



( Translation )

22 March 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders  
To All Shareholders of Rajthanee Hospital Public Company Limited

The Board of Directors (**the "Board"**) of Rajthanee Hospital Public Company Limited (**"the Company"**) resolved to invite all shareholders to the 2024 Annual General Meeting of Shareholders which shall be held on Monday 22 April 2024 at 09.00 hours (registration open at 08.00 a.m.) at Rajthanee Meeting Room no. 3 on 3<sup>rd</sup> Floor, Building G, Rajthanee Hospital at no. 111, Moo 3, Rojana Road, Khlong Suan Phlu Sub-district, Phra Nakhon Si Ayutthaya District, Phra Nakhon Si Ayutthaya Province. The agenda is as follows:

**Agenda No. 1 To consider the Minutes of the 2023 Annual General Meeting of Shareholders**

Purpose and Rationale: The 2023 Annual General Meeting of Shareholders was held on 24 April 2023, and the minutes thereof were prepared and published on the Company's website ([www.rajthanee.com](http://www.rajthanee.com)). There was no proposal from any shareholders to amend the said minutes.

The Board's Opinion: The Board has recommended that the minutes of the 2023 Annual General Meeting of Shareholders be adopted as the Board considered it accurately recorded as per the details shown in *Attachment 1*.

**Agenda No.2 To acknowledge the Company's operating results for the year 2023 and to consider and approve the financial statements for the year ended 31 December 2023**

Purpose and Rationale: The Company has summarized the operating results along with the significant changes that occurred during the year 2023 in 56-1 One Report and prepared financial statements at the end of fiscal year which have been audited by the external auditor and submitted to the Annual General Meeting of shareholders for approval.

The Board's Opinion: The Board recommended that the meeting of shareholders to acknowledge the Company's operating results of year 2023 and to approve the audited financial statements ended as of 31 December 2023 which have been concurred by the Audit Committee.

Summary of the Company's significant financial position and operating results are shown below:



Unit: million Baht

Description	Consolidated Financial Statement		Separate Financial Statement	
	2023	2022	2023	2022
Total assets	4,020.2	3,787.9	3,670.9	3,552.8
Total liabilities	1,684.4	1,463.1	1,642.9	1,514.1
Total shareholders' equity	2,335.8	2,324.8	2,028.0	2,038.6
Total revenue	2,392.6	3,406.5	2,468.0	2,950.0
Net profit attributable to the equity holders of the Company / Net profit	419.7	1,029.2	606.4	852.9
Earnings per share (Baht)	1.40	3.44	2.03	2.85

The financial statements and the accompanying details are shown in 56-1 One Report in form of barcode which is attached to this invitation letter

### **Agenda No.3 To consider and approve the dividend payment.**

Purpose and Rationale: The Company's policy is to pay out dividends to shareholders at the rate of not less than 40% of net profit after corporate income tax based on separate financial statements of the Company. However, the Company may consider paying out dividend in a different manner from that prescribed in the policy, depending on financial performance, financial position, liquidity, necessary expenditures for business management and expansion of the Company's business as well as economy situations.

The Board's Opinion: The Company has paid 2 interim dividends for the total amount of Baht 0.95 per share, details of which as follows :

- (1) On 31 August 2023 by the resolution of the Board's meeting No. 5/2023 held on 7 August 2023 at the rate of Baht 0.70 per share, totaling Baht 209.56 million, from the Company's six-month net profit (earnings per share Baht 0.65) and the remaining from retained earnings according to separate financial statement as of 30 June 2023.
- (2) On 21 December 2023 by the resolution of the Board's meeting No. 8/2023 held on 22 November 2023 at the rate of Baht 0.25 per share, totaling Baht 74.84 million, from the Company's 3<sup>rd</sup> quarter net profit according to separate financial statement as of 30 September 2023.

The Board recommended that the meeting to acknowledge the interim dividend payment and to consider additional dividend payment at the rate of Baht 0.25 per share, totaling Baht 74.84 million. Including interim dividend at the rate of Baht 0.95 per share, total dividend will be Baht 1.20 per share equivalent to Baht 359.24 million or approximately 59% of the net profit according to separate financial statements as of 31 December 2023.



