



Minutes of the Annual General Shareholders' Meeting for the year 2025
Rajthanee Hospital Public Company Limited

Date / Time / Meeting Venue

On 4 April 2025, at 09.00 hours, at Rajthanee Meeting Room 3, 3rd floor, Building G, Rajthanee Hospital at No. 111, Moo 3, Rojana Road, Khlong Suan Phlu Sub-district, Phra Nakhon Si Ayutthaya District, Phra Nakhon Si Ayutthaya Province

Directors attending the meeting:

- | | | |
|----|------------------------------|--|
| 1. | Ms.Sudthida Chirapatsakul | Chairman of Board of Director
Chairman of Audit Committee
Independent Director |
| 2. | Dr.Surin Prasithirun | Director, Chairman of Executive Committee and
Managing Director |
| 3. | Dr. Wachira Wudhikulprapan | Director |
| 4. | Dr. Porntip Wudhikulprapan | Director |
| 5. | Mr.Charoonsak Sripochsomboon | Director and Member of Nomination and Remuneration
Committee |
| 6. | Ms Phitrapee Prasithirun | Director and Executive Committee |
| 7. | Ms Phitrampha Prasithirun | Director |
| 8. | Mr.Sutthi Kittisupaporn | Chairman of Nomination and Remuneration Committee
Member of Audit Committee and
Independent Director |
| 9. | Mr.Adison Thavornthanasarn | Member of Audit Committee
Member of Nomination and Remuneration Committee and
Independent Director |

All directors attended this meeting representing 100% of total directors.

Executive Management attending the meeting:

- | | | |
|----|------------------------|---|
| 1. | Dr.Chatcharin Pinsuwan | Hospital Director and Member of Executive Committee |
| 2. | Ms.Benja Ruangsri | Accounting Manager |

Auditors from SP Audit Co., Ltd to observe vote counting

- | | |
|----|-------------------------|
| 1. | Ms. Wanraya Puttasatien |
| 2. | Ms. Chaowarat Sudsoo |



Preliminary Proceedings and Acknowledgement

- The Company's registered capital Baht 300,000,000
- Paid-up capital Baht 300,000,000
- Ordinary shares 300,000,000 shares
- Par value Baht 1 per share
- 1 ordinary share is entitled to 1 vote.

The Company's management structure is as follows:

1. The Board of Director consists of 9 directors of which 3 are independent directors.
2. The sub-committees consist of Executive Committee, Audit Committee and Nomination and Remuneration Committee

For good corporate governance principles, the Company's officer clarified voting process and method of counting votes by shareholders for each agenda as follows:

1. According to the Company's Articles of Association, each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held whereby one share shall be equal to one vote. Shareholders may not vote on an agenda item where they have vested interests.
2. Voting shall be made openly. To count vote will use voting card for all agenda items
3. Shareholders attending the meeting in person or by proxy shall cast only one of their votes whether to vote for approval, disapproval or abstention. The votes on each agenda item cannot be divided except for the proxies of foreign investors who had appointed a custodian in Thailand to take custody and depository of their shares.
4. Shareholders who voted :
 - To disapprove or abstain on such an agenda item would be requested to mark and sign on the voting card and raise their hands to notify the Company's officers so as to have their voting cards collected.
 - To approve should mark and sign on the voting card but were not required to raise their hands. All the approval voting cards were to be collected when the meeting adjourned.
5. In vote counting, a system of negative deduction shall be used whereby the disapproval vote, abstention votes, and void votes (if any), shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The void votes shall be counted only for those that are disapproval votes or abstentions. In counting and summing up the votes for each agenda, the votes indicated in proxy forms shall also be counted.



A vote shall be considered void in the event that the shareholder or the authorized proxy fails to clearly specify their intention on the voting cards, such as when more than one box is marked on the voting cards, the votes are allocated (except for the votes of custodians) or a signature is not provided to verify a correction made on the cards.

