

Ref: RAM 004/2567

Company Registration No. 0107536000528

March 28, 2024

RE: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Ramkhamhaeng Hospital Public Company Limited

- Enclosures
1. Copy of the minutes of meeting of Annual General Meeting of Shareholders for the year 2023 (Agenda 1)
 2. Documents required to be presented for attending the meeting
 3. Map of the shareholders' meeting venue
 4. Company's Articles of Association related to the Shareholders' Meeting
 5. Proxy form A, B and C
 6. Information of the independent director as Proxy holder
 7. 56-1 One Report for the year 2023 (Agenda 2)
 8. Information of the directors retire by rotation (Agenda 6)
 9. Request for the Company's 2023 56-1 One Report (hard copy)

According to the Board of Directors' meeting of Ramkhamhaeng Hospital Public Company Limited (**hereinafter referred to as the "Company"**) has resolved to convene the 2024 Annual General Meeting of Shareholders ("**2024 AGM**") on Tuesday, April 30, 2024, at 8.30 A.M. at Meeting Room, 10th Floor, Building 3 Ramkhamhaeng Hospital, 436 Ramkhamhaeng Rd., Huamak Sub-district, Bangkok District, Bangkok 10240, to consider the following agenda items:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2023, which was held on April 28, 2023

Objective and Rationale: the Company held the Annual General Meeting of Shareholders for the year 2023 on April 28, 2023, with the minutes of the meeting appearing in **Enclosure 1**, in which the Company has published a copy of the said minutes of the meeting on the Company's website (<http://www.ram-hosp.co.th>) for shareholders to acknowledge and verify the correctness. The meeting minutes were sent to the Stock Exchange of Thailand and the Ministry of Commerce within the time frame specified by law.

The Board of Directors' Opinion: the Board of Directors has considered that the minutes of the meeting have been recorded accurately and completely. Therefore, it is deemed appropriate to propose to the 2024 AGM to consider and certify the minutes of the meeting.

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 2 To acknowledge the Company's operating results in 2023 and the 56-1 One report

Objective and Rationale: The Company has prepared a summary of the 2023 operating results and the detailed 56-1 One report, which the Board of Directors has considered and is of the opinion that it is correct, complete and sufficient. Therefore, it is proposed to be presented at the 2024 AGM for acknowledgment.

The Board of Directors' Opinion: the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results in 2023. This agenda is for acknowledgment, therefore, no voting is required.

Agenda 3 To consider and approve the balance sheet and income statements for the year ended December 31, 2023, which have been audited by the certified auditor

Objective and Rationale: in accordance with the Public Limited Companies Act B.E. 2535, the Company has prepared a balance sheet and income statements at the end of the Company's fiscal year to propose to the 2024 AGM to consider and approve the balance sheet and income statements, which has been certified by the auditor, Dharmniti Auditing Company Limited and has been reviewed by the Audit Committee. The details are shown in the Company's 2023 56-1 One report.

The Board of Directors' Opinion: the Board of Directors has deemed it appropriate to propose to the 2024 AGM to consider and approve the balance sheet and income statements for the fiscal year ended December 31, 2023 and the Company's auditor report that has been audited by a certified auditor and reviewed by the Audit Committee according to the details presented above.

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the allocation of net profit for the year 2023 and dividends payment

Objective and Rationale: according to the law, if the Company has profit from operations and has no accumulated losses, the Company (-by the approval of the shareholders' meeting or the Board in the case of interim dividends-) can declare dividends from operating profits to be paid to shareholders. The Company has the policy of dividend payout of not less than 20% of net profit based on the separated financial statements. The Board of Directors' meeting has approved to propose to the 2024 AGM to consider and approve the allocation of the net profit for 2023 and dividends payment for Ramkhamhaeng Hospital Public Company Limited's performance based on the separate financial statements from January 1, 2023 to December 31, 2023, at the rate of 0.90 baht per share (par 10 baht), as well as to acknowledge the interim dividends payment of the Company that has already been paid or approved by the Board of Directors with details as follows:

- (a) The first interim dividend payment at the rate of 0.30 baht per share (0.10 baht par value), which was paid on 25 August 2023
- (b) The second interim dividend payment at the rate of 0.20 baht per share (0.10 baht par value), which was paid on 30 November 2023

- (c) The third interim dividend payment at the rate of 0.20 baht per share (0.10 baht par value), which was paid on 29 February 2024; and
- (d) The fourth interim dividend payment at the rate of 0.20 baht per share (0.10 baht par value), which is subject to the approval at the 2024 AGM and will be paid on 29 May 2024. There is still uncertainty in granting such rights of the Company because it must be approved by the general meeting of shareholders first. The Board of Directors' meeting has set the record date for determining the names of shareholders who are entitled to attend the meeting, exercising the right to vote at the 2024 AGM and having the right to receive dividends on March 29, 2024.

The Board of Directors' Opinion: the Board of Directors has considered it is appropriate to propose to the 2024 AGM to consider and approve the allocation of net profit for 2023 and dividends payment for Ramkhamhaeng Hospital Public Company Limited's performance based on the separate financial statements from January 1, 2023 to December 31, 2023, at the rate of 0.90 baht per share and report to the shareholders' meeting for acknowledgment of the Company's interim dividends payment, which have already been paid or approved by the Board of Directors as detailed above.