<b>Details of dividend payments</b>	<b>2023</b>	<b>2022</b>
Net profit according to the Company's separate financial statement (Baht million)	606.38	852.86
Earnings per share (Baht /share)	2.03	2.85
Dividend per share (Baht /share)		
- 1 <sup>st</sup> interim dividend	0.70	2.00
- 2 <sup>nd</sup> interim dividend	0.25	-
- Final dividend (to be proposed)	0.25	0.50
Total dividend payments (Baht million)	359.24	748.42
Dividend payout ratio of net profit of separate financial statement (%)	59.11	87.72

Therefore, this dividend payment is in compliance with the Company's dividend payment policy. In this regard, the Company fixed 8 March 2024, as the record date on which the names of shareholders entitled to the dividend payment will be determined and fixed 20 May 2024 as the dividend payment date. (*remark : the dividend is contingent upon approval by Annual General Meeting*)

**Agenda No.4 To consider and approve the appointment of directors to replace those who will retire by rotation in 2024**

Purpose and Rationale: According to the Public Limited Companies Act, B.E. 2535 (1992), (as amended) and Article 18 of the Company's articles of association, one-third of all directors must retire by rotation by the date of each annual general meeting of shareholders. Three directors who will retire by rotation by the date of the 2024 Annual General Meeting of Shareholders are:

Name	Position
1. Dr. Wachira Wudhikulprapan	Director
2. Dr.Surin Prasithirun	Director, Chairman of Executive Committee and Managing Director
3. Ms.Phitrapee Prasithirun	Director

The Board's Opinion: The Board together with Nomination and Remuneration Committee but not including those who have conflict of interest, have considered the qualifications, knowledge, competency, experience, moral & ethical standards as well as the performance of each director. Therefore, the Board recommended the meeting to reappoint the above directors who will retire by rotation for another term of office.

During the period of 25 December 2023 to 26 January 2024, the Company provided an opportunity for shareholders to propose agenda items for this meeting and nominate qualified candidates for election as the Company's directors through the Company's website. However, no shareholder nominated a candidate for directorship.



Details of each nominated director show in Attachment 3

**Agenda No.5 To consider and approve the remuneration of the Company's directors for the year 2024**

Purpose and Rationale: According to Article 33 of the Company's Articles of Association, the Company's directors are eligible to receive bonus and remuneration that are determined by the shareholder's meeting.

The Board's Opinion: The Board has carefully considered directors' remuneration to be in accordance with each person's duties and responsibilities, whereby such remuneration is considered appropriate and sufficient for attracting and retaining qualified directors. The Board recommended that the rate of remuneration for the Company's directors and sub-committees which are Audit Committee and Nomination and Remuneration Committee to be determined as follows:

- Meeting allowance of Baht 20,000 per person for each attendance will be paid only the directors who attend the meeting. The meeting cycle of the year 2024 is from 2024 Annual General Meeting until 2025 Annual General Meeting and,
- Bonus of Baht 400,000 per person which will be paid to the directors since the beginning of the year 2025. This bonus is increased by 40,000 from last year.

In addition, the Company has accommodated the directors so as to allow them to efficiently perform their duties, such as training expenses and discounts for medical expenses under the limit determined by Board of Directors.

For the year 2023, the Company fixed the remuneration of the directors at no more than 5% of the Company's annual net profit and the total directors' remuneration of Baht 5.68 million was paid as per the details shown in the Company's 56-1 One Report which is attached to the invitation letter to this meeting by barcode

**Agenda No.6 To consider and approve the appointment of the Company's external auditors and the audit fees for the year 2024.**

Purpose and Rationale: Article 58 of the Company's articles of association provides that the appointment of external auditors shall be determined by the Annual General Meeting of shareholders whereby the meeting of shareholders may reappoint the external auditors for another term of service.

Article 59 of the same provides that the audit fees shall be determined by the meeting of shareholders.

Article 60 of the same provides that directors, staff, employees or officers assuming any positions in the Company cannot be appointed as external auditors.

