

## **Minutes of Meeting of the Annual General Meeting of Shareholder of Ramkhamhaeng Hospital Public Company Limited for the Year 2024**

Ramkhamhaeng Hospital Public Company Limited  
436 Ramkhamhaeng Road, Hua Mark, Bangkapi, Bangkok 10240

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### **Meeting Date, Time, and Venue**

On April 30, 2024, at 8.30 hrs. at the conference room 10th floor, building 3 of Ramkhamhaeng Hospital Public Company Limited (the “Company”), 436 Ramkhamhaeng Road, Hua Mark, Bangkapi, Bangkok 10240

### **Meeting Quorum**

At 8.30 hrs, there were 143 shareholders representing 1,077,677,280 shares which accounted for 89.8064% of the total issued and authorized shares of the Company, totaling 1,200,000,000 shares. Complete as a quorum in accordance with the laws and regulations of the Company. Dr. Chamnan Chanapai was appointed as the chairman of the meeting (the “Chairman”) has announced the opening remarks and appointed Dr. Pitchaya Somburanasin as the presenter to deliver and present each agenda to the shareholders’ approval. Except for agenda 6, where the Chairman appointed Dr. Rukkagee Kanjanapitak as the presenter instead of Dr. Pitchaya Somburanasin, who has a conflict of interest in the aforementioned agenda.

### **Directors joining the meeting in persons**

- |                                     |   |
|-------------------------------------|---|
| 1. Dr. Chamnan Chanapai DDS         | Chairman  |
| 2. Dr. Rukkagee Kanjanapitak, Ph.D. | Managing Director                                 |
| 3. Dr. Virat Cheun-Im, M.D.         | Director  |
| 4. Dr. Suthee Leelasetakul, M.D.    | Director  |
| 5. Dr. Siripong Luengvarinkul, M.D. | Director  |
| 6. Dr. Pitchaya Somburanasin, M.D.  | Director  |
| 7. Dr. Jernpol Bhumitrakul, DDS.    | Director  |
| 8. Ms. Tassawan Sirivongs           | Director  |
| 9. Mr. Pramol Apirat                | Independent Director, Chairman of Audit Committee |
| 10. Mr. Kajit Habanananda           | Independent Director, Audit Committee             |
| 11. Ms. Kittiyarat Jirojdamrongchai | Independent Director, Audit Committee             |

### **Directors joining via electronic mode**

- |                                      |                      |
|--------------------------------------|----------------------|
| 1. Mr. Benny Lim                     | Director             |
| 2. Mr. Hui-Han Neo                   | Director             |
| 3. Professor Somsri Pwasawasdi, M.D. | Independent Director |
| 4. Dr. Pinit Hirunyachote, M.D.      | Independent Director |

### **Absent Director**

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### **Other Participant**

1. Auditor, Dharmniti Auditing Co., Ltd.

Ms. Uraiwan Maksin Auditor

Ms. Methavee Chanasongkram Auditor

### **Meeting Start**

The Chairman declared the opening remark and thanked you to all shareholders who attending the Annual General Meeting of Shareholder for the Year 2024 and appointed Dr. Pitchaya Somburanasin (the “Presenter”) as the presenter to deliver and present each agenda for shareholders’ approval. Except for agenda 6, where the Chairman appointed Dr. Rukkagee Kanjanapitak as the presenter instead of Dr. Pitchaya Somburanasin, who has a conflict of interest in the aforementioned agenda.

The Presenter has informed the shareholders that, currently, the Company has the registered capital of 126,000,000 shares in which 120,00,000 shares are issued and paid up shares at par value of 0.10 baht. The shareholders, who are eligible to attend the Annual General Meeting of Shareholder for the Year 2024 (the “2024 AGM”), are recorded and presented on the Record Date of March 29, 2024, in accordance with Decree 225 of the Public Limited Companies Act B.E. 2535.

The Presenter informed the meeting of the voting procedure for each agenda. Each shareholder shall vote on the form provided by the Company at the start of the meeting. The Presenter will ask if there is any disapprove or abstain vote and the Company will count disapprove and abstain vote in each agenda and deduct the votes from the total eligible voting in each agenda. In case there is no disapprove or abstain vote, it will deem anonymously approve for that agenda. The Presenter started the meeting as follow:

### **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**

The Presenter informed that the Company held the Annual General Meeting of Shareholders for the year 2023 on April 28, 2023, The Company has prepared the minutes and sent to all shareholder with the invitation letter of 2024 AGM. 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. In addition, 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 has considered that the minutes of the Annual General meeting of Shareholder for the year 2023 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.

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has asked the shareholders to cast their vote.

**Resolution** The resolution was unanimously passed to adopt the minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 28, 2023, with the following votes:

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |

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

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 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**

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 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.

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has asked the shareholders to cast their vote.

