Praram 9 Hospital

No. PR9-LA68-029

March 24, 2025

Subject: Invitation to the 2025 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 2024 in electronic format (e-One Report) and Financial Statements of the Company for the year ended 31 December 2024 (accessible via 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 on the Proposed Auditors for 2025
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 appointing a custodian in Thailand)
7. Profiles of Independent Director Designated as Proxy
8. Extracted Articles of Association of the Company related 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)
11. Registration Form for Authorized Signatory of Juristic Person, Estate Administrator, and Guardian Curator of the Shareholder
12. Contact Channel for further Information

Praram 9 Hospital Public Company Limited (**the "Company"**) hereby informs you that the Board of Directors passed the resolution to call for the holding of the 2025 Annual General Meeting of Shareholders **on Friday, 25 April 2025, 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 2025-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 acknowledge the Board of Directors' Report on the Company's performance for the year 2024

Purpose and Rationale:

The Company prepared a report on its business operations for the year 2024. The details appeared on the 56-1 One Report 2024 in electronic format (e-One Report) (accessible via 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 considers it appropriate to report its business operations for the year 2024 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 the statement of comprehensive income of the Company for the fiscal year ended 31 December 2024

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 2024, 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 2024:

(Unit: Million Baht)

Consolidated Financial Statements	As of 31 December 2024	As of 31 December 2023
Total Assets	6,399.10	5,910.04
Total Liabilities	960.56	830.35
Total Shareholder's Equity	5,438.54	5,079.69
Total Liabilities and Shareholder's Equity	6,399.10	5,910.04
Total Income	4,690.54	4,252.81
Total Expense	3,882.66	3,593.72
Financial Income	54.62	30.17
Financial Cost	(0.49)	(0.64)
Net Profits for the year	712.68	557.86
Basic Earnings Per Share	Baht 0.91	Baht 0.71

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 2024, 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 2024 in electronic format (e-One Report) 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 2024 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. Except for interim dividend payments, which the Board of Directors has the authority to approve the interim dividend payment, which will be reported to the shareholders' meeting at the next meeting.

From the 2024 operating results, the separate financial statements show a net profit of 712,682,373 Baht. The Board of Directors, therefore, deemed it appropriate to propose the payment of a cash annual dividend at the rate of 0.40 Baht per share, which is equivalent to 44.13 percent of the profit from the separate financial statements, in accordance with the Company's dividend payment policy. The Board of Directors' Meeting No. 6/2024 on November 8, 2024 resolved to pay interim dividends for the operating period for the first half of the year from January 1, 2024, to June 30, 2024, at the rate of THB 0.15 per share, for the total amounts of THB 117,945,000, with payment made on December 6, 2024, and will propose an additional dividend payment for the operating period for the second half of the year from July 1, 2024, to December 31, 2024, to shareholders at the rate of THB 0.25 per share, totaling approximately THB 196,575,000.

The dividend will be paid to the eligible Shareholders whose names appeared on the Record Date on 8 May 2025 (the XD sign or the date the Shareholders are not entitled to dividends will be posted on 7 May 2025), with the dividend payment date on 22 May 2025.

(Units: Baht)

Details of Dividend Payment	Year 2024 (Proposing Year)	Year 2023
1. Net Operating Profit	712,682,373	557,859,853
Deduct: Legal Reserve Fund	-	-
Net Profit for Dividend Payment	712,682,373	557,859,853
2. Dividend payment per share (baht/share)	0.40	0.30
2.1 Interim dividend paid	0.15	-
2.2 Additional dividends to be paid	0.25	-
3. Dividend Payout Ratio	ร้อยละ 44.13	ร้อยละ 42.28
4. Total dividend paid	314,520,000	235,890,000
4.1 Interim dividend paid	117,945,000	-
4.2 Additional dividends to be paid (approximately)	196,575,000	-

The Board of Directors' Opinion:

