



**SRIVICHAI VEJVIVAT PUBLIC COMPANY LIMITED
INVITATION TO ATTEND THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS FOR THE YEAR 2025
MONDAY, 21 2025, 9.00 A.M.**

**VIA ELECTRONIC MEETING (E-AGM)
THE ELECTRONIC MEETING SYSTEM WILL BE AVAILABLE AT 7.00 A.M.**

The Company will broadcast the meeting from Vichaivej meeting Room, building 5, Floor 4, Vichaivej International Hospital Omnoi, 74/5 Moo 4, Omnoi Sub-district, Krathumbaen District, Samutsakhon



Srivichai Vejvivat Public Company Limited
www.vichaivej.com

VIH 019 / 2025

March 24, 2025

Subject: Invitation to attend the Annual General Meeting of Shareholders for the year 2025

To: Shareholders of the Srivichai Vejvivat Public Company Limited

Attachment:

1. Annual Report Form 56-1 One Report for the Year 2024 includes the Statement of Financial Position and Statement of Comprehensive Income of the company for the year ended December 31, 2024 (QR Code)
2. Profile of the Persons Nominated as Directors Replacing those due to retire upon term Completion
3. Definition of "Independent Director"
4. Profile of Independent Directors being Nominated as Proxies by Shareholders
5. Company's Articles of Association Relating to the General Meeting of Shareholders and
6. Guidelines for attending of Meeting by Inventech Connect 2025
7. Documents and Evidence Required for the Shareholder to Present for Meeting Attendance
8. Proxy Form A, B and C

The resolutions of the Board of Directors' Meeting No. 2/2025 on Friday 28 February 2025 had recently resolved to hold the AGM for the Year 2025 on **Monday 21 April 2025 at 9.00 a.m. via electronic meeting (E-AGM)**. **The Company will broadcast the meeting** at Vichaivej meeting Room, building 5, Floor 4, Vichaivej International Hospital Omnoi, 74/5 Moo 4, Omnoi Sub-district, Krathumbaen District, Samutsakhon. The agenda of Annual General Meeting for the year 2024 would be as follows:-

Agenda 1: To acknowledge the matters notified by the Chairman of the Board;

No voting required since this agenda is intended for acknowledgement purpose.

Agenda 2: To acknowledge operating results of the Company for the year ended 31 December 2024;

Purpose and Reason: The summary of VIH's performance during the year of 2024 is shown in the Annual Report for the year 2024 in QR-Code to shareholders with the meeting invitation. Attachment 1

Board of Directors' opinion: After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2024.

Voting resolution: No voting required since this agenda is intended for acknowledgement purpose.

Agenda 3: To consider and approve the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2024.

Purpose and Reason: In compliance with relevant law stipulating that a company shall prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval.

Details appeared in the 2024 Annual Report under the section of “Report and Financial Statements”, which is attached with this notice in QR-Code.

The contents could be largely summarized as follows:

Unit: Million Baht

| Items | 2024 | 2023 | 2022 |
|--|----------|----------|----------|
| Total Assets | 4,116.26 | 3,618.93 | 3,707.67 |
| Total Liabilities | 596.36 | 582.26 | 699.59 |
| Total Shareholders' Equity | 3,519.90 | 3,036.67 | 3,008.08 |
| Total paid-up Capital | 608.77 | 570.67 | 570.67 |
| Sales and Service Income | 2,810.21 | 2,733.89 | 3,645.90 |
| Net Income | 315.51 | 284.84 | 699.24 |
| Earnings per Share (Baht / Share) | 0.53 | 0.50 | 1.22 |

Board of Directors' opinion: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements of the company and its subsidiaries for the year ended December 31, 2024.

Voting resolution: Based on the majority votes of the shareholders present at the meeting and having voting rights.

Agenda 4: To consider and approve the appropriation of the net profit as legal reserve and the dividend payment from the Company's operating results during the year 2024;

Purpose and Reason: In 2024, the consolidated financial statements showed the profit for the year (net profit) amounting to 560,245,517.97 Baht and The Company has a policy to pay dividend to shareholders at a rate not less than 50 percent of net profit after tax and net of all reserves required by law based on the separated financial statements. However, the payment of dividend will depend on the cash flow, investment plan, contract terms and conditions that the Company is bound to, including legal restrictions, necessity and other matters appropriate in the future. The resolution of the Board of Directors' approval for dividend payment will have to be proposed for approval by the general meeting of shareholders, unless it is interim dividend payment whereby the Board of Directors has authority to approve the payment. However, such interim dividend payment must be reported to the shareholders' following meeting.

