

March 25, 2026

Subject: Invitation to the 2026 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 e-One Report for the year 2025 in electronic format (e-One Report) and Financial Statements of the Company for the year ended 31 December 2025 (accessible via QR Code)
2. Definition of Independent Directors
3. Profiles of Nominated Candidates for Re-election as Directors
4. Information on the Proposed Auditors for 2026
5. 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)
6. Profiles of Independent Director Designated as Proxy
7. Extracted Articles of Association of the Company related to the Shareholders' Meeting
8. Guidelines for attending of Electronic Meeting / Guidelines for attending of Electronic Meeting by Inventech Connect
9. Documents for Identity Verification in the Registration
10. Registration Form for Authorized Signatory of Juristic Person, Estate Administrator, and Guardian Curator of the Shareholder
11. 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 2026 Annual General Meeting of Shareholders on **Friday, 24 April 2026, at 15.00 hours, which will be held through the electronic media (e-AGM) format only.** In accordance with the legal requirements governing meetings conducted via electronic means and the Notification of the Ministry of Digital Economy and Society Re: Security Standards for Electronic Meetings, including other applicable laws and regulations, under the virtual meeting room named "AGM 2026 -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 only and does not require a vote.

**Agenda 2 To acknowledge the Board of Directors' Report on the Company's performance for the year 2025**

**Purpose and Rationale:**

The Company prepared a report on its business operations for the year 2025. The details appeared on the 56-1 e-One Report 2025 (e-One Report) submitted to the Shareholders together with this invitation to the Shareholders' Meeting in electronic format (QR Code) as [Enclosure 1](#).

**The Board of Directors' Opinion:**

The Board of Directors considers it appropriate to report its business operations for the year 2025 to the Shareholders for acknowledgement.

**Passing Resolution:**

This agenda is for acknowledgement only 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 2025**

**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 2025, as delivered to the Shareholders with the invitation to this meeting in electronic format (QR Code) as [Enclosure 1](#). 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 2025:**

(Unit: Million Baht)

Consolidated Financial Statements	As of 31 December 2025	As of 31 December 2024
Total Assets	7,027.30	6,399.10
Total Liabilities	1,151.77	960.56
Total Shareholder's Equity	5,875.53	5,438.54
Total Liabilities and Shareholder's Equity	7,027.30	6,399.10
Total Income	5,341.42	4,690.54
Total Expense	4,378.75	3,882.66
Financial Income	51.32	54.62
Financial Cost	(0.76)	(0.49)
Net Profits for the year	822.71	712.68
Basic Earnings Per Share	Baht 1.05	Baht 0.91

**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 2025, 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 e-One Report 2025 in electronic format (QR Code) 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 2025 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 2025 operating results, the separate financial statements show a net profit of 822,709,358.32 Baht. The Board of Directors, therefore, deemed it appropriate to propose the payment of a cash annual dividend at the rate of 0.50 Baht per share, which is equivalent to 47.79 percent of the profit from the separate financial statements, in accordance with the Company's dividend payment policy. The Board of Directors' Meeting No. 6/2025 on November 7, 2025 resolved to pay interim dividends for the operating period for the first half of the year from January 1, 2025, to June 30, 2025, at the rate of THB 0.20 per share, for the total amounts of THB 157,260,000, with payment made on December 4, 2025, and will propose an additional dividend payment for the operating period for the second half of the year from July 1, 2025, to December 31, 2025, to shareholders at the rate of THB 0.30 per share, totaling THB 235,890,000.

The dividend will be paid to the eligible Shareholders whose names appeared on the Record Date on 5 May 2026 (the XD sign or the date the Shareholders are not entitled to dividends will be posted on 30 April 2026), with the dividend payment date on 22 May 2026

(Units: Baht)

Details of Dividend Payment	Year 2025 (Proposing Year)	Year 2024
1. Net Operating Profit	822,709,358.32	712,682,373
Deduct: Legal Reserve Fund	-	-
Net Profit for Dividend Payment	822,709,358.32	712,682,373
2. Dividend payment per share (baht/share)	0.50	0.40
2.1 Interim dividend paid	0.20	0.15
2.2 Additional dividends to be paid	0.30	0.25
3. Dividend Payout Ratio	ร้อยละ 47.79	ร้อยละ 44.13
4. Total dividend paid	393,150,000	314,520,000
4.1 Interim dividend paid	157,260,000	117,945,000
4.2 Additional dividends to be paid	235,890,000	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 2025 at the rate of 0.50 Baht per share. Total dividend payment is 393,150,000 Baht, which is equivalent to 47.79 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, 2025, to June 30, 2025, at the rate of 0.20 Baht per share, for the total amounts to 157,260,000 Baht. The remaining dividend payment for the operating period for the second half of the year from July 1, 2025, to December 31, 2025 is at the rate of 0.30 Baht per share, totaling THB 235,890,000. The dividend will be paid to the entitled Shareholders whose names appeared on the Record Date of May 5, 2026, with the dividend payment date on May 22, 2026. 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, 2025, to June 30, 2025, as approved by the Board of Directors' Meeting No. 6/2025 on November 7, 2025 at the rate of 0.20 Baht per share, totaling THB 157,260,000. The Company paid the interim dividend on December 4, 2025.