1. The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the payment of a dividend for the year 2024 at the rate of 0.40 Baht per share. Total dividend payment is approximately 314,520,000 Baht, which is equivalent to 44.13 percent of the profit from the separate financial statements, in accordance with the Company's dividend policy. This amount is calculated after deducting the interim dividend for the operating period for the first half of the year from January 1, 2024, to June 30, 2024, at the rate of 0.15 Baht per share, for the total amounts to 117,945,000 Baht, with payment made on December 6, 2024. The remaining dividend payment for the operating period for the second half of the year from July 1, 2024, to December 31, 2024 is at the rate of 0.25 Baht per share, totaling approximately THB 196,575,000. The dividend will be paid to the entitled Shareholders whose names appeared on the Record Date of May 8, 2025, with the dividend payment date on May 22, 2025. However, the entitlement of such rights is not definite as it depends upon approval from the Shareholders' Meeting.
2. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to acknowledge the interim dividend payment for the operating period for the first half of the year from January 1, 2024, to June 30, 2024, as approved by the Board of Directors' Meeting No. 6/2024 on November 8, 2024 at the rate of 0.15 Baht per share, totaling THB 117,945,000. The Company paid the interim dividend on December 6, 2024.

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 appointment of directors to replace the directors retiring 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 2025 Annual General Meeting of Shareholders, four directors retiring by rotation are as follows:

1) Mr. Satian Poopeasert
2) Mr. Prasert Trairatvorakul
3) Professor Emeritus Wg. Cdr. Dr. Sirintara Singhara Na Ayudhaya
4) Mr. Kanit Patsaman

In this regard, Professor Emeritus Wg. Cdr. Dr. Sirintara Singhara Na Ayudhaya has informed the company that she does not wish to be renominated to the position of director. As a result, there are 4 directors who must resign according to the term and 3 have been proposed to be reappointed.

Therefore, the Nomination and Remuneration Committee reviewed the qualifications of these three (3) directors who will retire by rotation at the 2025 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.

Moreover, before the meeting during 1 October 2024 to 31 December 2024, the Company provided an opportunity for the Shareholders to propose a candidate for nomination as a director, but no Shareholder proposed any candidate.

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 is deemed appropriate to propose to the Shareholders to consider and approve the appointment of the following three (3) directors for another term: (1) Mr. Satian Poopeasert, (2) Mr. Prasert Trairatvorakul, and (3) Mr. Kanit Patsaman. 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 a new director, namely Police Lieutenant General Boriharn Siangarom

Purpose and Rationale:
This is to ensure the company's business operations continue and 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.

The Nomination and Remuneration Committee considered the history and qualifications of Police Lieutenant General Boriharn Siangarom 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. Therefore, it is deemed appropriate to propose the name of Police Lieutenant General Boriharn Siangarom to the Board of Directors for consideration and approval and to present to the Shareholders' meeting for consideration and approval of the election as a new independent director of the Company. Details regarding the history, educational qualifications, work experience, shareholding percentage in the Company, and directorships in other companies of Police Lieutenant General Boriharn Siangarom appear in Enclosure 2. and 4.

Moreover, before the meeting during 1 October 2024 to 31 December 2024, the Company provided an opportunity for the Shareholders to propose a candidate for nomination as a director, but no Shareholder proposed any candidate.

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 new director by nominating Police Lieutenant General Boriharn Siangarom as a 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.

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 2025

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 2025, the Company's continued growth in operating results. Therefore, it is deemed appropriate to propose to the Shareholders' Meeting to consider the directors' remuneration for the year 2025 with a total limit of 4,200,000 Baht (an increase of 200,000 Baht from last year), consisting of meeting allowances, bonus and other benefits allowance including an annual health checkup voucher valued at THB 20,000 per person (Except for directors who hold executive or employee positions in the Company, who are not eligible to receive the checkup voucher.) with the following details:

1. The Limit Amount of the Directors' Remuneration

(Units : Baht)

Item	Year 2025 (Proposing Year)	Year 2024				increase / (decrease) percentage
		Approved limit	Actually paid			
			Meeting Allowance	Bonus	Total	
Board of Directors	4,200,000	4,000,000	2,644,000	1,345,000	3,989,000	5%

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

(Units : Baht)