**Resolution** The resolution was unanimously passed to approve the balance sheet and income statements for the year ended December 31, 2023, which have been audited by the certified auditor as presented to the shareholders with the following votes:

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |

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

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 August 25, 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 November 30, 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 February 29, 2024
- (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



May 29, 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 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:

|   | <b>2022</b> | <b>2023</b> |
|---|-------------|-------------|
| Earnings per share (baht/share) from the separate financial statements  | 1.50        | 1.22        |
| Dividends per share (baht/share) from the separate financial statements | 1.10        | 0.90        |
| Dividends Payout Ratio (%)  | 73.33       | 73.77       |

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has asked the shareholders to cast their vote.

**Resolution** The resolution was unanimously passed to approve the allocation of net profit for the year 2023 and dividends payment as presented to the shareholders with the following votes:

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |

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

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.

| <b>Name-Surname</b>               | <b>Certified Public Accountant No.</b> | <b>Number of years as the Company’s auditor</b> |
|-----------------------------------|--|---|
| 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. Miss 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).

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

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.

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has asked the shareholders to cast their vote.

**Resolution** The resolution was unanimously passed to approve the appointment of auditors and determine the remuneration for 2024 as presented to the shareholders with the following votes:

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |

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

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:

| <b>List of directors who must retire by rotation</b> | <b>Position in the Company</b>                      | <b>Appointment Date</b> | <b>2023 Meetings attendance</b> |
|--|---|-------------------------|---------------------------------|
| 1. Dr. Pitchaya Somburanasin                         | Director and Executive Director                     | 2021 – Present          | 22/22                           |
| 2. Dr. Siripong Leungvarinkul                        | Director and Executive Director                     | 1995 – Present          | 22/22                           |
| 3. Mr. Benny Lim                                     | Director  | 2019 – Present          | 15/22                           |
| 4. Mr. Kajit Habanananda                             | Independent director, Member of the Audit Committee | 1992 – Present          | 19/22                           |
| 5. Dr. Pinit Hirunyachote                            | Independent director                                | 2015 - Present          | 21/22                           |



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.

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. Dr. Rukkagee Kanjanapitak has asked if there are any questions from the shareholders. As there was no question, Dr. Rukkagee Kanjanapitak has asked the shareholders to cast their vote.

**Resolution** The resolution was passed to approve the election of new directors to replace those who retire by rotation as presented to the shareholders with the following votes:

**6.1 Dr. Pitchaya Somburanasin, M.D.**

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |

**6.2 Dr. Siripong Leungvarinkul, MD.**

| <b>Shareholders' Vote</b> | <b>No. of Votes</b> | <b>% of Total attending shareholders with the voting rights</b> |
|---------------------------|---------------------|---|
| Approved                  | 1,077,677,280       | 100.0000  |
| Disapproved               | 0                   | 0   |
| Abstained                 | 0                   | 0   |
| Voided Ballot             | 0                   | 0   |
| Total                     | 1,077,677,280       | 100.0000  |



### 6.3 Mr. Benny Lim

| Shareholders'<br>Vote | No. of Votes  | % of Total attending shareholders<br>with the voting rights |
|-----------------------|---------------|---|
| Approved              | 1,065,990,574 | 98.9156   |
| Disapproved           | 11,686,706    | 1.0844  |
| Abstained             | 0             | 0   |
| Voided Ballot         | 0             | 0   |
| Total                 | 1,077,677,280 | 100.0000  |

### 6.4 Mr. Kajit Habanananda

| Shareholders'<br>Vote | No. of Votes  | % of Total attending shareholders<br>with the voting rights |
|-----------------------|---------------|---|
| Approved              | 1,077,657,980 | 99.9982   |
| Disapproved           | 19,300        | 0.0018  |
| Abstained             | 0             | 0   |
| Voided Ballot         | 0             | 0   |
| Total                 | 1,077,677,280 | 100.0000  |

### 6.5 Dr. Pinit Hirunyachote, MD.

| Shareholders'<br>Vote | No. of Votes  | % of Total attending shareholders<br>with the voting rights |
|-----------------------|---------------|---|
| Approved              | 1,077,657,980 | 99.9982   |
| Disapproved           | 19,300        | 0.0018  |
| Abstained             | 0             | 0   |
| Voided Ballot         | 0             | 0   |
| Total                 | 1,077,677,280 | 100.0000  |

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

The Nomination and Remuneration Committee and the Board of Directors have 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.- baht | 57,200,000.- baht |

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.

This agenda requires the majority vote of shareholders attending the meeting and casting their votes. The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has asked the shareholders to cast their vote.

**Resolution** The resolution was passed to approve the determination of remuneration for the Company's directors for the year 2024 as presented to the shareholders with the following votes:

| Shareholders'<br>Vote | No. of Votes  | % of Total attending shareholders<br>with the voting rights |
|-----------------------|---------------|---|
| Approved              | 1,077,677,280 | 100.0000  |
| Disapproved           | 0             | 0   |
| Abstained             | 0             | 0   |
| Voided Ballot         | 0             | 0   |
| Total                 | 1,077,677,280 | 100.0000  |

**Agenda 8 Others (If any)**

The Presenter has asked if there are any questions from the shareholders. As there was no question, the Presenter has declared the end of the meeting at 9.30 hrs.

Yours sincerely,



(Dr. Chamnan Chanapai)

Chairman