



No. RPH-SET 002/2024

February 17, 2024

Subject : Board of Directors' resolutions regarding the dividend payment, the amendment of the Company's Articles of Association, the schedule, and agenda for Annual General Shareholders' Meeting No. 1/2024

To : The President
The Stock Exchange of Thailand

Ratchaphruek Hospital Public Company Limited (the "Company") hereby reports the resolutions of the Board of Directors Meeting No.1/2024 which was held on February 17, 2024, as follows:

1. Acknowledge the resignation of the independent director and it was resolved to appoint Dr. Sirikul Laukaikul to hold the position of Independent Director replace Mr. Adisorn Thawornthanasarn, who had resigned from being a director. The Board of Director Meeting No.1/2024 resolved to appoint the new directors replacing the resigned directors which will be effective on February 17, 2024 onwards.
2. Resolved to be proposed to the Annual General Meeting of Shareholders. To consider and approve the dividend payment from the 2023 operating results at the rate of 0.19 baht per share for 546,000,000 shares, totaling 103,740,000 Baht or 63.33% of net profit, which is in line with the dividend payment policy of the company.

the Company has allocated net profits as legal reserves by virtue of Section 116 of the Limited Public Company Act B.E.1992) Legal reserve in the amount of 54,600,000 Baht, representing 10 percent of the fully paid registered capital. As a result, the company has a legal reserve of the full amount and no need to allocate annual net profit as additional reserve.

Dividend payment from the unappropriated retained earnings which was subject to corporate income tax of 20% whereby individual shareholders are entitled to claim tax credit at the rate 20/80 of the dividend, under the Revenue Code section 47 bis.

The record date for the right of shareholders to receive the dividend is scheduled to be on April 30, 2024. (the date of XD will be on April 29, 2024) and the dividend payment date shall be on May 15, 2024.

The right to receive dividends is uncertain currently pending the approval by the Annual General Meeting of Shareholders' meeting.

3. the Company has not appointed the nomination committee. However, the Board of director (by non-interested directors) consider and scrutinize criteria, qualifications, knowledge, abilities, experiences, and morality and ethics Including the performance of each individual director. Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider re-appointing 3 directors who are due to retire by rotation for another term as follows:

1) Professor Dr. Suphan Srithamma, M.D. Board of Director /
Chairman of Risk management Committee



- 2) Mr.Saran Supaksaran Independent director /
Chairman of Audit Committee/
Member of Risk management Committee
- 3) Dr.Teerasak Na Ranong Independent Director / Member of Audit committee
2) Mr.Saran and 3) Dr.Teerasak who would be retiring on completion of they term, they wished not to serve as a member of the Board of Directors for another term.

To comply with the principles of good corporate governance, the Company has notified through the Company's website. (www.rph.co.th) and reported through the news system of the Stock Exchange of Thailand. Inform shareholders of their rights to propose additional agenda items in advance and to nominate qualified persons to be elected as directors. From October 2, until December 31, 2023. there was no shareholder proposing an agenda or person to be considered. But the shareholders have nominated a qualified 3 persons to be elected as directors. the Company doesn't have the Nominating Committee, So Board of Directors will consider the nominated persons who have been considers that the nominated person has qualified experience and appropriate.

Therefore, it is considered appropriate to propose to the general meeting of shareholders that directors including:

- 1) Professor Dr. Suphan Srithamma, M.D. Board of Director /
Chairman of the Risk Management Committee
Directors who retire from office upon completion of their terms be reinstated for another term
- 2) 2) Mr.Vairoj Jindamaneepitak Independent Director
- 3) 3) Miss Orawan Sirirattanawong Independent Director
4. The Board of Directors considered and deemed appropriate to propose to the Meeting to approve the increase of number of the Company's directors; formerly from 9 persons to 10 persons, the appointment of Mrs.Tina Singshacha, who has passed the Company's consideration process, possessing the qualifications required by laws and being suitable for the Company's business, especially knowledges, capacities, skills experiences in Financial Investment, as a new director.
5. Resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the remuneration of the Board of Directors and all subcommittees for the year 2023 by determining the monetary remuneration. in the form of meeting allowance per time, monthly remuneration, gratuity (annual bonus) and non-monetary remuneration in the form of medical welfare for directors and their families.

The Board of Directors therefore screens the appropriateness of the remuneration of directors. By comparing with reference to listed companies in the stock exchange in the same industry. Director remuneration information by collecting information from the Thai Institute of Directors Association (IOD), including considering operating results, business size, responsibilities of the Board of Directors. and net profit of the company the details are as follows.



