

7 April 2022

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of The Klinique Medical Clinic Public Company Limited

Attachment: 1. Annual Report 2022

2. Financial Statements for the year ending 31 December 2022

3. Proxy form - Type A

The Board of Directors would like to inform the date of Annual General Shareholders' Meeting for the year 2023 on 27 April 2023 at 13.30 via E-meeting broadcasting from the Company's head office at 2922/296-298, 27<sup>th</sup> Floor Charnissara Tower 21, New Petchburi Road, Bangkok, Huai Khwang, Bangkok to consider the following agendas:

**Agenda 1 To acknowledge the Company's performance for the year 2022**

**Facts and rationale**

The Board of Directors has reviewed the financial performance and annual report for the year 2022 and deemed it appropriate, correct, and sufficiently disclosed. The information has been delivered to the shareholders along with this invitation (Attachement 1)

**The Board's opinion**

Approved to propose to the Annual General Meeting of Shareholders 2023 to consider and acknowledge the financial statements of the Company for the year ended 31 December 2022

**Voting**

N/A – acknowledgement agenda

**Agenda 2 To consider and approve the consolidated financial statements of the Company for the year ended 31 December 2022**

**Facts and rationale**

The financial statements for the year ended 31 December 2022 has been audited by the Company's auditor and reviewed by the Audit Committee and approved by the Board of Directors on 28 February 2023 and deemed to be correct, complete, and in compliance with

accounting standards and sufficiently disclosed. The information has been delivered to the shareholders along with this invitation (Attachement 2) and summarized below;

Item	Amount
Total Assets	2,590.25 MB
Total Liabilities	944.50 MB
Total Shareholders' Equity	1,645.75 MB
Total Revenue	1,647.20 MB
Net Income	205.49 MB
Total Comprehensive Income	205.57 MB
Earnings Per Share	1.21 Baht per Share

#### **The Board's opinion**

The Board of Directors has approved to propose to the Annual General Meeting of Shareholders 2023 to consider and approve the financial statements of the Company for the year ended 31 December 2022 which has been audited by the Company's auditors and reviewed by the Audit Committee and deemed correct.

#### **Voting**

Approved by a majority vote of the shareholders present and eligible to vote

### **Agenda 3 To consider and approve the dividend payment for the operating results of the year 2022**

#### **Facts and rationale**

Article 116 of the Public Limited Companies Act, B.E. 2535 (1992) (and amendments) and Article 46 of the Company's Article of Association stated that the Company shall reserve 5% of the annual net income as legal reserves deducted with the accumulated loss (if any) until such legal reserves is no less than 10% of the registered capital.

For the year 2022, the Company has a net income of Baht 205,567,860 and unappropriated retained earnings as of 31 December 2022 of Baht 120,854,969, the Board of Directors approved to propose the shareholders to approve the dividend payment for 2022 at the rate of THB 0.50 per share totaling Baht 110,000,000.00. The Company has a total legal

reserve of THB 11,000,000 or 10% of the 10.0% of the registered capital as required by law, therefore the Company shall not require appropriation of profits as legal reserve.

**The Board's opinion**

Approved to propose to the shareholders to approve the appropriation of legal reserve and the declaration of the dividend payment for the year 2022

**Voting**

Approved by a majority vote of the shareholders present and eligible to vote

**Agenda 4 To consider and approve the re-appointment of directors who are due to retire by rotation for another term**

**Facts and rationale**

Article 71 of the Public Limited Companies Act, B.E. 2535 (1992) (and amendments) and the Company's Article of Associations stated that one third of the total number of directors shall resign by rotation at the annual general meeting. For this year the directors resigning are:

1. Mr. Kornarit Thongsomkaew  
(Independent Director, member of Audit Committee, member of Nomination and Remuneration Committee)
2. Mr. Rattapol Kittichaitrakul  
(Director, Managing Director, member of Executive Committee, member of Risk Committee)
3. Mr. Weerasak Sinsapphaiboon  
(Director, member of Executive Committee, member of Risk Committee)

The Board of Director (excluding directors with conflict) have approved to propose to the Annual General Meeting of Shareholders 2023 to appoint Mr.Chatchai Thnarudee as the Company's independent director, audit committee, and nomination and remuneration committee as the Board of Directors reviewed the qualifications of the candidate and agree that the candidate is qualified with strong integrity and can provide check and balance for the company following the principles of good governance and re-appoint Mr. Rattapol Kittichaitrakul and Mr. Weerasak Sinsapphaiboon for another term as the Board of Directors reviewed the qualifications of the 2 abovementioned directors and agree that both are qualified with strong understanding of the Company's business and have been performing well throughout their term.

