

March 22, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders through the **electronic media (e-AGM) Format only.**

To: Shareholders of Praram 9 Hospital Public Company Limited

Enclosures:

1. Form 56-1 One Report for the year 2023 and Financial Statements for the year ended 31 December 2023 of the Company (in QR Code)
2. Definition of Independent Directors
3. Profiles of Nominated Candidates for Re-election as Directors
4. Profiles of Nominated Candidates for New Director
5. Information of the Proposed Auditors for 2024
6. Proxy Form A (General and Simple Form), Proxy Form B (Form with fixed and specific details for authorizing proxy), and Proxy Form C (For foreign investors appointed custodian in Thailand)
7. Profiles of Independent Director Designated as Proxy
8. Extracted Articles of Association of the Company in relation to the Shareholders' Meeting
9. Registration Process for Attending the DAP e-Shareholder Meeting / Documents for Identity Verification in the Registration Process / Method of Attendance / Voting and Vote Counting Procedures
10. User Manual for Electronic Meeting System (DAP e-Shareholder Meeting) (For Shareholders)
11. Registration Form for Authorized Signatory of Juristic Person, Administrator of the Estate, and Guardian Curator of the Shareholder
12. Contact Channel for more Information

Praram 9 Hospital Public Company Limited (the "Company") wishes to inform you that the Board of Directors passed the resolution to call for the holding of the 2024 Annual General Meeting of Shareholders on **Tuesday, 23 April 2024, at 15.00 hours, which will be held through the electronic media (e-AGM) format only**, under services provided by Digital Access Platform Company Limited, a subsidiary of the Stock Exchange of Thailand. The e-Shareholder Meeting will proceed according to the law governing electronic meetings, under the virtual meeting room named "**AGM 2024 - Praram 9 Hospital**". The meeting shall be held to consider the following agendas:

**Agenda 1 Matters informed by the Chairman**

This agenda is for acknowledgement and does not require voting.

Agenda 2 To consider and acknowledge the Board of Directors' report on the Company's performance for the year 2023

**Purpose and Rationale:**

The Company prepared a report of its business operations for the year 2023. The details appeared on the 56-1 One Report 2023 (in QR Code) submitted to the Shareholders together with this invitation to the Shareholders' Meeting as [Enclosure 1](#).

**The Board of Directors' Opinion:**

The Board of Directors deemed appropriate to report its business operations for the year 2023 to the Shareholders for acknowledgement.

**Passing Resolution:**

This agenda is for acknowledgement and does not require voting.

Agenda 3 To consider and approve the Statement of Financial Position and Statement of Profit and Loss of the Company for the year ended 31 December 2023

**Purpose and Rationale:**

In order to comply with the Public Limited Companies Act (PLCA) B.E. 2535 and the Company's Articles of Association, the Company prepared the Statement of Financial Position and Statement of Profit and Loss of the Company for the year ended 31 December 2023, as delivered to the Shareholders with the invitation to this meeting as [Enclosure 1](#) (QR Code). Such financial statements were audited by the authorized auditor of the Company, reviewed by the Audit Committee, and agreed upon by the Board of Directors. The details can be summarized as follows:

**Key Information of Financial Statements for the year 2023:**

(Unit: Million Baht)

Consolidated Financial Statements	As of 31 December 2023	As of 31 December 2022
Total Assets	5,910.04	5,557.80
Total Liabilities	830.35	822.39
Total Shareholder's Equity	5,079.69	4,735.41
Total Liabilities and Shareholder's Equity	5,910.04	5,557.80
Total Income	4,252.81	4,150.47
Total Expense	3,593.72	3,458.66
Financial Income	30.17	8.72
Financial Cost	(0.64)	(0.48)
Net Profits for the year	557.86	567.61
Basic Earnings Per Share	Baht 0.71	Baht 0.72

**The Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the Statement of Financial Position and Statement of Profit and Loss of the Company for the year ended 31 December 2023, which were audited by the authorized auditor of the Company, reviewed by the Audit Committee, and agreed upon by the Board of Directors. The Board of Directors and the Audit Committee have provided their opinions in the "Report on the Board of Directors' Responsibility for the Financial Report" and the "Audit Committee's Report", as appeared in the 56-1 One Report 2023 delivered to the Shareholders with the invitation to this meeting as Enclosure 1.