6. Shareholders or proxies wishing to make inquiries or give any comments shall raise his/her hand. After given permission, such person shall state his/her first name and last name, and the status as either a shareholder or a proxy

The Secretary reported that, there were 610 shareholders presented in person and by proxy, representing 151,079,985 shares, equivalent to 50.36 % of the total 300,000,000 paid-up shares. Thus, the meeting members forming a quorum of one-third in accordance with the Articles of Association of the Company. Therefore, the Secretary invited Ms.Sudthida Chirapatsakul ("**the Chairman**") to proceed to conduct the meeting in accordance with the agenda items listed below:

Agenda Item 1: To adopt minutes of 2024 Annual General Meeting of Shareholders

The Chairman informed that the Annual General Meeting 2024 was held on 22 April 2024. The copy of minutes was attached to the notice of this Meeting (Attachment 1) as well as published on the Company's website for shareholder's consideration. No amendment proposed by shareholders.

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: After due consideration, the Meeting resolved to adopt the Minutes of 2024 Annual General Meeting. The details of voting are as follows:

Approved	151,080,085	votes	equivalent to	100.00 %
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void ballots	-	votes	equivalent to	-

Agenda Item.2: To acknowledge the Company's operating results for the year 2024 and to consider and approve the financial statements for the year ended 31 December 2024.

The Chairman proposed the meeting to consider and approve the annual financial statements for the year ended 31 December 2024 which have been audited and endorsed by the Company's external auditor and have been concurred by Audit Committee. The Chairman assigned Mr.Adison



Thavornthanasarn, Audit Committee director, to report financial statements for the year ended 31 December 2024.

Mr.Adison Thavornthanasarn reported that Audit Committee have reviewed and concurred to External Auditor's opinion on financial statements for the year ended 31 December 2024.

The Chairman assigned Ms. Manassa Lertdamrongluck, Assistant Director- Accounting and Finance, to summarize the financial position and operating results of the Company as shown below:

Unit: million Baht

Description	Consolidated Financial Statement		Separate Financial Statement	
	2024	2023	2024	2023
Total assets	4,401.2	4,020.2	4,091.8	3,670.9
Total liabilities	2,070.9	1,684.4	1,963.4	1,642.9
Total shareholders' equity	2,330.3	2,335.8	2,128.4	2,028.0
Total revenue	2,775.6	2,392.6	2,711.1	2,468.0
Net profit attributable to the equity holders of the Company / Net profit	493.0	419.7	601.6	606.4
Earnings per share (Baht)	1.65	1.40	2.01	2.03

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: The meeting acknowledged the 2024 operating results and approved the Company's financial statements for the year ended 31 December 2024. The details of voting are as follows:

Approved	152,023,185 votes	equivalent to	100.00 %
Disapproved	- votes	equivalent to	-
Abstained	- votes	equivalent to	-
Void ballots	- votes	equivalent to	-

Remark: During this agenda, more shareholders have attended whereby the number of shares increased by 943,100 shares

Agenda Item 3: To consider and approve the dividend payment.

The Chairman informed that the Company's policy is to pay out dividends to its shareholders at a rate of not less than 40% of net profit based on the Company's separate financial statements.(Based on the Company's specific financial statements, however, the Company may consider paying dividends differently from the specified policy, which will depend on the Company's operating results, financial



position, financial liquidity, the need for money to manage the Company's business and expand its business, including the economic situation) For the year 2024, the Company has paid interim dividends totaling Baht 0.50 per share.

The Board proposed to the meeting to approve the additional dividend payment at Baht 0.20 per share totaling Baht 58.57 million. As a result, total accumulated dividend payout for year 2024 was Baht 0.70 per share totaling Baht 206.95 million or approximately 34.40% of net profit according to separate financial statements as of 31 December 2024.