**The Board's opinion**

The Board of Director (excluding directors with conflict) have approved to propose to the Annual General Meeting of Shareholders 2023 to appoint Mr.Chatchai Thnarudee as the Company's independent director, audit committee, and nomination and remuneration and re-appoint Mr. Rattapol Kittichaitrakul and Mr. Weerasak Sinsapphaiboon for another term as the Board of Directors reviewed the qualifications of the 2 abovementioned directors and agree that both are qualified with strong understanding of the Company's business and have been performing well throughout their term.

**Voting**

Approved by a majority vote of the shareholders present and eligible to vote

**Agenda 5 To consider and approve the remuneration of directors for 2023****Facts and rationale**

Article 90 of the Public Limited Companies Act, B.E. 2535 (1992) (and amendments) and the Company's Article of Associations stated that the directors are entitled to remuneration which may include attendance fee, bonus, and other benefits subjected to the shareholders' approval.

The Board of Directors has considered the matter and recommended the 2023 remuneration for directors to be approved in the shareholders' meeting and to be effective in the calendar year of 2023 until the shareholders have granted a change in resolution with the proposed remuneration package for attendance in each meeting.

Position	2023	2022
- Chairman of the Board	Baht 25,000	Baht 25,000
- Chairman of Audit Committee	Baht 25,000	Baht 25,000
- Chairman of Nomination and Remuneration Committee	Baht 25,000	Baht 25,000
- Member of Audit Committee	Baht 20,000	Baht 20,000
- Member of Nomination and Remuneration Committee	Baht 20,000	Baht 20,000
- Director	Baht 20,000	Baht 20,000

The executive committee and risk management committee are not entitled to receive remuneration for attendance in each meeting but may receive remuneration as a Company's director.

**The Board's opinion**

The Board has considered and approved to propose the remuneration of directors for 2023

**Voting**

Approved by a no less than two thirds of the shareholders present and eligible to vote

**Agenda 6 To consider and approve the appointment of auditor and determine the audit fee for the year 2023**

**Facts and rationale**

The Audit Committee has selected the auditor for the year 2023 in accordance to the Company's selection process and propose to the Board of Directors where the Board of Directors has approved to propose to the annual general meeting of shareholders 2023 to appoint DIA International Audit Co., Ltd. as the Company's auditor. DIA International Audit Co., Ltd. is an experienced audit firm with clients listed on the Stock Exchange of Thailand for a extensive period and therefore has been providing helpful advice to the Company and is independent from the Company, management, and major shareholders and related persons. Therefore, DIA International Audit Co., Ltd. does not have any conflict of interest and may perform their audit duties independently. Moreover, DIA International Audit Co., Ltd. is a respectable firm with an excellent working team. The Board of Directors has selected the following auditors to be the Company's auditor for the year 2023.

1. Mrs.Suvimol Krittayakiern, CPA license no. 2982
2. Mr.Wirote Satjathamnukul, CPA license no. 5128
3. Mr.Nopparoeek Pissanuwig, CPA license no. 7764

The Board also proposes to approve the audit fee for the year 2023 of Baht 2,100,000 exclusive of other miscellaneous expenses such as travel expenses, accommodation expenses (for upcountry duties) etc.

**The Board's opinion**

Approved to propose to the Annual General Meeting of Shareholders 2022 for appointment of Mr.Nopparoe Pissanuwong, CPA license no. 7 7 6 4 and/or Mrs.Suvimol Krittayakiern, CPA license no. 2982 and/or Mr.Wirote Satjathamnukul, CPA license no. 5128 of DIA International Audit Co., Ltd. as the Company's auditors for the year 2023, whereby any one of them will perform an audit and express opinion on the Company's financial statements. In the case where they are unable to perform such duty, DIA International Audit Co., Ltd. will provide its other certified public accountants to replace them. Total audit fee for 2023 for the Company is THB 2,100,000.

**Voting**

Approved by a majority vote of the shareholders present and eligible to vote

**Agenda 7 To consider other matter**

We would like to invite our shareholders to attend the annual general shareholder's meeting on the date and time informed above via electronic means (e-Meeting). Attendees will be allowed to enter the e-meeting system from 11.30 hrs. onwards. For shareholders who wish to attend the meeting via electronic means or wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders via electronic means, kindly prepare the proxy form (attachment 4).

Yours sincerely,

Praphan Phichaiwatkomol

Chairman of the Board