**Passing Resolution:**

The resolution of this agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes.

**Agenda 4 To consider and approve the 2023 annual dividend payment**

**Purpose and Rationale:**

The Company has a policy to pay dividends of not less than 40 percent of its net profit after deduction of corporate income tax and allocations of all reserve funds, as required by law and the Company's Articles of Association. However, such dividend payment could vary, depending upon other necessity and suitability as the Board deems appropriate. Annual dividends must be approved by the Shareholders' Meeting. The Board of Directors will consider the payment of dividends based on various factors, aiming for the benefit of the Shareholders.

From the 2023 operating results, the separate financial statements have a net profit of 557,859,853 Baht. The Board of Directors, therefore, deemed it appropriate to propose the payment of a cash annual dividend at the rate of 0.30 Baht per share, totaling 235,890,000 Baht, which is equivalent to 42.28 percent of the profit from the separate financial statements, in accordance with the Company's dividend payment policy.

The dividend will be paid to the entitled Shareholders whose names appeared on the Record Date on 3 May 2024 (the XD sign or the date the Shareholders are not entitled to dividends will be posted on 2 May 2024), with the dividend payment date on 20 May 2024.

(Units: Baht)

Details of Dividend Payment	Year 2023 (Proposing Year)	Year 2022
1. Net Operating Profit	557,859,853	567,610,505
Deduct: Legal Reserve Fund	-	-
Net Profit for Dividend Payment	557,859,853	567,610,505
2. Dividend payment per share	0.30	0.29
Cash dividend per share	0.30	0.29
3. Dividend Payout Ratio	42.28 percent	40.17 percent
4. Total dividend paid	235,890,000	228,027,000

The Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the payment of a dividend at the rate of 0.30 Baht per share, totaling 235,890,000 Baht, which is equivalent to 42.28 percent of the profit from the separate financial statements, in accordance with the Company's dividend policy. The dividend will be paid to the entitled Shareholders whose names appeared on the Record Date of 3 May 2024, with the dividend payment date on 20 May 2024. However, the entitlement of such rights is not definite as it depends upon approval from the Shareholders' Meeting.

Currently, the Company has accumulated legal reserves of 80,000,000 Baht, meeting 10 percent of the registered capital. Therefore, it does not have to allocate additional reserves.

Passing Resolution:

The resolution of this agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes.

**Agenda 5 To consider and approve the re-election of directors to replace those who retired by rotation**

Purpose and Rationale:

Section 71 of the PLCA B.E. 2535 and Article 17 of the Articles of Association of the Company stipulated that "At every annual general meeting of Shareholders, one-third of the total number of directors must retire by rotation. If the number of directors cannot be divided into three, the closest number to one-third shall retire.

The retired directors are eligible for re-election.

After the registration of the Company, the retiring directors in the first and second year shall conduct a draw on who shall retire. In the later years, the directors who have the longest staying period shall retire from the position."

At the 2024 Annual General Meeting of Shareholders, four directors retiring by rotation are as follows:

- 1) Mr. Viroon Mavijak
- 2) Mrs. Vilasinee Puddhikarant
- 3) Mr. Piset Chiyasak

Moreover, before the meeting during 1 October 2023 to 31 December 2023, the Company provided an opportunity for the Shareholders to propose a candidate for nomination as a director, but no Shareholder proposed any candidate.

Therefore, the Nomination and Remuneration Committee reviewed the qualifications of these three (3) directors who will retire by rotation at the 2024 Annual General Meeting of Shareholders and is of the opinion that these three (3) directors have full qualifications, and the independent director is entitled to provide an independent opinion, according to the relevant rules and regulations. Such three (3) directors are knowledgeable and competent. Their performances were rated as "Very Good", with outstanding

achievements, and their skills are beneficial to the Company's operations in the short and long term. They are ethical in operating the business and are available to devote their time to sufficiently performing the directors' obligations. Besides, the Board of Directors and the Nomination and Remuneration Committee have also considered according to the criteria and process of the nomination of the Company, and are of the opinion that such three (3) persons do not have any prohibited characteristics prescribed under the Public Limited Companies Act, B.E. 2535 (including its amendments), and the Securities and Exchange Act B.E. 2535 (including its amendments) and the relevant regulations. Therefore, the Board of Directors resolved to propose to the Meeting to consider and approve the re-election of the three (3) retiring directors to serve as Directors for another term. Information regarding the profiles, educations, work experiences, shareholding percentages, and positions as directors of other companies of these three (3) retiring Directors, who are proposed for re-election, appeared in Enclosure 2. and 3.

