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**Minutes of the Annual General Shareholders' Meeting for the year 2024**  
**Rajthanee Hospital Public Company Limited**

**Date / Time / Meeting Venue**

On 22 April 2024, at 09.00 hours, at Rajthanee Meeting Room 3, 3rd 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

**Directors attending the meeting:**

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|----|------------------------------|---|
| 1. | Ms.Sudthida Chirapatsakul    | Chairman of Board of Director<br>Chairman of Audit Committee<br>Chairman of Nomination and Remuneration Committee and<br>Independent Director |
| 2. | Dr.Surin Prasithirun         | Director, Chairman of Executive Committee and<br>Managing Director  |
| 3. | Dr. Wachira Wudhikulprapan   | Director  |
| 4. | Dr. Porntip Wudhikulprapan   | Director  |
| 5. | Mr.Charoonsak Sripochsomboon | Director  |
| 6. | Mr.Sutthi Kittisupaporn      | Member of Audit Committee<br>Member of Nomination and Remuneration Committee and<br>Independent Director                                      |
| 7. | Mr.Adison Thavornthanasarn   | Member of Audit Committee<br>Member of Nomination and Remuneration Committee and<br>Independent Director                                      |
| 8. | Dr.Tanatip Suppradit         | Director  |
| 9. | Ms Phitrapee Prasithirun     | Director  |

All directors attended this meeting representing 100% of total directors.

**Executive Management attending the meeting:**

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|----|-----------------------------|--|
| 1. | Dr.Chatcharin Pinsuwan      | Hospital Director and Member of Executive Committee  |
| 2. | Ms. Manassa Lertdumrongluck | Assistant Hospital Director of Finance and Accounting and<br>Member of Executive Committee |
| 3. | Ms.Benja Ruangsri           | Accounting Manager   |

**Auditors from SP Audit Co., Ltd to observe vote counting**

Ms. Chaowarat Sudsoo



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### **Preliminary Proceedings and Acknowledgement**

- The Company's registered capital Baht 300,000,000
- Paid-up capital Baht 300,000,000
- Ordinary shares 300,000,000 shares
- Par value Baht 1 per share
- 1 ordinary share is entitled to 1 vote.

The Company's management structure is as follows:

1. The Board of Director consists of 9 directors of which 3 are independent directors.
2. The sub-committees consist of Executive Committee, Audit Committee and Nomination and Remuneration Committee

For good corporate governance principles, the Company's officer clarified voting process and method of counting votes by shareholders for each agenda as follows:

1. According to the Company's Articles of Association, each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held whereby one share shall be equal to one vote. Shareholders may not vote on an agenda item where they have vested interests.
2. Voting shall be made openly. To count vote will use voting card for all agenda items
3. Shareholders attending the meeting in person or by proxy shall cast only one of their votes whether to vote for approval, disapproval or abstention. The votes on each agenda item cannot be divided except for the proxies of foreign investors who had appointed a custodian in Thailand to take custody and depository of their shares.
4. Shareholders who voted :
  - To disapprove or abstain on such an agenda item would be requested to mark and sign on the voting card and raise their hands to notify the Company's officers so as to have their voting cards collected.
  - To approve should mark and sign on the voting card but were not required to raise their hands. All the approval voting cards were to be collected when the meeting adjourned.
5. In vote counting, a system of negative deduction shall be used whereby the disapproval vote, abstention votes, and void votes (if any), shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The void votes shall be counted only for those that are disapproval votes or abstentions. In counting and summing up the votes for each agenda, the votes indicated in proxy forms shall also be counted.



A vote shall be considered void in the event that the shareholder or the authorized proxy fails to clearly specify their intention on the voting cards, such as when more than one box is marked on the voting cards, the votes are allocated (except for the votes of custodians) or a signature is not provided to verify a correction made on the cards.

- Shareholders or proxies wishing to make inquiries or give any comments shall raise his/her hand. After given permission, such person shall state his/her first name and last name, and the status as either a shareholder or a proxy

The Secretary reported that, there were 67 shareholders presented in person and by proxy, representing 151,178,701 shares, equivalent to 50.39 % of the total 300,000,000 paid-up shares. Thus, the meeting members forming a quorum of one-third in accordance with the Articles of Association of the Company. Therefore, the Secretary invited Ms.Sudthida Chirapatsakul ("**the Chairman**") to proceed to conduct the meeting in accordance with the agenda items listed below:

**Agenda Item 1: To adopt minutes of 2023 Annual General Meeting of Shareholders**

The Chairman informed that the Annual General Meeting 2023 was held on 24 April 2023. The copy of minutes was attached to the notice of this Meeting (Attachment 1) as well as published on the Company's website for shareholder's consideration. No amendment proposed by shareholders.

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** After due consideration, the Meeting resolved to adopt the Minutes of 2023 Annual General Meeting. The details of voting are as follows:

Approved	151,056,501 votes	equivalent to	99.92 %
Disapproved	- votes	equivalent to	-
Abstained	122,200 votes	equivalent to	0.08 %
Void ballots	- votes	equivalent to	-

**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.**

The Chairman proposed the meeting to consider and approve the annual financial statements for the year ended 31 December 2023 which have been audited and endorsed by the Company's external auditor and have been concurred by Audit Committee. The Chairman assigned Mr.Adison



Thavornthanasarn, Audit Committee director, to report financial statements for the year ended 31 December 2023.

