

Ref. No. Chor Por 1314/2023

March 25, 2024

Subject : Invitation letter for Annual General Meeting of Shareholders in 2024

To Shareholders

Chiang Mai Ram Medical Business Public Company Limited

- Enclosed with**
1. The minutes of the 2023 Annual General Meeting of shareholders
 2. Annual Report 2023 (Form 56-1 One Report) in QR Code format
 3. Articles of Association of the Company on Shareholders' Meeting and Voting
 4. Information of Independent Directors and Definition of Independent Directors
 5. Profiles of persons nominated for election to the position of director
 6. Conditions of registration method Proxy and documents showing shareholder or representative.
 7. Proxy Form A, Form B and Form C
 8. Map of the venue

The Board of Directors has resolved to Chiang Mai Ram Medical Business Public Company Limited Annual General Meeting of Shareholders of the Company for the year 2024 **on Monday, April 29, 2024 at 11.00 a.m., at 9 FLOOR CONFERENCE ROOM, BUILDING 4, VIBHAVADI GENERAL HOSPITAL, 51/3 Ngamwongwan Road, Chatuchak Bangkok.** To consider the schedule below.

- 10.00. a.m. Registration to attend the meeting.
11.00 a.m. Began meeting to consider the following agenda.

Agenda Item 1; Chairman of the Board of Directors reports to the shareholders.

Opinion of Board It is a matter that must be notified to the meeting.

Agenda Item 2; To approve the minutes of the 2023 Annual General Meeting of shareholders.

Opinion of Board To consider and approve the minutes of the 2023 Annual General Meeting of shareholders, which held on April 27, 2023.

Agenda Item 3: Certify the operating report for the year and consider certifying the Company's annual registration statement/annual report for the year 2023 (Form 56-1 One Report).

Opinion of Board Certify the operating report for the year and consider certifying the Company's annual registration statement/annual report for the year 2023 (Form 56-1 One Report) to shareholders.

Agenda Item 4: Approve the company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2023.

Opinion of Board To approve the company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2023 which is accurate and audited by CPA auditor.

The Company Financial Statements

	Consolidated	Separate
Total Assets (Baht)	12,382,750,199.85	4,210,279,562.04
Total Liabilities (Baht)	5,548,227,913.67	2,335,137,036.64
Total Revenue (Baht)	5,244,316,738.60	1,953,430,799.23
Owners of the parent (Baht)	217,754,580.27	182,324,531.71
Earning Per Share (Baht)	0.05	0.05

Agenda Item 5: To consider and approve the allocation of net profit for legal reserves and dividend payments for 2023's operational results.

Opinion of Board To approve on the dividend payments for the operation from January 1, 2023 to December 31, 2023 should be paid to the shareholder at Bt. 0.055 per share on May 24, 2024. The payment of the above cash dividend is to be made from the Annual Profit and Retained Earnings of the company. The right to receive dividend, as the case may be is uncertain as it has not yet been approved by annual general meeting of shareholders.

The details of dividend policy. Compare rates and dividend payments in the past year in the annual report. By comparison, in the years following.

	2023	2022
Profit for the year (Baht)	182,324,531.71	205,543,494.95
Legal reserves (Baht)	0	0
Net profit (Baht)	182,324,531.71	205,543,494.95
Dividend Per Share (Baht/share)	0.055	0.066
Total amount of dividend (Baht)	223,911,875.00	265,526,250.00

Agenda Item 6: To consider and appoint the Auditor and Determine the Auditor fees for year 2024.

Opinion of Board

The Board has considered and agreed to propose to the Shareholders to appoint the auditors of the Company. The Dharmniti designated as the responsible auditor.

Examined and approved the financial statements of the Company for the year 2024, the remuneration is as follows.

Comparative information for the auditor

	2024 (Baht)	2023 (Baht)	Increase (Baht)
1. To review the Company's financial statements (3 quarters)	570,000.00	570,000.00	0.00
2. The annual financial statements	625,000.00	625,000.00	0.00
3. Non-Audit Fee	-	-	-
Totaling	1,195,000.-	1,195,000.-	0.00

Agenda Item 7: To consider and approve the re-election of directors who retire by rotation.

According to the Company' s article of association, at each AGM, one-thirds of the members of the Board of Directors or the nearest, will retire by rotation. There are 4 retired directors by rotation at the 2024 AGM as follows;

	Director		Position	The number of participants in 2023
1.	Miss Daraproud	Chanapai	Director	0/5*
2.	Mr. Chanyut	Unahasuttiyanon	Director	0/5*
3.	Mr. Phijit	Viriyamettakul	Director	0/5*
4.	Mr. Krirk	Jittalan	Independent Director and Audit Committee	5/5

Remark * Appointed as a director on February 29, 2024.

