vote.

Voting shall be done openly, unless at least 5 (five) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

## Votes cast

Article 44 The resolutions of the shareholders' meeting shall require the following votes:

- 44.1 In ordinary cases, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. If the votes are tied, the chairman of the meeting shall have an additional vote as a casting vote.
- 44.2 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;
  - (c) entry into, amendment, or cancellation of contracts related to leasing out the Company's businesses, whether in whole or as certain important parts, 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.
  - (d) amendment of the Company's Memorandum or Articles of Association.
  - (e) capital increase, capital reduction, the issuance of debentures, convertible bonds, preferred shares, or preferred shares convertible into common shares, or any other types of securities in accordance with the Securities and Exchange Act, and issuance of every types of warrant; or
  - (f) merger or liquidation of the Company.

## Business at the Annual General Meeting of Shareholders

Article 45 The business to be accomplished at the annual general meeting of the shareholders is:

- 45.1 to acknowledge the Board of Directors' report on the Company's business operations during the past year;
- 45.2 to consider and approve the balance sheet and profit and loss accounts;
- 45.3 to consider the allocation of profits;

45.4 to elect directors to replace those who retire by the expiration of their terms;

45.5 to elect the auditors and fix their remuneration; and

45.6 other business.

## **Chapter 6 Accounting, Finance, and Audit**

### Dividend Payment

Article 50 Dividend payment shall not be appropriated from other types of fund except profit. If the Company has retained losses, dividend payment is prohibited.

Dividends shall be divided by number of shares equally.

By resolution of the shareholders' meeting, dividend payment by the Company may be made entirely or partially in the form of stock dividend by issuing new ordinary shares to shareholders.

The Board of Directors may pay interim dividends to shareholders from time to time when the Board deems that the Company has sufficient profit appropriate to do so, and report to the next shareholders' meeting for acknowledgement.

Dividend payment shall be made within 1 (one) month from the date of shareholders' meeting or the board resolution, as the case may be. The shareholders shall be notified by letter, and the dividend payment must be advertised in a newspaper.

Article 51 The Company must appropriate a portion of the annual net profit as reserve funds in an amount of not less than 5 (five) percent of the annual net profit, less accumulated loss brought forward (if any) until such reserve funds total no less than 10 (ten) percent of the Company's registered capital.

Upon approval by the shareholders' meeting, the Company may transfer other reserves, legal reserves, and share premium reserves respectively to reduce the Company's retained losses.

**Details of the Documents Required Prior to Attending the Meeting  
Proxy Form, Registration, and Voting in the General Meeting of Shareholders**

All shareholders and proxies, please bring Notice of Annual General Meeting of Shareholders (AGM), registration form, proxy form, and other required documents as detailed below to register the attendance of Annual General Meeting of Shareholders No. 26 for year 2019 of Bumrungrad Hospital Public Company Limited. Please note that all requested documents are in line with the law and regulations of related regulator. The Company does not require documents from the shareholders to prevent them from attending or creates an unreasonable burden to them.

**1. Documents Required Prior to Attending the Meeting**

(A) For individuals

(1) Attending in person

Valid identity documents issued by the government authorities, e.g. identification card, governmental identification card, driving license, or passport, including the evidence of name or surname change.

(2) Attending by Proxy

2.1 Proxy form in the form as attached to the notice of AGM (Form A or Form B), completely filled out and signed by the shareholder and the proxy, affixed with stamp duty.

2.2 Certified true copy of valid identity documents of shareholder, the same requirements from the individual, as specified in item (A)(1).

2.3 Valid identity documents of the proxy, the same requirement from the individual, as specified in item (A)(1).

(B) For juristic persons

(1) Director of the shareholder attending the Meeting

1.1 Valid identity documents issued by the government authorities for the director, the same requirements from the individual, as specified in item (A)(1).

1.2 Certified true copy of the shareholder's Certificate of Registration of legal entity, showing that the director who attends the meeting has authority to act on behalf of the corporate shareholder.