Mr. Adison Thavornthanasarn reported that Audit Committee have reviewed and concurred to External Auditor's opinion on financial statements for the year ended 31 December 2023.

The Chairman assigned Ms. Manassa Lertdamrongluck, Assistant Director- Accounting and Finance, to summarize the financial position and operating results of the Company as 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 Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The meeting acknowledged the 2023 operating results and approved the Company's financial statements for the year ended 31 December 2023. The details of voting are as follows:

Approved	151,057,137 votes	equivalent to	99.92 %
Disapproved	- votes	equivalent to	-
Abstained	122,200 votes	equivalent to	0.08 %
Void ballots	- votes	equivalent to	-

**Remark:** During this agenda, more shareholders have attended whereby the number of shares increased by 636 shares

**Agenda Item 3: To consider and approve the dividend payment.**

The Chairman informed that the Company's policy is to pay out dividends to its shareholders at a rate of not less than 40% of net profit based on the Company's separate financial statements. For the year 2023, the Company has paid interim dividends totaling Baht 0.95 per share.



The Board proposed to the meeting to approve the additional dividend payment at Baht 0.25 per share totaling Baht 74.84 million. As a result, total accumulated dividend payout for year 2023 was Baht 1.20 per share totaling Baht 359.24 million or approximately 59% of net profit according to separate financial statements as of 31 December 2023.

Details of dividend payments		2023	2022
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	-
- 3 <sup>rd</sup> interim dividend		-	-
- 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	87.75

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 and fixed 20 May 2024 as the dividend payment date.

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** After due consideration, the meeting approved the dividend payment as proposed. The details of voting are as follows:

Approved	151,297,632 votes	equivalent to	99.92 %
Disapproved	- votes	equivalent to	-
Abstained	122,200 votes	equivalent to	0.08 %
Void ballots	- votes	equivalent to	-

**Remark:** During this agenda, more shareholders have attended whereby the number of shares increased by 240,495 shares



**Agenda Item 4: To consider and approve the appointment of directors to replace those who will retire by rotation in 2024.**

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 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.

The Chairman asked those 3 directors to temporarily leave the meeting room in order to gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution** After due consideration, the meeting approved the election of directors to replace those who retire by rotation for the year 2024. The details of voting are as follows

Name	Approved	Disapproved	Abstained	Void ballots
Dr. Wachira Wudhikulprapan	151,312,632 votes	- votes	122,200 votes	-
	Equivalent to 99.92 %	equivalent to -	equivalent to 0.08%	
Dr.Surin Prasithirun	151,312,632 votes	- votes	122,200 votes	-
	Equivalent to 99.92 %	equivalent to -	equivalent to 0.08%	
Ms.Phitrapee Prasithirun	151,312,632 votes	- votes	122,200 votes	-
	Equivalent to 99.92 %	equivalent to -	equivalent to 0.08%	



Remark: This agenda has additional shareholders attending the meeting. The number of shares increased by 15,000 shares.

**Agenda Item 5: To consider and approve the remuneration of the Company's Directors for the year 2024**

The Chairman stated that 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 of Directors carefully considered each of the directors' remuneration to be not only in accordance with duties and responsibilities but also appropriate and sufficiently attracting and retaining qualified directors. The Board recommended that the rate of remuneration for the Company's Board of Directors and sub-committees (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.
- Annual bonus of Baht 400,000 per person (increased by Baht 40,000)

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..

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a two-thirds of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution** After due consideration, the meeting approve the remuneration of the Company's directors for the year 2024. The details of voting are as follows

Approved	151,179,051 votes	equivalent to	99.81 %
Disapproved	167,900 votes	equivalent to	0.11 %
Abstained	122,200 votes	equivalent to	0.08 %
Void ballots	- votes	equivalent to	-

Remark: This agenda has additional shareholders attending the meeting. The number of shares increased by 34,319 shares.



**Agenda Item 6: To consider and approve the appointment of the Company's external auditors and the audit fees for the year 2024.**

The Chairman informed the meeting that The Audit Committee has considered selecting 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.

The Board concurred with the Audit Committee to propose the following auditors from SP Audit Co., Ltd. as the Company's external auditors and fix the audit fees for the year 2024 as per details below. Details of auditors from SP Audit Company Limited.

<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 Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This requires a resolution of majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** After due consideration, the meeting approved the appointment of the Company's external auditors and the audit fees for the year 2024 as detailed below:

Approved	151,866,751 votes	equivalent to	99.81 %
Disapproved	167,900 votes	equivalent to	0.11 %
Abstained	122,200 votes	equivalent to	0.08 %
Void ballots	- votes	equivalent to	-

Remark: This agenda has additional shareholders attending the meeting. The number of shares increased by 687,700 shares.

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

- None –

As there were no further questions or comments from the shareholders, the Chairman closed 2024 Annual General Meeting of Shareholders closed and thanked everyone who attended the meeting. And would like to inform that the Board, executives and all employees will do their best for the prosperity of the Company and for the benefit of shareholders and stakeholders.

**Remark:** It is noted that after the Meeting has convened, 76 shareholders arrived and registered for the meeting, representing a total of 152,156,851 shares, equivalent to 50.72% of the total issued shares. Therefore, numbers of shareholders attending the meeting in person and by proxy were not equal for each agenda.

(Ms.Sudthida Chirapatsakul)  
Chairman

(Ms.Tanunya Nuthong)  
Recorder / Company Secretary