Opinion of Board

After due consider and approve, the Board (the director who have a conflict of interest did not vote for this resolution), agreed with the Nomination and Remuneration Committee' s recommendation and proposed to the AGM to re-election 4 directors to be the directors or independent directors as follows;

1. Miss Daraproud Chanapai Director
2. Mr. Chanyut Unahasuttiyanon Director
3. Mr. Phijit Viriyamettakul Director
4. Mr. Krirk Jittalan Independent Director and Audit Committee

Agenda Item 8: To consider and approve the directors' remuneration.

Opinion of Board

In order for the meeting to consider and approve the remuneration of the directors for the year 2024. The determination of such remuneration has been passed by the Nomination and Remuneration Committee. However, the remuneration has been carefully determined by the Board of Directors' meeting by comparing the same industry and considering the Company's business expansion and profit growth. The Board of Directors deems it appropriate to propose to shareholders to approve the remuneration of the Board of Directors from the operating results of 2023 in the amount of Baht 3,646,490.00 or the rate of 2% of the net profit of the separate financial statements, which is the same rate as the previous year. There is comparative data in the past year, as follows;

The remuneration is as follows.

The remuneration	Considered in 2024	The year 2023
1. The meeting attendance (Baht)	600,000.00	600,000.00
2. The directors' remuneration (Baht)	3,646,490.00	4,110,800.00

Agenda Item 9 : To consider and approve the amendment of the Company's Articles of Association

Articles of Association. Clauses 23, 30, 32, 33, 34, 35, 37, 44, 45 and 62 to comply with the Public Limited Companies Act B.E. 2535 (1992) as amended.

Opinion of Board The Board of Directors resolved to propose to the shareholders for consideration and approval of the amendment of the Company's Articles of Association. Clauses 23, 30, 32, 33, 34, 35, 37, 44, 45 and 62 to comply with the Public Limited Companies Act B.E. 2535 (1992) as amended.

Company's Current Articles of Association	Proposed Change
Article 23. To call a meeting of the Board of Directors. To the Chairman of the Board of Directors or the person assigned to send the notice of the meeting to the directors not less than seven days before the date of the meeting, except in cases of urgent necessity in order to preserve the rights or interests of the Company. You can notify the meeting by other means and schedule the meeting sooner. In the case of two or more directors The Chairman of the Board of Directors shall fix the date of the meeting within fourteen days from the date of such request.	Article 23. To call a meeting of the Board of Directors. To the Chairman of the Board of Directors or the person assigned to send the notice of the meeting to the directors not less than seven days before the date of the meeting, except in cases of urgent necessity in order to preserve the rights or interests of the Company. The meeting can be notified electronically or by other means and the meeting date may be set sooner. In the case of two or more directors The Chairman of the Board of Directors shall fix the date of the meeting within fourteen days from the date of such request.

<p>Article 30. The Board of Directors' meeting shall be held at the locality where the Company's headquarters is located, or in neighboring provinces, or at any other place as determined by the Chairman of the Board of Directors. or a person designated by the Chairman of the Board of Directors shall determine.</p>	<p>Article 30. The Board of Directors' meeting shall be held at the locality where the Company's headquarters is located, or in neighboring provinces, or at any other place, <u>or via electronic media,</u> as determined by the Chairman of the Board of Directors, or a person designated by the Chairman of the Board of Directors shall determine. <u>In the via electronic meetings, the Company's headquarters shall be deemed to be the venue of the meeting.</u></p>
<p>Article 32. The Company's general meeting shall be held at the locality where the Company's headquarters or neighboring provinces are located, or at any other place as may be determined by the Board of Directors.</p>	<p>Article 32. The Company's general meeting shall be held at the locality where the Company's headquarters or neighboring provinces are located, or at any other place, <u>or in the event that any of the shareholders' meetings are held via electronic means, the Company's head office shall be deemed to be the venue of the meeting</u> as determined by the Board of Directors.</p>
<p>Article 33 The Annual General Meeting of Shareholders shall be held at least once a year. Such general meeting shall be held within four months after the end of the Company's fiscal year. Other shareholders' meetings shall be called "Extraordinary General Meetings".</p> <p>The Board of Directors may convene an extraordinary general meeting at any time it deems appropriate, or when not less than one-fifth of the total number of shares outstanding or not less than twenty-five shareholders whose shares together are not less than one-tenth of the total number of shares outstanding. You may submit a letter of the same request to the Board of Directors for an extraordinary meeting. In the request letter, it must clearly state for which the meeting is to be called. The Board of Directors must hold the meeting within 1 month from the date of receipt of the letter from the shareholders.</p>	<p>Article 33 The Annual General Meeting of Shareholders shall be held at least once a year. Such general meeting shall be held within four months after the end of the Company's fiscal year. Other shareholders' meetings shall be called "Extraordinary General Meetings".</p> <p>The Board of Directors may convene an extraordinary general meeting at any time it deems appropriate, or when not less than one-fifth of the total number of shares outstanding or not less than twenty-five shareholders whose shares together are not less than one-tenth of the total number of shares outstanding. You may submit a letter of the same request to the Board of Directors for an extraordinary meeting. In the request letter, it must clearly state for which the meeting is to be called. The Board of Directors must hold the meeting within <u>45 days</u> from the date of receipt of the letter from the shareholders.</p>
<p>Article 34. In calling the shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda and matters to be proposed to the meeting, together with appropriate details. It shall be clearly stated that the matter is proposed for acknowledgement,</p>	<p>Article 34. In calling the shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda and matters to be proposed to the meeting, together with appropriate details. It shall be clearly stated that the matter is proposed for acknowledgement,</p>