(2) Shareholder appointing proxy to attend the meeting

2.1 Proxy form in the form as attached to the notice of AGM (Form A or Form B), completely filled out and signed by the authorized directors of the shareholder and the proxy, affixed with stamp duty.

2.2 Certified copy of the shareholder's Certificate of Registration of legal entity, showing that the director(s) who sign the proxy form has authority to act on behalf of the corporate shareholder.

2.3 Certified true copy of the valid identity documents of the director(s) who signs the proxy form, the same requirement from the individual, as specified in item (A)(1).

2.4 Valid identity documents of the proxy, the same requirement from the individual, as specified in item (A)(1).



(3) Foreign investor having custodian in Thailand appoints a proxy

3.1 Document from the custodian

- a. Proxy Form in the form as attached to the notice of AGM (Form A or Form B), or Form C, which can be downloaded from the Company's website, [www.bumrungrad.com/investor](http://www.bumrungrad.com/investor), completely filled out and signed by the authorized persons of the Custodian, as the grantor, and the proxy, affixed with the stamp duty.
- b. Copy of document confirming that the person who signs the proxy form is granted permission to conduct the business of custodian, certified true copy by the custodian's authorized persons.
- c. Copy of the custodian's Certificate of Registration of legal entity, certified true copy by the authorized persons, showing that the person who signs the proxy form as the grantor has authority to act on behalf of the custodian.
- d. Certified true copy of the valid identity documents issued by the authorities for the persons who can act on behalf of the custodian, as the grantor, the same requirement from the individual, as specified in item (A)(1).

3.2 Document from the shareholder

- a. Power of attorney from the shareholder authorizing the custodian to execute the proxy form on its behalf.
- b. Copy of shareholder's Certificate of Registration of legal entity, certified true copy by the authorized directors, showing that the authorized directors who sign the power of attorney have the authority to act on behalf of the corporate shareholder.
- c. Certified true copy of valid identify document issued by the authorities for the directors who sign the power of attorney, the same requirement from the individual, as specified in item (A)(1).

3.3 Valid identity documents issued by the authorities for the proxy, as specified in item (A)(1) for individuals.

If the original documents are not in Thai or in English, an English translation that is certified as true and correct translation by the shareholder (in case of individual) or the authorized directors of the shareholder (in case of juristic person) shall be required.

(4) For non-Thai nationals or legal entities established under foreign laws (other than appointing custodian as proxy under item (3))

Please provide the documents in accordance with item (A) individuals or (B) juristic persons above, as the case may be. If the original documents are not in Thai or in English, an English translation that is certified as true and correct translation by the shareholder (in case of individual) or the authorized directors of the shareholder (in case of juristic person) shall be required.

## 2. **Proxy Form**

The Company has attached to the notice of AGM the following two Proxy Forms setting forth by the Department of Business Development, Ministry of Commerce:

- o Form A : General proxy form (simple form)
- o Form B : Specific proxy form

Form C, which is for the foreign investors which have custodian in Thailand, can be downloaded from the Company's website at [www.bumrungrad.com/investor](http://www.bumrungrad.com/investor).

Shareholders who are not able to attend the meeting may appoint a person as their proxy, as follows:

- (1) shareholders other than foreign shareholders who have custodians in Thailand shall complete either proxy Form A or Form B, and foreign shareholders with custodian in Thailand may choose to use either proxy Form A, Form B, or Form C, and in any case, each shareholder shall complete only one of the above proxy forms;
- (2) authorize a person to attend and vote at the meeting on the shareholder's behalf by specifying the name with details of a person or an independent director of the Company (as attached as Enclosure 10), to be the shareholder's proxy, and to sign the form as the grantor;
- (3) Baht 20 stamp duty must be affixed, whereby the date of the proxy form must be specified in such stamp duty to validate the legality; and
- (4) the completed proxy form must be returned to the following address **by Wednesday, 24 April 2019, at least two hours before the meeting starts** for document verification:

Ms. Pantip Chirakarnjanakorn  
Company Secretary  
Bumrungrad Executive Suites, 4th Floor  
Bumrungrad Hospital Public Company Limited  
33, Soi 3 (Nana Nua), Sukhumvit Road  
Khlong Toei Nua, Vadhana, Bangkok 10110, Thailand

The shareholder shall authorize only one proxy to cast votes equal to the number of shares held by them, and, except for foreign shareholders with custodians in Thailand, cannot allocate their shares for divided votes.