Board Committee	Position	Meeting Allowance		Other benefits allowance		Bonus	
		2025 (Proposing Year)	2024	2025 (Proposing Year)	2024	2025 (Proposing Year)	2024
Board of Directors	Chairman	36,000	36,000	Checkup Voucher THB 20,000 per person (Except for directors who hold executive or employee positions in the Company)	None	Payment from the remaining amount, after the Company has paid meeting allowances and other benefits allowance. (Except for directors who hold executive or employee positions in the Company)	Payment from the remaining amount, after the Company has paid meeting allowance. Also, executive directors shall not receive Director Bonus
	Director	25,000	25,000				
Audit Committee	Chairman	36,000	36,000				
	Director	25,000	25,000				
Nomination and Remuneration Committee	Chairman	36,000	36,000				
	Director	25,000	25,000				
Nomination and Remuneration Committee	Chairman	36,000	36,000				
	Director	25,000	25,000				
Executive Committee	Chairman	15,000	15,000				
	Director	13,000	13,000				

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 to the Board of Directors and Board Committees for the year 2025, along with other benefits allowance 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 (Except for directors who hold executive or employee positions in the Company), independent directors, and sub-committees as they deem appropriate, provided that the total payment must not exceed the limit of 4,200,000 Baht as approved by the 2025 Annual General Meeting of Shareholders. Furthermore, the Board of Directors proposed that, upon approval by the Shareholders, the Company can continue paying directors' remuneration under the above criteria until otherwise resolved by the Shareholders.

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 2025 in accordance with 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 auditor's remuneration for the year 2025

Purpose and Rationale:

The Audit Committee has considered the selection of auditors for the year 2025 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, certified auditors accredited by the Securities and Exchange Commission. These auditors are the same as those appointed last year, and are recommended to serve as the Company's auditors for the year 2025. The proposed auditors are as follows:

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 2025 shall be 2,000,000 Baht (excluding out-of-pocket expenses), which is an increase of 100,000 Baht from 2024. A comparison of audit fees for this year and last year is shown in the table below.

(Units : Baht)

Auditor's Remuneration	2025 (Proposing Year)	2024	change increase / (decrease)	Percentage
Audit Fee	2,000,000	1,900,000	100,000	5%
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 2025 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 2025, whereby any one of them shall be authorized to act individually, and to approve the auditor's remuneration for the year 2025 in the amount of 2,000,000 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 2024 to 31 December 2024, but no Shareholder proposing any additional agenda.

The Board of Directors has set 13 March 2025, as the Record Date for identifying Shareholders entitled to attend the 2025 Annual General Meeting of Shareholders. (The XM sign, or the date on which Shareholders are no longer entitled to attend the meeting, was posted on 12 March 2025.)

Therefore, the Company cordially invites the Shareholders to attend the 2025 Annual General Meeting of Shareholders **on Friday, 25 April 2025, at 15:00 hours, which will be held through electronic media (e-AGM) only.** The Shareholders are encouraged to review the meeting attendance details provided in Enclosure 9. and Enclosure 10. For any enquiries, please contact us via the contact channel provided in Enclosure 12. The Company will record the entire meeting in video format. Therefore, Shareholders are kindly requested to review the Personal Data Protection Notice for the 2025 Annual General Meeting of Shareholders, available on the Company's website at www.praram9.com, under the Investor Relations Section, Shareholders' Meeting Sub-Section.

In the event that the Company finds it necessary to change the method, date, time, or venue of the AGM, the Company will promptly disseminate this information through the Stock Exchange of Thailand's information dissemination system and on the Company's website to ensure Shareholders are informed in a timely manner. Subsequently, a notification letter detailing the aforementioned changes will also be sent to Shareholders.

For the convenience of the Shareholders, the Company recommends that Shareholders appoint the designated independent directors, either **Mr. Piset Chiyasak or Dr. Tanai Charinsarn** as your Proxy. Both designated independent directors have no interests that differ from those of other directors in any agenda item. 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.praram9.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, Praram 9 Hospital Public Company Limited

Executive Secretary Office

Legal and Compliance Department

Tel: 02 202 9999 Ext. 39605, 39607

https://investor.praram9.com/en/shareholder-information/shareholders-meeting

Invitation Letter for the full version, Supporting Documents

and Form 56-1 One Report for the year 2024 in electronic format (e-One Report)