<p>approval or consideration, together with the opinion of the Board of Directors on such matters, and sent to the shareholders and the Registrar not less than seven days (7 days) prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting shall be advertised in the newspaper not less than 3 days prior to the meeting date.</p>	<p>approval or consideration, together with the opinion of the Board of Directors on such matters, and sent to the shareholders and the Registrar not less than seven days (7 days) prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting shall be advertised in newspapers not less than 3 days prior to the meeting date, <u>and the Company may use electronic advertising methods instead in accordance with the rules prescribed by law.</u></p>
<p>Article 35. The shareholders' meeting must be attended by not less than 25 shareholders and their proxies (if any) or not less than one-half of the total number of shareholders and not less than one-third of the total number of shares in order to constitute a quorum.</p> <p>In the event that it appears that any meeting of shareholders When the appointment time has already passed up to an hour. The number of shareholders present at the meeting does not constitute a quorum as specified. If the shareholders' meeting has been called because the shareholders have requested it. The meeting was adjourned. If the shareholders' meeting is not called because the shareholders request a new meeting, the notice of the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting.</p>	<p>Article 35. The shareholders' meeting must be attended by not less than 25 shareholders and their proxies (if any) or not less than one-half of the total number of shareholders and not less than one-third of the total number of shares in order to constitute a quorum.</p> <p><u>Proxies pursuant to paragraph one may be made by electronic means instead. It requires a safe and reliable method that the proxy was executed by shareholders. This is in accordance with the criteria prescribed by the Registrar.</u></p> <p>In the event that it appears that any meeting of shareholders When the appointment time has already passed up to an hour. The number of shareholders present at the meeting does not constitute a quorum as specified. If the shareholders' meeting has been called because the shareholders have requested it. The meeting was adjourned. If the shareholders' meeting is not called because the shareholders request a new meeting, the notice of the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting.</p>
<p>Article 37 In the event that the meeting fails to consider the agenda items specified in the notice of the meeting, or if the consideration of matters proposed by shareholders with shares totaling not less than one-third of the total outstanding shares proposed at the meeting is not completed and it is necessary to postpone the consideration, the meeting shall determine the place, date and</p>	<p>Article 37 In the event that the meeting fails to consider the agenda items specified in the notice of the meeting, or if the consideration of matters proposed by shareholders with shares totaling not less than one-third of the total outstanding shares proposed at the meeting is not completed and it is necessary to postpone the consideration, the meeting shall determine the place, date and time</p>