**The Board of Directors' Opinion:**

The Board of Directors, considered by only Directors without conflict of interest, had carefully considered that the said three (3) people have extensive knowledge and useful experience for the Company's business. Therefore, it deemed appropriate to propose to the Shareholders to consider and approve the appointments of the following three (3) directors for another term: (1) Mr. Viroon Mavijak, (2) Mrs. Vilasinee Puddhikarant, and (3) Mr. Piset Chiyasak. This proposal was also carefully reviewed by the Nomination and Remuneration Committee.

**Passing Resolution:**

The resolution of this agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes. The resolution of this agenda shall be made for each director individually.

**Agenda 6** To consider and approve the election of an additional new director, namely Mr.(Dr.) Thanai Charinsarn.

**Purpose and Rationale:**

Originally, the Company had a total of 10 directors, but later in 2022, one independent director resigned to perform other duties, leaving the Company's Board of Directors with only 9 members remaining. The Company has made efforts to recruit additional qualified personnel throughout the past, but it still wasn't successful. Currently, due to the Company's increased growth, expansion of the customer base, and business expansion, there is a pressing need to expedite the recruitment of an additional director. This is to ensure a diverse range of perspectives in decision-making, support necessary skills as per the Board Skill Matrix, and align with the organization's structure. Furthermore, this will enhance operational efficiency and ensure continuous returns for the Company in both the short and long term. Therefore, it has been approved to add one more position to the Board of Directors, increasing the total from 9 to 10 members. After careful consideration, Mr. (Dr.) Thanai Charinsarn has been identified as a suitable candidate to fill the position of independent director.

The Nomination and Remuneration Committee considered the history and qualifications of Mr. (Dr.) Thanai Charinsarn according to the criteria and selection process and found that (1) he has the appropriate qualifications and complete independence as an independent director according to the definition of an independent director, the Charter of the Board of Directors, and related laws and regulations; (2) he is a person who is appropriate, has knowledge, ability, experience, and expertise consistent with the organization's strategic direction of operations, able to express opinions freely, and ready to dedicate time to perform duties fully for the benefit of the Company; and (3) he does not have characteristics prohibited by law or related announcements and does not contradict or conflict with the laws related to the Company's business operations in any way. Details regarding the history, educational qualifications, work experience, shareholding percentage in the Company, and directorships in other companies of the additional new director appear in Enclosure 2. and 4.

**The Board of Directors' Opinion:**

The Board of Directors has carefully considered the process that the Company has set out. Therefore, it is considered appropriate to propose that the Shareholders' meeting consider approving the election of one additional new director to bring the total number of the Board of Directors to 10, by nominating Mr. (Dr.) Thanai Charinsarn as an additional new independent director. He has qualifications in accordance with the law regarding the requirements for independent directors and is appropriate for the Company's business operations. This proposal was also carefully reviewed by the Nomination and Remuneration Committee.

Moreover, before the meeting during 1 October 2023 to 31 December 2023, the Company provided an opportunity for the Shareholders to propose a candidate for nomination as a director, but no Shareholder proposed any candidate.

**Passing Resolution:**

The resolution of this agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes.