The dividends payment information compared to the previous year can be summarized as follows:

	2022	2023
Earnings per share (baht/share) from the separate financial statements	1.50	1.22
Dividends per share (baht/share) from the separate financial statements	0.90	0.90
Dividends Payout Ratio (%)	60.14	73.77

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the appointment of auditors and determine the remuneration for 2024

Objective and Rationale: at every annual general meeting of shareholders, the Company must present to the meeting the appointment of auditors and determining audit fees. In 2024, the Audit Committee has considered that auditors from Dharmniti Auditing Company Limited have all the qualifications as specified by the Securities and Exchange Commission (hereinafter referred to as "SEC") and perform their duties appropriately, as well as such audit company is reliable and is widely accepted. Therefore, it is appropriate to propose appointing the auditors from the Dharmniti Auditing Company Limited for the Company, subsidiaries and associated companies of the Company for 2024 by appointing one person to do the inspection and certify the Company's financial statements for 2024 or other auditors approved by the SEC, which the Company assigns as auditors following the name list, responsible for the Company's financial statements.

Name-Surname	Certified Public Accountant No.	Number of years as the Company's auditor
1. Miss Methavee Chanasongkram	12784	2023
2. Mr. Peradate Pongsathiansak	4752	2015 - 2016, 2022
3. Mr. Thanawut Piboonsawat	6699	2010 - 2014
4. Mr. Suwat Maneekanoksakul	8134	-
5. Alisa Chumwisut	9393	-
6. Miss Thanyaphon Tangthanopajai	9169	-

The aforementioned audit company and 6 auditors have no relationship or conflict of interest with the Company, directors, executives or major shareholders of the Company or those related to the people mentioned above. They deem it appropriate to set the audit fee for 2024 equal to 1,900,000 baht (divided into the audit fee for 3 quarters equal to 900,000 baht and the annual budget equal to 1,000,000 baht).

Audit Fee (baht)	Year 2023	Year 2024
Year-end financial statement	1,000,000	1,000,000
3 Quarterly financial statements	900,000 (Quarterly: 300,000)	900,000 (Quarterly: 300,000)
Total Audit Fee	1,900,000	1,900,000

The Board of Directors' Opinion: the Board of Directors, with the approval of the Audit Committee, has deemed it appropriate to propose to the 2024 AGM to approve the appointment of auditors from the Dharmniti Auditing Company Limited to be the Company's auditors for 2024 and determine such remuneration.

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the election of new directors to replace those who retire by rotation

Objective and Rationale: the Company's law and articles of association stipulate that one-third of the total number of directors shall be retired at every annual general meeting of shareholders. If the number of directors cannot be divided precisely into three parts, the number of retired directors shall be as close to one-third as possible. The Company currently has 15 directors; in 2024, there will be 5 directors retired by rotation, as follows:

List of directors who must retire by rotation	Position in the Company	Appointment Date	2023 Meetings attendance
Dr. Pitchaya Somburanasin	Director and Executive Director	2021 – Present	22 / 22
Dr. Siripong Leungvarinkul	Director and Executive Director	1995 – Present	22 / 22

List of directors who must retire by rotation	Position in the Company	Appointment Date	2023 Meetings attendance
Mr. Benny Lim	Director	2019 – Present	15 / 22
Mr. Kajit Habanananda	Independent director, Member of the Audit Committee	1992 – Present	19 / 22
Dr. Pinit Hirunyachote	Independent director	2015 - Present	21 / 22

The Board of Directors' Opinion: The Board of Directors has considered the recommendations of the Nomination and Remuneration Committee and thus, it is deemed appropriate to propose to the 2024 AGM to approve the re-appointment of all 5 directors for another term. The person nominated this time has passed the scrutiny process of the Board of Directors and considers that they are qualified for the Company's business operations, possess knowledge and capabilities as well as have work experience. They are accountable individuals who will be beneficial to the Company's operations. Therefore, the shareholders should re-appoint the 5 directors who retired by rotation this time back to the director position for another term as follows: Dr. Pitchaya Somburanasin, M.D., Dr. Siripong Leungvarinkul, M.D., Mr. Benny Lim, Mr. Kajit Habanananda, and Dr. Pinit Hirunyachote, M.D. In this regard, the resume, work experience, education, training courses for directors, shareholding in the Company and holding other positions are attached for consideration in **Enclosure 8**.

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 To consider and approve the determination of remuneration for the Company's directors for the year 2024

Objective and Rationale: The Nomination and Remuneration Committee has conducted directors' surveys for 2024, considering the operating results, responsibilities and performance of the Company's Board of Directors. Therefore, it is deemed appropriate to propose to the 2024 AGM to consider and approve the directors' remuneration for 2024 as follows:

Unit: Baht	Year 2023	Year 2024
Remuneration for the Company's directors	52,000,000	57,200,000

The Board of Directors' Opinion: the Board of Directors has deemed it appropriate to report to the shareholders' meeting for acknowledgment and approval to pay the directors' remuneration for 2024. This agenda must be approved, as well.

Required Votes: This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 8 Others (If any)

Under the Company's Articles of Association, a quorum for a shareholders' meeting shall consist of no less than a total 25 shareholders or proxies (if any) or consist of not less than half of the total number of shareholders, holding not less than one-third of the total issued shares.

The invitation letter with all the attachments for the 2024 AGM, which are identical to the documents to be sent to the shareholders, will be uploaded to the Company's website at www.ram-hosp.co.th under Investor Relations section on April 5, 2024.

Therefore, the Company invites shareholders to attend the meeting in person or appoint a proxy to attend the meeting on the date, time and venue specified.

Yours sincerely,



(Dr. Chamnan Chanapai, DDS)
Chairman of the Board of Directors