Details of dividend payments	2024	2023
Net profit according to the Company's separate financial statement (Baht million)	601.59	606.38
Earnings per share (Baht /share)	2.01	2.03
Dividend per share (Baht /share)		
- 1 st interim dividend	0.30	0.70
- 2 nd interim dividend	0.20	0.25
- Final dividend (to be proposed)	0.20	0.25
Total dividend payments (Baht million)	206.95	359.24
Dividend payout ratio of net profit of separate financial statement (%)	34.40	59.11

Therefore, this dividend payment is in compliance with the Company's dividend payment policy. In this regard, the Company fixed 11 March 2025 as the record date and fixed 30 April 2025 as the dividend payment date.

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: After due consideration, the meeting approved the dividend payment as proposed. The details of voting are as follows:

Approved	152,000,885 votes	equivalent to	99.98 %
Disapproved	- votes	equivalent to	-
Abstained	22,300 votes	equivalent to	0.02 %
Void ballots	- votes	equivalent to	-



Agenda Item 4: To consider and approve the appointment of directors to replace those who will retire by rotation in 2025.

According to the Public Limited Companies Act, B.E. 2535 (1992), (as amended) and Article 18 of the Company's articles of association, one-third of all directors must retire by rotation by the date of each annual general meeting of shareholders. At the annual general meeting of shareholders in 2025, there were four directors who had to retire according to their terms and one new director, respectively, as follows:

Name	Position
1. Ms.Sudthida Chirapatsakul	Chairman of Board of Director Chairman of Audit Committee Independent Director
2. Dr. Porntip Wudhikulprapan	Director
3. Mr.Charoonsak Sripochsomboon	Director Member of Nomination and Remuneration Committee
4. Ms Phitrampha Prasithirun	Director
5. Mr.Saran Supaksaran	Independent Director

The Board together with Nomination and Remuneration Committee but not including those who have conflict of interest, have considered the qualifications, knowledge, competency, experience, moral & ethical standards as well as the performance of each director. Therefore, the Board recommended the meeting to reappoint the above directors who will retire by rotation for another term of office.

During the period of 26 December 2024 to 27 January 2025, the Company provided an opportunity for shareholders to propose agenda items for this meeting and nominate qualified candidates for election as the Company's directors through the Company's website. There were 1 shareholder who proposed a person to be considered for election as a director of the Company, as proposed.

The Chairman asked those 4 directors to temporarily leave the meeting room in order to give an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution After due consideration, the meeting approved the election of directors to replace those who retire by rotation for the year 2025. The details of voting are as follows:



Name	Approved	Disapproved	Abstained	Void ballots
Ms.Sudtida Chirapatsakul	152,023,185 votes	- votes	- Votes	-
	Equivalent to 100.00 %	equivalent to -	equivalent to -	
Dr. Porntip Wudhikulprapan	152,008,285 votes	14,900 votes	- votes	-
	Equivalent to 99.99 %	equivalent to 0.01	equivalent to -	
Mr.Charoonsak Sripochsomboon	152,023,185 votes	- votes	- Votes	-
	Equivalent to 100.00 %	equivalent to -	equivalent to -	
Ms.Phitrampha Prasithirun	152,023,185 votes	- votes	- Votes	-
	Equivalent to 100.00 %	equivalent to -	equivalent to -	
Mr.Saran Supaksaran	152,023,185 votes	- votes	- Votes	-
	Equivalent to 100.00 %	equivalent to -	equivalent to -	

Agenda Item 5: To consider and approve the remuneration of the Company's Directors for the year 2025

The Chairman stated that according to Article 33 of the Company's Articles of Association, the Company's directors are eligible to receive bonus and remuneration that are determined by the shareholder's meeting. The Board of Directors carefully considered each of the directors' remuneration to be not only in accordance with duties and responsibilities but also appropriate and sufficiently attracting and retaining qualified directors. The Board recommended that the rate of remuneration for the Company's Board of Directors and sub-committees (Audit Committee and Nomination and Remuneration Committee) to be determined as follows :

- Meeting allowance of Baht 20,000 per person for each attendance will be paid only the directors who attend the meeting.
- Annual bonus of Baht 400,000 per person

In addition, the Company has accommodated the directors so as to allow them to efficiently perform their duties, such as training expenses and discounts for medical expenses under the limit determined by Board of Directors.