### **3. Meeting Registration**

The commencement for the meeting registration will be two hours before the meeting, or from 12:00 p.m. onwards on Wednesday 24 April 2019 at Conference Center on the 21<sup>st</sup> floor, Bumrungrad International Clinic Building, No. 33, Soi 3 (Nana Nua), Sukhumvit Road, Bangkok. Please refer to the map attached as Enclosure 11.

### **4. Voting**

#### **1. Voting Regulation**

- (1) Voting on each agenda item will be done using ballots (with the exception of shareholders who have specified the votes in proxies, in which case the votes will be counted as specified by the shareholders). One share will count as one vote. Shareholders or proxies shall vote for only one choice -- agree, disagree or abstain -- and cannot divide their votes, except foreign shareholders with custodians in Thailand using proxy Form C.

For the agenda item for the election of directors, the voting can be done for each individual director at a time or for a group of directors, as the shareholders' meeting deems appropriate. For each resolution, the shareholder must exercise all of their votes, and cannot split their votes between any directors or groups of directors.

- (2) In the proxy form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, or the meeting considers or votes on any matters other than as specified in the proxy form, including if there is a change or addition of any facts, the proxy shall have the right to consider and vote on such matter on behalf of the shareholder as appropriate.

## **2. Voting Procedures**

The chairman shall inform the meeting of the voting procedures as follows:

- (1) The chairman will propose that the meeting cast the vote for each agenda item by asking whether shareholders agree, disagree, or abstain.
- (2) Shareholders and proxies using proxy Form A, Form B or Form C, for which the shareholders have authorized the proxy to cast votes at their own discretion, shall vote using the ballot provided during registration, by marking only one of the boxes – agree, disagree, or abstain.
- (3) For proxies using proxy Form B and Form C, in which case the proxy must cast the votes in accordance with the shareholders' instruction, the Company shall count the votes as specified by the shareholder.

## **3. Resolution of the Meeting**


- o Ordinary cases: majority vote of the meeting.
- o For other cases, in which the laws or the Company's Articles of Association have provided otherwise, the resolution shall be in accordance with such laws or the Company's Articles of Association. The chairman shall inform the meeting before the voting of such agenda.
  - (1) In case of a tie of votes, the chairman of the meeting shall have an additional vote as the casting vote.
  - (2) Any shareholder or 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.

## **4. Counting and Announcement of the Vote**

The vote count shall be done immediately, and the chairman shall announce the results of the vote count in every agenda item.

**\*Please return all ballots for all agenda items to the Company's officers when the meeting is completed.\***

**Information of the independent director  
for shareholders who wish to appoint an independent director as their proxy  
Bumrungrad Hospital Public Company Limited**

<b>Name</b>	<b>Ms. Sophavadee Uttamobol</b>	
<b>Age</b>	59 years	
<b>Type of Director</b>	Independent director Chairperson of the Audit Committee	
<b>Tenure</b>	18 years	
<b>Reason for appointment as the Independent Director</b>	Being an expert, and the only candidate	
<b>Education</b>	Master of Business Administration, Chulalongkorn University	
<b>Directors' Training Courses</b>	Director Accreditation Program, class 5/2003, Thai Institute of Directors Audit Committee Program, class 2/2004, Thai Institute of Directors Role of Chairman Program class 14/2006, Thai Institute of Directors Financial Statements for Directors, class 18/2012, Thai Institute of Directors	
<b>Experience</b>	2001 – present	Director, S&P Syndicate PCL
	1991 – present	Legal Consultant, Thai Consultant Limited
<b>Director / Management Position in Other Companies</b>		
Position in other listed companies	Director, S&P Syndicate PCL.	
Position in non-listed companies	Legal Consultant, Thai Consultant Ltd.	
<b>Positions in Other Companies Which May Result in Conflict of Interest</b>	None	
<b>BH shareholding</b>	None (as of 31 December 2019). This includes both preferred and ordinary shares, and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	Board of Directors (4/4) Audit Committee (5/5)	