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 2026 Annual General Meeting of Shareholders, three directors retiring by rotation are as follows:

- 1) Mr. Bhanapot Damapong
- 2) Mr. Attapol Sariddipuntawat
- 3) Mr. Piset Chiyasak

Therefore, the Nomination and Remuneration Committee, considered by only Directors without conflict of interest, reviewed the qualifications of these three (3) directors who will retire by rotation at the 2026 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 2025 to 31 December 2025, 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. Bhanapot Damapong, (2) Mr. Attapol Sariddipuntawat, 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 determination of the remuneration of the directors for the year 2026**

**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 2026, 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 2026 with a total limit of 4,500,000 Baht (an increase of 300,000 Baht from last year), consisting of meeting allowances, other benefits allowance including a medical expense/ annual health checkup allowance valued at THB 20,000 per person (Except for directors holding executive positions or company employees, who are not eligible to receive the other benefits) and bonus with the following details:

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

(Units: Baht)

Item	Year 2026 (Proposing Year)	Year 2025					increase / (decrease) percentage
		Approved limit	Actually paid				
			Meeting Allowance	Other Benefits	Bonus	Total	
Board of Directors	4,500,000	4,200,000	2,730,000	176,040	1,289,000	4,195,040	7%

**2. Criteria for payment of Directors' Remuneration for the year 2026 is as follows:**

(Units: Baht)

Board Committee	Position	Meeting Allowance		Other benefits allowance		Bonus	
		2026 (Proposing Year)	2025	2026 (Proposing Year)	2025	2026 (Proposing Year)	2025
Board of Directors	Chairman	38,000	36,000	Medical expense/ Annual health checkup THB 20,000 per person  (Except for directors who hold executive or employee positions in the Company)	Checkup Voucher THB 20,000 per person  (Except for directors who hold executive or employee positions in the Company)	Payment from the remaining amount, after the Company has paid meeting allowances and other benefits allowance.  (Allocated to all board members, without exception)	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)
	Director	26,000	25,000				
Audit Committee	Chairman	38,000	36,000				
	Director	26,000	25,000				
Nomination and Remuneration Committee	Chairman	38,000	36,000				
	Director	26,000	25,000				
Corporate Governance and Sustainable Development Committee	Chairman	38,000	36,000				
	Director	26,000	25,000				
Executive Committee	Chairman	16,000	15,000				
	Director	14,000	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 2026, 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 (Allocated to all board members, without exception), independent directors, and sub-committees as they deem appropriate, provided that the total payment must not exceed the limit of 4,500,000 Baht as approved by the 2026 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 2026 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 7 To consider and approve the appointment of auditors and to determine the auditor's remuneration for the year 2026**

**Purpose and Rationale:**

The Audit Committee has considered the selection of auditors and the determination of the auditors' remuneration for the year 2026 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 2026. The proposed auditors are as follows:

- (1) Mr. Samran Tangcham Certified Public Accountant No. 8021; or
- (2) Ms. Kamontip Lertwitworatop Certified Public Accountant No. 4377; or
- (3) Mr. Somsak Chiratdhitiamphyong Certified Public Accountant No. 8874;

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 2026 shall be 2,000,000 Baht (excluding out-of-pocket expenses), same as last year. A comparison of audit fees for this year and last year is shown in the table below.

(Units: Baht)

Auditor's Remuneration	2026 (Proposing Year)	2025	Change increase / (decrease)	Percentage
Audit Fee	2,000,000	2,000,000	-	-
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 4](#).

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 2026 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) Mr. Samran Tangcham, CPA Registration Number 8021, or (2) Ms. Kamontip Lertwitworatep, CPA Registration Number 4377, or (3) Mr. Somsak Chirathitiamphyvong, CPA Registration Number 8874 of EY Office Limited as the Company's auditors for the year 2026, whereby any one of them shall be authorized to act individually, and to approve the auditor's remuneration for the year 2026 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 8 To consider other matters (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 2025 to 31 December 2025, but no Shareholder proposing any additional agenda.

Furthermore, once the meeting has completed consideration of all agenda items, shareholders shall have the rights pursuant to Section 105 of the Public Limited Companies Act B.E. 2535 (1992). Shareholders holding shares in aggregate of not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the notice of the meeting.

The Board of Directors has set 10 March 2026, as the Record Date for identifying Shareholders entitled to attend the 2026 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 9 March 2026.)

The Company cordially invites the Shareholders to attend the 2026 Annual General Meeting of Shareholders on Friday, 24 April 2026, 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 8. and Enclosure 9. For any enquiries, please contact us via the contact channel provided in Enclosure 11. For the convenience of shareholders, the Company will record the entire meeting as a video recording for publication on the company website. Therefore, Shareholders are kindly requested to review the Personal Data Protection Notice for the 2026 Annual General Meeting of Shareholders, available on the Company's website at [www.pram9.com](http://www.pram9.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 [www.pram9.com](http://www.pram9.com) Investor Relations Section to ensure Shareholders are informed in a timely manner.

For the convenience of the Shareholders, the Company recommends that Shareholders appoint the designated independent directors, either **Dr. Tanai Charinsarn** or **Mr. Kanit Patsaman** 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 6](#). The Company has delivered Proxy Forms A, B, and C to shareholders together with the notice of the shareholders' meeting in electronic form (QR Code). The proxy forms have also been made available on the Company's website at [www.pram9.com](http://www.pram9.com) under the Investor Relations section, Shareholders' Meeting subsection, to facilitate shareholders' downloading for self-printing. In addition, the Company has provided channels for shareholders to request or submit Proxy Forms A, B, and C in document format to the Company via email at [legalpr9@pram9.com](mailto:legalpr9@pram9.com) or by post.

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.pram9.com](http://www.pram9.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



QR Code  
Invitation Letter, Proxy and Supporting Documents



QR Code  
Form 56-1 e-One Report for the year 2025