**Agenda 7** To consider and approve the determination of the remuneration of the directors for the year 2024

**Purpose and Rationale:**

As the determination of the directors' remuneration requires approval from the Shareholders' Meeting, the Board of Directors, by the scrutiny of the Nomination and Remuneration Committee, has considered the appropriateness of the remuneration by comparing it with the remuneration of directors of other companies in the same industry with similar scales. It has also taken into account the plans for meetings of the board and board committees in 2024, the Company's continued growth in operating results, and the addition of one new director position. Therefore, it is deemed appropriate to propose to the Shareholders' Meeting to consider the directors' remuneration for the year 2024 with a total limit of 4,000,000 Baht (an increase of 500,000 Baht from last year), consisting of meeting allowances and bonuses (without other benefits)<sup>(1)</sup>, with the following details:

## 1. The Limit Amount of the Directors' Remuneration

(Units : Baht)

Item	Year 2024 (Proposing Year)	Year 2023				increase / (decrease) percentage
		Approved limit	Actually paid			
			Meeting Allowance	Bonus	Total	
Board of Directors	4,000,000	3,500,000	2,134,000	1,145,000	3,279,000	14.30%

## 2. Criteria for payment of Directors' Remuneration for the year 2024 is as follows:

(Units : Baht)

Board Committee	Position	Meeting Allowance <sup>(2)</sup>		Bonus		Any other benefits		increase / (decrease) percentage
		2024 (Proposing Year)	2023	2024 (Proposing Year)	2023	2024 (Proposing Year)	2023	
		Board of Directors	Chairman	36,000	33,000	Payment from the remaining amount, after the Company has paid meeting allowance. Also, executive directors shall not receive Director Bonus	Payment from the remaining amount, after the Company has paid meeting allowance. Also, executive directors shall not receive Director Bonus	
	Director	25,000	22,000	None	None			14%
Audit Committee	Chairman	36,000	33,000			None	None	9%
	Director	25,000	22,000			None	None	14%
Executive Committee <sup>(3)</sup>	Chairman	15,000	13,000			None	None	15%
	Director	13,000	11,000			None	None	18%
Nomination and Remuneration Committee	Chairman	36,000	33,000			None	None	9%
	Director	25,000	22,000			None	None	14%
Corporate Governance and Sustainability Development Committee	Chairman	36,000	33,000			None	None	9%
	Director	25,000	22,000			None	None	14%

**Remark:** (1) Directors received welfare according to Company regulations, which is in accordance with Article 22 of the Company's Articles of Association.

(2) Meeting allowances are determined according to the position and scope of responsibility.

(3) Executive Directors shall not receive meeting allowance of the Executive Committee Meetings.

After the meeting allowances have been paid for the Board of Directors and Board Committees for the year 2024 as detailed above, and if there is a remaining amount, the Board of Directors proposed that the Shareholders consider and approve delegating authority to the Nomination and Remuneration Committee to allocate bonuses to directors (excluding executive directors), independent directors, and sub-committees as they deem appropriate, provided that the total payment does not exceed the approved limit of 4,000,000 Baht by the 2024 Annual General Meeting of Shareholders. Furthermore, the Board of Directors proposed that once the Shareholders have approved, the Company can continue paying directors' remuneration under the above criteria until the Shareholders resolve otherwise.

### The Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the directors' remuneration for the year 2024 according to the limit amount and payment criteria as proposed above in all respects. Please note that the determination of directors' remuneration had been scrutinized by the Nomination and Remuneration Committee.

**Passing Resolution:**

Resolution of this agenda shall be passed by an affirmation vote of not less than two-thirds of the total number of votes of the Shareholders attending the meeting.

**Agenda 8** To consider and approve the appointment of auditors and to determine the remuneration of the auditors for the year 2024

**Purpose and Rationale:**

The Audit Committee has considered the selection of auditors for the year 2024 and proposed to the Board of Directors to consider and further propose to the Shareholders' Meeting for consideration and approval of the appointment of three auditors from EY Office Limited, which is a certified audit firm by the Securities and Exchange Commission. These are the same auditors as last year, as the auditors of the Company for the year 2024, namely:

- (1) Miss Manee Rattanabunnakit CPA Registration Number 5313; or
- (2) Mr. Termphong Opanaphan CPA Registration Number 4501; or
- (3) Mr. Voraphot Amnuaypanich CPA Registration Number 4640;

In this regard, one of the above-named auditors can act severally in auditing, reviewing, and providing an auditor's opinion on the Company's financial statements. In addition, the audit fee for the year 2024 shall be 1,900,000 Baht (excluding out-of-pocket expenses), which is an increase of 100,000 Baht from 2023. A comparison of audit fees for this year and last year is shown in the table below.

