

No. THG 14/2023

23 February 2023

Subject: Schedule of the Annual General Meeting of Shareholders for 2023 and Dividend Payment 2022

To : The President
The Stock Exchange of Thailand

Thonburi Healthcare Group Public Company Limited ("THG") would like to inform the resolutions of the Board of Directors' Meeting No. 3/2023, held on 23 February 2023, with the following significant resolutions:

1. To certify the financial statements for the year ended 31 December 2022
Board's Opinion certified the financial statements for the year ended 31 December 2022, as audited and certified by the auditor. The matter should be proposed to the Annual General Meeting of Shareholders for further consideration and approval.
2. To agree the appropriation of net profit as legal reserve and the dividend payment for 2022
Board's Opinion THG had appropriated the legal reserve for Baht 112.5 million, representing 13% of paid-up capital, therefore it is not necessary to further allocate profits to the legal reserve for this period.
THG's net profit from the separate financial statements was approximately of 1,037.38 million baht, therefore, it was deemed appropriate to pay dividends for the operating results of the year 2022 to shareholders at the rate of Baht 0.90 per share, equivalent to 77.36% of the total net profit, totaling Baht 762.72 million. The dividend payment rate is in accordance with THG's dividend policy.
 - A. To propose the shareholder's meeting to acknowledge the interim dividend payment for the business performance from 1 January 2022 to 30 September 2022 at the rate of 0.30 baht per share, totaling dividends of 254.24 million baht, which will be paid on 31 January 2023. This interim dividend had been paid from the corporate income tax rate of 20%.
 - B. To propose the shareholder's meeting to pay the remaining dividends at the rate of 0.60 baht per share, totaling dividend payment is of 508.48 million baht. The

date for the right of shareholders to receive dividends will be on 20 March 2023, with the payment of dividends by 26 May 2023. This dividend will be paid from the corporate income tax rate of 20%. The right to receive dividend is uncertain as it has not yet been approved by shareholders."

3. To agree the appointment of auditors and the auditors' fee for the fiscal year ended 31 December 2023

Board's Opinion agreed the appointment of auditors from PricewaterhouseCoopers ABAS Ltd ("PWC") to be the auditors of THG and its subsidiaries for the fiscal year ended 31 December 2023. The quarterly review fee for THG's auditor in the amount of 3,750,000 baht, including acknowledging the audit fee for PWC's subsidiaries in the amount of 5,500,000 baht, and acknowledging the auditor's fees of other audit firms for subsidiaries in the total estimated amount of 300,000 baht. The matter should be proposed to the Annual General Meeting of Shareholders for consideration and approval.

4. To consider approving the appointment of new directors to replace those retiring by rotation
- Board's Opinion agreed the appointment of new directors to replace 1 in 3 of the directors retired by rotation. In 2023, THG had 13 directors by rotation the following 4 directors are retired:

Director's Name	Position
1. Mrs. Charuvarn Vanasin	Chairman
2. Ms. Nalin Vanasin	Director
3. Prof. Dr. Aasis Unnanuntana (M.D.)	Director
4. Dr. Linda Kraivit (M.D.)	Independent Director, Chairman of Risk Management Committee, Member of Nomination and Remuneration Committee, Member of Audit Committee and Member of Corporate Governance Committee

5. To increase the number of directors and appoint 1 independent director

Board's Opinion as the expansion of business, the Board of Directors has considered carefully and cautiously and therefore agreed to increase the number of directors from 13 to 14 by appointing 1 independent director, namely, Prof. Dr. Visit Vamvanij who are qualified, experienced and expertise suitable for the Company's business

operation taking into account the best benefits of THG and has considered that will be able to give an independent opinion and in accordance with relevant guidelines.

6. To approve the Remuneration for Board of Directors and Subcommittees for 2023
Board's Opinion agreed the remuneration of the Board of Directors and Subcommittees for 2023 as follows:

1) Monetary Remuneration

1.1 Annual Remuneration

Propose to increase annual remuneration for the Chairman of the Board of Directors and propose annual remuneration for sub-committees.

1.2 Meeting Allowance

Propose to increase the meeting allowance from 12,000 baht per meeting to 15,000 baht per meeting.

1.3 Special Remuneration

Propose the director's special remuneration in the amount of 5,000,000 baht allocated by the Chairman of the Board of Directors.

Position	2020 - 2022		2023	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht per year)	(Baht per meeting)	(Baht per year)	(Baht per meeting)
Chairman of the Board	180,000	12,000	200,000	15,000
Director	150,000	12,000	150,000	15,000
Chairman of Subcommittees	-	12,000	-	15,000
<u>Subcommittees</u>	-	12,000		
- Audit Committee				
Chairman			300,000	15,000
Member			150,000	15,000
- Risk Management Committee				
Chairman			250,000	15,000

Position	2020 - 2022		2023	
	Annual Remuneration	Meeting Allowance	Annual Remuneration	Meeting Allowance
	(Baht per year)	(Baht per meeting)	(Baht per year)	(Baht per meeting)
Member			150,000	15,000
Nomination and Remuneration Committee				
Chairman			200,000	15,000
Member			150,000	15,000
Corporate Governance Committee				
Chairman			150,000	15,000
Member			150,000	15,000

2) Other Remunerations

2.1 Medical expenses in Thonburi Hospital are the same amount of 2022 as follows:

Position	Medical service for 2021 - 2022
Chairman and the board of directors	<u>150,000</u> Baht per year with 50% discount in excess amount
Parents	50% discount with unlimited amount
Spouse and underage children	50% discount with a limit of <u>150,000</u> Baht

2) Directors' and officers' liability insurance

- To consider and approve a call for Annual General Meeting of Shareholders for 2023
Board's Opinion approved to call the Annual General Meeting of Shareholders for 2023 to be held on 26 April 2023 at 10.00 hrs. at Nuntha Utayarn Samosorn, located opposite to the Thonburi Hospital at no. 64 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok 10700. The record date for the rights of shareholders to attend the meeting is on 20 March 2023. The agenda shall be as follows:

- Agenda 1 Matters to be informed by the Chairman
- Agenda 2 To acknowledge the operating results for 2022
- Agenda 3 To approve the annual financial statements as of 31 December 2022
- Agenda 4 To approve the appropriation of net profit as legal reserve and the dividend payment for 2022
- Agenda 5 To approve the appointment of the auditors and the auditors fee for the fiscal year ended 31 December 2023
- Agenda 6 To approve the appointment of directors replacing those retired by rotation
- Agenda 7 To increase the number of directors and appoint 1 independent director
- Agenda 8 To approve the remuneration for the directors and members of the subcommittees
- Agenda 9 Other matters (if any)

Please be informed accordingly

Yours Sincerely,

Thonburi Healthcare Group Public Company Limited

Miss Jinda Ariyapornpong

Corporate Secretary