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This agenda required a resolution of a two-thirds of total number of votes of the shareholders present at the meeting and eligible to vote.



Resolution After due consideration, the meeting approve the remuneration of the Company's directors for the year 2025. The details of voting are as follows

Approved	152,504,385 votes	equivalent to	99.99 %
Disapproved	14,900 votes	equivalent to	0.01 %
Abstained	- votes	equivalent to	-
Void ballots	- votes	equivalent to	-

Remark: This agenda has additional shareholders attending the meeting. The number of shares increased by 496,100 shares.

Agenda Item 6: To consider and approve the appointment of the Company's external auditors and the audit fees for the year 2025.

The Chairman informed the meeting that The Audit Committee has considered selecting auditors from SP Audit Co., Ltd. as the Company's external auditors for the year 2025. Therefore, it remained the same auditors who have audited the Company's and subsidiaries' financial statements consecutively since 2014. Therefore, they are well informed of the financial data of the Company and subsidiaries which will be helpful to reviewing and auditing the consolidated financial statements of the Company and subsidiaries. In addition, the audit firm and the proposed auditors are independent and have no conflict of interest with the Company, subsidiaries, management, major shareholders or related person of the said persons which is in accordance with Article 60 of the Company's articles of association.

The Board concurred with the Audit Committee to propose the following auditors from SP Audit Co., Ltd. as the Company's external auditors and fix the audit fees for the year 2025 as per details below. Details of auditors from SP Audit Company Limited.

Names of auditors	Certified Public Accountant No.	Number of years of certification on the Company's financial statements
1. Ms. Wanraya Puttasatien	4387	3 years (2014 - 2016) 9 months (January - September 2021) 2 year (2022 - 2023)
2. Ms. Waraporn Intaraprasit	7881	4 years (2017 - 2020)
3. Ms. Chonthicha Lertwilai	12258	-
4. Ms. Susan Eiamvanicha	4306	-
5. Mr. Suchart Panitcharoen	4475	-
6. Ms. Chuenta Chommern	7570	-
7. Ms. Wandee Eiamvanicha	8210	-
8. Mr. Kiatisak Vanithanont	9922	-
9. Ms. Amornrat Chaeuthongborisut	10998	-



Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

Unit : Million Baht

Companies	2025 (Proposed)	2024
Rajthanee Hospital Plc.	1.25	1.23
Subsidiaries	1.47	0.92
Total Audit & Review Fee	2.72	2.15
Non-Audit fee	To be determined	0.26

Remark : Non-audit fee are travelling expenses, accommodation expenses

The Chairman gave an opportunity for shareholders to ask questions. As no further questions from shareholders, the Chairman proposed the meeting to consider and vote. This requires a resolution of majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: After due consideration, the meeting approved the appointment of the Company's external auditors and the audit fees for the year 2025 as detailed below:

Approved	152,519,285 votes	equivalent to	100.00 %
Disapproved	- votes	equivalent to	-
Abstained	- votes	equivalent to	-
Void ballots	- votes	equivalent to	-

Agenda Item 7: To consider other business (if any)

- None –

As there were no further questions or comments from the shareholders, the Chairman closed 2025 Annual General Meeting of Shareholders closed and thanked everyone who attended the meeting. And would like to inform that the Board, executives and all employees will do their best for the prosperity of the Company and for the benefit of shareholders and stakeholders.

Remark: It is noted that after the Meeting has convened, 619 shareholders arrived and registered for the meeting, representing a total of 152,519,285 shares, equivalent to 50.84 % of the total issued shares. Therefore, numbers of shareholders attending the meeting in person and by proxy were not equal for each agenda.

(Ms.Sudthida Chirapatsakul)

Chairman

(Ms.Tanunya Nuthong)

Recorder / Company Secretary