Monetary compensation

1) Monthly Remuneration for Directors (calculated according to the length of service)

Position	Year 2023	Year 2024 (allowance)	change
Board of Directors			
- The Chairman	15,000	15,000	Same last year
- Member of the board of director	15,000	15,000	
Audit committee			
- Chairman of the Audit committee	None	None	
- Member of the Audit Committee	None	None	
Risk management committee			
- Chairman of the Risk management committee	None	None	
- Member of the Risk management committee	None	None	

2) Monthly Remuneration for Directors (Allowance per meeting) (Only directors attending the meeting)

Position	Year 2023	Year 2024 (allowance)	change
Board of Directors			
- The Chairman	14,400	14,400	Same last year
- Member of the board of director	12,000	12,000	
Audit committee			
- Chairman of the Audit committee	14,400	14,400	Same last year
- Member of the Audit Committee	12,000	12,000	
Risk management committee			
- Chairman of the Risk management committee	14,400	14,400	Same last year
- Member of the Risk management committee	12,000	12,000	

3) Bonus

The Board of Directors will receive an annual bonus of 2% of the dividend payment, but not more than 1,800,000 baht (300,000 baht increase from year 2023) However, the annual bonus is not included in the limit of remuneration for directors. The allocation of such amount is at the discretion of the Board of Directors.

non-monetary compensation or other benefits.

Welfare for medical treatment and annual health check-ups for directors and their families credit limit not exceeding 300,000 baht/person/year (same last year)

Currently, the Board of directors there are 9 persons. To be consistent with the request to increase the number of directors according to item 4, it is therefore considered appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors for the year 2024 (excluding annual bonus) as detailed above. with a limit of no more than 3,500,000 baht/year (500,000 baht increase from 2023)



6. Approved to propose to shareholders' meeting to consider and approve the appointment of
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| Mr. Prawit Viwanthananut | CPA No. 4917 or |
| Mr. Thirdthong Thepmongkorn | CPA No. 3787 or |
| Ms. Chutima Wongsaraphanchai | CPA No. 9622 or |
| Ms. Rathapat Limsakul | CPA No. 10508 or |
| Mr.Boonkasem Sarnklin | CPA No. 11888 |

of PV Audit Co., Ltd or another auditor within the firm to be the auditors of the Company for the year 2024, being authorized to signing the reviewed and auditor's report, with their total remuneration of up to Baht 1,500,000 (same rate as year 2023), not include out-of-pocket expenses.

PV Audit Co., Ltd. is the company's auditor for the fourth year. Throughout the said period, the certified public accountants listed above have no relationship with or interest in the company/subsidiaries/executives/major shareholders or persons related to such persons.

7. Approve the date of the Company's 2024 Annual General Shareholders' Meeting E-AGM on April 22, 2024. In the form of only one electronic meeting (E-AGM). at 09.30 a.m., to be held at the Meeting Room of Ratchaphruek Hospital, 13th Floor, 456 Moo 14 Mittraparp Road, Muang, Khon Kaen with the following agenda:

- agenda 1 Approval of the Minutes of the Annual General Shareholders' Meeting for the year 2023 which was held on April 25, 2023
- agenda 2 Acknowledge for the Company's performance for the year 2023.
- agenda 3 Consider and approve the Financial Statement of Company and its subsidiary for the year 2023 ended December 31, 2023, and acknowledge external auditor's report.
- agenda 4 To consider and approve the dividend payment for the operating results of 31 December 2023.
- agenda 5 To Consider and approve the election of directors to replace those retirements by rotation for the year 2024.
- agenda 6 To Consider increasing the number of directors and appointing new directors.
- agenda 7 To Consider and approve the remuneration for Directors for the year 2024.
- agenda 8 To consider and approve the appointment of the Company's external auditors and to fix the audit fees for the year 2024
- agenda 9 others (if any).

The record date for the right of shareholders to attend the 2024 Annual General Meeting is scheduled to be on March 13, 2024. (the date of XM will be on March 12, 2024)

So that the 2024 Annual General Meeting of Shareholders can be adjusted to suit the situation and there is flexibility in organizing the general meeting of shareholders. Board of Directors Meeting therefore resolved to assign the Chief Executive Officer or the person assigned by the Chief Executive Officer Has the power to consider amending the details of the 2024 Annual General Meeting of Shareholders as appropriate.



โรงพยาบาลราชพฤกษ์ Ratchaphruek Hospital

If there is a situation that requires additional changes to the 2024 Annual General Meeting of Shareholders, such as changing the date, time, place, agenda of the meeting method as originally defined or take any other action according to the conditions prescribed by law by considering the interests of the shareholders are important. And within the legal framework, announcements, instructions, and other practices that may be announced in the future. and report to the Board of Directors

the Company will publish the invitation letter for the 2024 Annual General Meeting of Shareholders together with related documents on the Company's website. (www.rph.co.th) in the category of investor relations Publication the said invitation letter will be the same copy that will be sent to the shareholders by post.

However, if there are any questions You can contact the Company Secretary and Investor Relations Department, telephone 043-333 555 ext. 1401, email comsec@rph.co.th or ir@rph.co.th.

Please be informed accordingly,

Yours sincerely

(Miss Chularat Sirisingh)

Company Secretary

Authorized Persons to Disclose Information