(Units : Baht)

Auditor's Remuneration	2024 (Proposing Year)	2023	change increase / (decrease)	Percentage
Audit Fee	1,900,000	1,800,000	100,000	6%
Other Service Fee	Nil	Nil	-	-

None of the proposed auditors has any relationship with nor interest in the Company, subsidiaries, management, major shareholders or the related persons of such persons and, therefore, they are independent to audit and give an opinion on the Company's financial statements. The brief information and the details of remuneration of the auditors are provided in the [Enclosure 5](#).

In addition, none of the Auditors has performed their duty as the Company's auditor for more than 7 years, either consecutively or none-consecutively. Also, the proposal of the appointment of auditors and determination of the auditor's remuneration of the Company for the year 2024 had been scrutinized by the Audit Committee, and they opined that the auditor's performance was satisfactory and the proposed Auditor's Remuneration is suitable for the knowledge, ability and experience.



The Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the appointment of (1) Miss Manee Rattanabunnakit, CPA Registration Number 5313, or (2) Mr. Termphong Opanaphan, CPA Registration Number 4501, or (3) Mr. Voraphot Amnuaypanich, CPA Registration Number 4640 of EY Office Limited as the Company's auditors for the year 2024, whereby any one of them shall be authorized to act individually, and to approve the auditor's remuneration for the year 2024 in the amount of 1,900,000 Baht (excluding out-of-pocket expenses). In the event that the above-named auditors are unable to perform their duties, the Board of Directors shall have the authority to assign EY Office Limited to provide other certified auditors from its office as the supplemental auditor to audit and provide an auditor's opinion on the Company's financial statements.

Passing Resolution:

Resolution of this agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes.

**Agenda 9 To consider other business (if any)**

The Board of Director has no other matters to propose for the consideration of the Shareholders' meeting. The Company provided an opportunity for the Shareholders to propose additional agenda items for the Shareholders' Meeting from 1 October 2023 to 31 December 2023, but no Shareholder proposing any additional agenda.

The Board of Directors has set the Record Date on 11 March 2024 for identifying Shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders. (The XM sign or the date not entitled to attend the meeting will be posted on 8 March 2024.)

Therefore, the Company wishes to invite the Shareholders to attend the 2024 Annual General Meeting of Shareholders on Tuesday, 23 April 2024 at 15:00 hours, which will be held through electronic media (e-AGM) only. The Shareholders are recommended to study the details for meeting attendance in Enclosure 9. and Enclosure 10. If you have any questions, please contact us via the contact channel provided in Enclosure 12. In this regard, the Company will record the meeting in the form of a video to be published on the Company's website. Therefore, Shareholders are kindly requested to study the Personal Data Protection Notice for the 2024 Annual General Meeting of Shareholders on the website of the Company [www.pram9.com](http://www.pram9.com) Investor Relations Section, Shareholders' Meeting Sub-Section.

In case the Company needs to change the method, date, time, and venue of the AGM, the Company will disseminate the news through the Stock Exchange of Thailand's information dissemination system and the Company's website to ensure Shareholders are promptly informed. Subsequently, a letter informing Shareholders of the aforementioned changes will be sent again.

For the convenience of the Shareholders, the Company recommends that Shareholders appoint the designated independent directors, either Professor Emeritus Sirintara Singhara Na Ayudhaya, M.D. or Mr. Kanit Patsaman as your Proxy. Both designated independent directors do not have any special interests that are different from other directors in every agenda. The information and profile of the independent directors designated as proxies are provided in [Enclosure 7](#).

For questions asked by Shareholders or proxies before the meeting, the Company will collect and answer them at the related agenda. For any other questions or suggestions, the Company will clarify them in the attachment to the minutes of the Shareholders' Meeting, which the Company will disseminate through the Stock Exchange of Thailand and on the Company's website at [www.pparam9.com](http://www.pparam9.com), Investor Relations Section, Shareholders' Meeting Sub-Section, within 14 days from the completion of the meeting.

Sincerely Yours,



(Mr. Satian Pooprasert)

Chief Executive Officer

By order of the Board of Directors, Param 9 Hospital Public Company Limited

Executive Secretary Office

Legal and Compliance Department

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