The Audit Committee recommended the appointment of auditors from SP Audit Co., Ltd. as the Company's external auditors for the year 2024. (CWWP Co., Ltd. has merged with SP Audit Co., Ltd. since 1 Apr 2024) Formerly, CWWP Co., Ltd's auditors were the Company's auditors. Currently, those auditors and their team have moved to SP Audit Co., Ltd. Therefore, it remained the same auditors who have audited the



Company's and subsidiaries' financial statements consecutively since 2014. Therefore, they are well informed of the financial data of the Company and subsidiaries which will be helpful to reviewing and auditing the consolidated financial statements of the Company and subsidiaries. In addition, the audit firm and the proposed auditors are independent and have no conflict of interest with the Company, subsidiaries, management, major shareholders or related person of the said persons which is in accordance with Article 60 of the Company's articles of association.

In addition, a notification of the Capital Market Supervisory Board provides that listed companies must rotate external auditor when he/she has already performed duties in reviewing or auditing and expressing opinions toward the Company's financial statements for seven consecutive fiscal years. The listed companies are allowed to appoint another auditor from the same audit firm. The auditor can be re-appointed following the termination for at least 5 years.

The Board's Opinion: The Board concurred with the Audit Committee's recommendation and proposed that the shareholders' meeting consider and approve the appointment of the following auditors from CWWP Co., Ltd. as the Company's external auditors and fix the audit fees for the year 2024 as per the details below.

<b>Names of auditors</b>	<b>Certified Public Accountant No.</b>	<b>Number of years of certification on the Company's financial statements</b>
1. Ms. Wanraya Puttasatien	4387	3 years (2014 - 2016) 9 months (January - September 2021) 2 year (2022 - 2023)
2. Ms. Waraporn Intaraprasit	7881	4 years (2017 - 2020)
3. Ms. Chonthicha Lertwilai	12258	-
4. Ms. Susan Eiamvanicha	4306	-
5. Mr. Suchart Panitcharoen	4475	-
6. Ms. Chuenta Chommern	7570	-
7. Ms. Wandee Eiamvanicha	8210	-
8. Mr. Kiatisak Vanithanont	9922	-
9. Ms. Amornrat Chaeuthongborisut	10998	-

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

Unit : Million Baht

<b>Companies</b>	<b>2024 (Proposed)</b>	<b>2023</b>
Rajthanee Hospital Plc.	1.23	1.12
Subsidiaries	0.92	0.72
<b>Total Audit &amp; Review Fee</b>	<b>2.15</b>	<b>1.84</b>
Non-Audit fee	To be determined	0.30

Remark : Non-audit fee are travelling expenses, accommodation expenses



The subsidiaries' auditors are under the same firm of the Company's auditors. The Board of Directors reassures that financial statements of all the subsidiaries shall be audited in timely manner.

Detail of each auditor is shown in Attachment 4.

**Agenda No.7 To consider other business (if any)**

The Company has fixed 8 March 2024 as the record date, all shareholders are invited to attend the meeting on date and time specified.

For any shareholder who is unable to attend the meeting in person, please appoint a proxy to attend the shareholders' meeting and vote on your behalf. The shareholder can download the proxy form as shown in Attachment 8, which is Proxy Form B (appointment with clear and specific items upon which the proxy will be granted) or Proxy Form C (only for foreign shareholders who appointed custodians in Thailand by whom the shares are held and taken care of) from the Company's website at [www.rajthanee.com](http://www.rajthanee.com). Please select only one type of the proxy forms given.

Alternatively, the shareholders can grant the proxy to one of the Company's independent directors to attend and vote on his or her behalf. Details of independent directors can be found in Attachment 7 accompanying the invitation letter to the meeting. The Company must receive the shareholder's proxy and supplemental documents by 17 April 2024 being mailed and addressed to "Company Secretary Office (Building G) of Rajthanee Hospital Plc. at No. 111 Moo 3, Rojana Road, Khlong Suan Phlu Sub-district, Phra Nakhon Si Ayutthaya District, Phra Nakhon Si Ayutthaya 13000, Thailand."

The shareholders are cordially invited to attend the meeting on the date, at the time and venue specified above.

Yours faithfully,

(Ms.Suttida Chirapatsakul)

Chairman of the Board of Directors