Map to Bumrungrad Hospital Public Company Limited



Bumrungrad International, No. 33, Soi 3 (Nana Nua), Sukhumvit Road, Khlong Toei Nua, Vadhana, Bangkok 10110, Tel. 02 066 8888, Email: [info@bumrungrad.com](mailto:info@bumrungrad.com)

For Taxi: โรงพยาบาลบำรุงราษฎร์ เลขที่ 33 ซอย 3 (นานาเหนือ) ถนนสุขุมวิท แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110 โทร. 02 066 8888

A shuttle bus between BTS Nana station (Sukhumvit Soi 3) and Bumrungrad International Clinic will be available every 20 minutes between 7:00 a.m. and 8:00 p.m. on the date of the Annual General Meeting.

Affix  
Stamp  
Duty  
Baht 20

**Enclosure 12**

**PROXY FORM A**  
**(A general form which is simple and uncomplicated)**  
**Attached to the Notification of Department of Business Development**  
**Governing Form of Proxy (No. 5) B.E. 2550**

Written at \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being the shareholder of Bumrungrad Hospital Public Company Limited,  
holding the total amount of \_\_\_\_\_ shares, eligible for \_\_\_\_\_ votes, as follows:

Ordinary shares of \_\_\_\_\_ shares, eligible for \_\_\_\_\_ votes  
Preference shares of \_\_\_\_\_ shares, eligible for \_\_\_\_\_ votes

(3) do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ years, Residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

(2) \_\_\_\_\_ Age \_\_\_\_\_ years, Residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

(3) \_\_\_\_\_ Age \_\_\_\_\_ years, Residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

as my/our only proxy to attend and vote on my/our behalf at Annual General Meeting of Shareholders  
No. 26 for year 2019 for Bumrungrad Hospital Public Company Limited on **Wednesday, 24 April 2019 at  
2:00 p.m.** at Conference Center on the 21<sup>st</sup> fl., Bumrungrad International Clinic Building, no. 33, Soi 3 (Nana  
Nua), Sukhumvit Road, Vadhana, Bangkok or at any adjournment thereof to any other date, time, and venue.

Any act performed by the proxy at such meeting shall be deemed as my/our own act in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remarks:**

The shareholder assigning the proxy must authorize only one proxy to attend and vote at the meeting, and shall not allocate the number of shares to several proxies to vote separately.

**PROXY FORM B**

**(A form which clearly and specifically specifies the items for which authority is granted)  
According to Notification of Department of Business Development  
Governing Form of Proxy (No. 5) B.E. 2550**

Written at .....

Date ..... Month ..... Year .....

(1) I/We, ..... Nationality .....  
Residing at No ..... Road ..... Sub-district .....  
District ..... Province ..... Postal Code ..... Country .....

(2) Being a shareholder of Bumrungrad Hospital Public Company Limited,  
holding the total amount of ..... shares, eligible for ..... votes, as follows:  
Ordinary shares of ..... shares, eligible for ..... votes  
Preference shares of ..... shares, eligible for ..... votes

(3) Do hereby appoint either one of the following persons:

(1) Name ..... Age ..... years,  
Residing at No ..... Road ..... Sub-district .....  
District ..... Province ..... Postal Code ..... or

(2) Name ..... Age ..... years,  
Residing at No ..... Road ..... Sub-district .....  
District ..... Province ..... Postal Code ..... or

(3) Name ..... Age ..... years,  
Residing at No ..... Road ..... Sub-district .....  
District ..... Province ..... Postal Code ..... or

as my/our proxy to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 26 for year 2019 for Bumrungrad Hospital Public Company Limited on **Wednesday, 24 April 2019 at 2:00 p.m.** at Conference Center on the 21<sup>st</sup> fl., Bumrungrad International Clinic Building, no. 33, Soi 3 (Nana Nua), Sukhumvit Road, Vadhana, Bangkok or at any adjournment thereof to any other date, time, and venue.