<p>time of the next meeting, and the Board of Directors shall send the notice of the meeting specifying the place, date, time and agenda to the shareholders not less than 7 days before the meeting. The notice of the meeting shall be advertised in newspapers. Not less than three days before the date of the meeting as well.</p>	<p>of the next meeting, and the Board of Directors shall send the notice of the meeting specifying the place, date, time and agenda to the shareholders not less than 7 days before the meeting. The notice of the meeting shall be advertised in newspapers <u>or by electronic means.</u> Not less than three days before the date of the meeting as well.</p>
<p>Article 44: When the Company wishes to reduce its capital, a written notice of the resolution of capital reduction must be sent to the creditors of the Company known to the Company within fourteen days from the date of the resolution of the shareholders' meeting. The deadline for submission of objections shall be within two months from the date of receipt of notice of such resolution, and such resolution shall be advertised in newspapers within fourteen days.</p>	<p>Article 44: When the Company wishes to reduce its capital, a written notice of the resolution of capital reduction must be sent to the creditors of the Company known to the Company within fourteen days from the date of the resolution of the shareholders' meeting. The deadline for submission of objections shall be within two months from the date of receipt of notice of such resolution and such resolution shall be advertised in newspapers <u>or by electronic means</u> within fourteen days.</p>
<p>Article 45. It is forbidden to declare the authorization of dividends. Except by resolution of the shareholders' meeting or the resolution of the Board of Directors. In case of interim dividend payment</p> <p>The dividend payment shall be notified in writing to the shareholders and the notice of dividend shall be advertised in a local newspaper and such dividend shall be paid within 1 month from the date of such resolution.</p>	<p>Article 45. It is forbidden to declare the authorization of dividends. Except by resolution of the shareholders' meeting or the resolution of the Board of Directors. In case of interim dividend payment</p> <p>The dividend payment shall be notified in writing to the shareholders and the notice of dividend shall be advertised <u>in newspapers or by any other means of electronic advertising in accordance with the rules prescribed by the Registrar.</u> and such dividend shall be paid within 1 month from the date of such resolution.</p>
<p>Article 62. -None -</p>	<p>Article 62. <u>In the event that the Company or the Board of Directors is obliged to submit a letter or document under the law on public limited companies to the directors. Shareholders or creditors of the Company If such person has requested or consented to the submission of letters or documents by electronic means. The Company or the Board of Directors may submit such letter or document by electronic means. This is in accordance with the criteria prescribed by law.</u></p>

Agenda Item 10 ; To consider any other business that may be property brought before the meeting. (If any)

I hereby invite all shareholders to attend the meeting on the date and at the place mentioned above. If you are unable to attend the meeting in person. Please appoint a proxy to attend the meeting. In case you can not find the proxy. The company named Dr. Suthisak Kanaprach, Independent Director and Chairman of Audit Committee or Managing Director, Dr. Dusit Srisakul, Proxies to attend the meeting. According to the proxy attached. You will be required to submit documents showing the shareholder. Or representatives of shareholders who are entitled to a place at the meeting before the meeting. The Company Invitation to the Annual General Meeting of Shareholders 2024 and all related documents. This is the same version to be sent to shareholders. It lists them on the website of the Company at <http://www.lanna-hospital.com>. Under INVESTOR RELATIONS section.

Directors of the Company Nominated as a proxy.

- 1. Dr. Suthisak Kanaprach :** **Independent Director and Chairman of Audit Committee**
Address : 308/19-20 Street Railway, Phra Pathom Chedi, Muang Nakhon Pathom, Nakhon Pathom 73000
Shareholding in the Company : None
Existence/Absence Special Interests : There is no special interest that differs from other directors in all agenda items proposed in the meeting.
- 2. Dr. Dusit Srisakul :** **Managing Director**
Address : 165/9 Moo 1, Nong Hoi, Muang, Chiang Mai 50000
Shareholding in the Company : 0.001%
Existence/Absence Special Interests : Executive Committee

The schedule as stated in the table below;

Schedule Pertaining to Company' s Annual General Meeting of Shareholders	Date
1. The Record Date (On the right to attend the 2024 AGM and the right to receive the annual dividend)	March 19, 2024
2. The Annual General Meeting of Shareholders	April 29, 2024 at 11.00 a.m.
3. The Dividend Payment Date	May 24, 2024

In order to facilitate shareholders' access to information on the resolutions passed by Annual General Meeting of Shareholders 2023, we have posted a copy of the Minutes of This Meeting of Shareholders on the Company's website since May 8, 2023. However, no Shareholders recommended any amendment or objection.

Under Article of Association of the Company, the number of shareholder or proxy attended the shareholders meeting have to be least 25 persons or at least 50% of total shareholders of the Company and the number of shares attended the meeting have to be least 1/3 of total paid-up shares.

The Notice of the 2024 AGM together with all related supporting documents which will be sent to shareholders after the closing date will be posted earlier on the company's website <http://www.lanna-hospital.com> under INVESTOR RELATIONS section.

Pleased be informed accordingly.



Sincerely yours,

(Dr. Dusit Srisakul)

Managing Director

Administrative Office

Tel. 052-134701

Fax. 052-134799

Remark: In case of shareholders who wish to obtain a proxy letter in document format Please send your request to E-mail Address : lanna@lanna-hospital.com or Fax. 052-134799