(4) I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**Agenda 1 To adopt minutes of Annual General Meeting of Shareholders No. 25 for year 2018, held on Wednesday, 25 April 2018**

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.  
 (b) The proxy must cast the votes in accordance with my/our following instruction:  
 Agreed                       Disagreed                       Abstained

**Agenda 3 To consider and approve the audited statements of financial position and income statements for the year ending on 31 December 2018.**

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.  
 (b) The proxy must cast the votes in accordance with my/our following instruction:  
 Agreed                       Disagreed                       Abstained

**Agenda 4** To consider and approve the appropriation of net profit for fiscal year 2018 and the declaration of dividends, and to acknowledge the payment of interim dividends.

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Agreed                       Disagreed                       Abstained

**Agenda 5** To consider and approve the election of directors to replace the directors who will retire by rotation.

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - To elect directors as a whole
    - Agreed                       Disagreed                       Abstained
  - To elect each director individually
    - 1. Mr. Chai Sophonpanich**
      - Agreed                       Disagreed                       Abstained
    - 2. Mr. Chanvit Tanhiphat**
      - Agreed                       Disagreed                       Abstained
    - 3. Mrs. Aruni Kettratad**
      - Agreed                       Disagreed                       Abstained

**Agenda 6** To consider and approve the remuneration of directors and committee members for year 2019

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:

Remuneration of directors and committee members for the year 2019: in a total amount not exceeding Baht 22.2 million

  - Agreed                       Disagreed                       Abstained

**Agenda 7** To consider and approve the appointment of auditors and to fix the audit fees for year 2019.

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Agreed                       Disagreed                       Abstained

**Agenda 8** To consider and approve the amendment to clause 4 of the Memorandum of Association (registered capital) regarding the type of shares

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Agreed                       Disagreed                       Abstained



**Agenda 9 To consider and approve the amendment to article 40 of the Articles of Association to be in line with the new law**

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Agreed                       Disagreed                       Abstained

**Agenda 10 Other business (if any)**

- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Agreed                       Disagreed                       Abstained

(5) Casting of the vote by my/our proxy for any agenda which is not in accordance with this proxy form shall be deemed an incorrect vote, and is not my/our vote as the shareholder.

(6) If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

Any lawful act performed by my/our proxy in this meeting, unless my/our proxy does not cast the votes as specified in the proxy form, shall be deemed as my/our own act in all respects.

Signed..... Grantor  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Remarks:

1. The shareholder assigning the proxy must authorize only one proxy to attend and vote at the meeting, and shall not allocate the number of shares to several proxies to vote separately.
2. For an agenda item relating to the election of directors, the election may be for the entire group of directors or each individual director.
3. If there is an agenda item other than those specified above, additional statements can be specified by the shareholder in the Addendum to proxy Form B as enclosed.

**Addendum to Proxy Form B**  
**Authorization of shareholder of Bumrungrad Hospital Public Company Limited**

For Annual General Meeting of Shareholders No. 26 for year 2019 of Bumrungrad Hospital Public Company Limited on **Wednesday, 24 April 2019, at 2:00 p.m.** at the Conference Center on the 21<sup>st</sup> floor, Bumrungrad International Clinic Building, No. 33, Soi 3 (Nana Nua), Sukhumvit Road, Vadhana, Bangkok, or at any adjournment thereof to any other date, time and venue.

- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained
- Agenda**.....**Re.**.....
- (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Agreed                       Disagreed                       Abstained

**Agenda**..... **Re. Election of Directors (cont'd)**

**Director's name**.....

Agreed                                       Disagreed                                       Abstained

**Director's name**.....

Agreed                                       Disagreed                                       Abstained

**Director's name**.....

Agreed                                       Disagreed                                       Abstained

**Director's name**.....

Agreed                                       Disagreed                                       Abstained

**Director's name**.....

Agreed                                       Disagreed                                       Abstained

**Director's name**.....

Agreed                                       Disagreed                                       Abstained