The appropriation of legal reserves to allocate 5 percent of net profit until it reaches 10 percent of the authorized capital. In 2024, Company's must have to allocate legal reserves amount of 5,706,531.30 Baht which the company's accumulated legal reserve to 62,773,197.90 Baht or which accounts for 10% of the registered capital. The dividend payment for the year 2024 will be paid at the rate of baht 0.25 per share, totaling Baht 152,193,533.00 for the year-end 2024 dividend from the separate net profit. And the dividend payment is scheduled on May 20, 2025.

Board of Directors' opinion: Approved the appropriation of the net profit as legal reserve and approving to make the dividend payment from the Company's operating results during the year 2024 at the rate of baht 0.25 per share for a total of 608,774,132 shares, totaling to the dividend paid from the Company's operating results from the year 2024 of Baht 152,193,533.00 of the separate net profit and determine the dividend payment date to be on May 20, 2025. And must allocate legal reserves amount of 5,706,531.30 Baht

Dividend payments details compared to the year earlier

| Dividend payments details | Unit | 2024 | 2023 | 2022 |
|--|--------------|--------|--------|--------|
| 1. Net profits | Million Baht | 560.25 | 156.94 | 454.86 |
| 2. Net profit after deducting legal reserves and capital expenditure. | Million Baht | 214.48 | 156.94 | 454.86 |

| Dividend payments details | Unit | 2024 | 2023 | 2022 |
|----------------------------|----------------|--------|--------|--------|
| 3. Number of shares | Million shares | 608.77 | 570.67 | 570.67 |
| 4. Dividend payment | Baht per share | 0.25 | 0.20 | 0.45 |
| 5. Total dividend payments | Million Baht | 152.19 | 114.13 | 256.80 |
| 6. Payout ratio | percent | 70.96 | 72.72 | 56.46 |

*Payout ratio to net profit means net profit after income tax and all types of reserves as required by law and capital expenditure.

Above dividend payment rate duly complies with the dividend payment policy laid down by the company, and poses no adverse effect on its liquidity position.

Voting resolution: Based on the majority votes of the shareholders present at the meeting and having voting rights.

Agenda 5: To consider and approve the election of the directors to replace the directors who retire by rotation and the nomination of a new director.

Purpose and Reason: According to The Public Company Act B.E. 2535 and Article 17 of the Company's Articles of Association, at the annual shareholders' meeting each year, one-third of the sitting directors would be required to retire upon term completion, whereby such retiring directors were eligible for re-election to serve another term. Out of the total 12 company directors, the 4 directors due to retire upon term completion at the shareholders' general meeting were as follows:

| Name of directors | Position |
|------------------------------------|--|
| 1. Prut Rojmahamongkol | Director / Corporate Governance and Sustainability Committee / Working Group for Financial and Investment Planning |
| 2. Mongkon Wanitphakdeedecha, M.D. | Director / Nomination and Remuneration Committee / Corporate Governance and Sustainability Committee / Working Group for Financial and Investment Planning |
| 3. Vilawan Vanadurongvan | Director / Nomination and Remuneration Committee / Chairman of Working Group for Financial and Investment Planning |
| 4. Apichai Nimgirawath | Director / Audit Committee |

The company provided an opportunity for shareholders to nominate individuals whom they deemed qualified and free from any disqualifications for consideration in the election of directors, in accordance with the criteria disclosed on the company's website. This nomination period was open from October 8, 2024, to December 31, 2024. However, no shareholders submitted nominations to the company. The Nomination Committee, excluding directors with conflicts of interest, proceeded with the selection process as per the company's established procedures. The nominated individuals met all relevant regulatory requirements and were deemed suitable for the company's business operations in terms of qualifications, experience, and expertise. Therefore, it is considered appropriate to re-nominate the four aforementioned directors for another term.

For directors number 4, who serves as an independent director, the Nomination and Remuneration Committee, excluding directors with conflicts of interest, has conducted a thorough and careful review. It has been determined that the nominee for the independent director position meets all legal requirements and complies with the relevant

independent director qualifications. The nominee possesses expertise, diverse capabilities, and significant contributions to the company, supporting its operations and ensuring the continuous distribution of dividends to shareholders. Therefore, it is deemed appropriate to re-nominate the independent director for another term.

Board of Directors' opinion: The Board of Directors, excluding those with potential conflicts of interest, engaged in extensive discussions and carefully evaluated the qualifications of each nominee for the director position on an individual basis. The evaluation was conducted in accordance with the company's established process, ensuring that the nominees met all relevant regulatory requirements and were suitably qualified for the company's business operations. Consideration was given to professional skills, specialized expertise beneficial to the company, and past performance as members of the Board of Directors and sub-committees. For the one independent director, the Board has determined that the nominee meets the legal qualifications for independent directorship. Additionally, the nominee possesses expertise in technology, management, and various other fields, provides valuable advice to the company, and contributes to the company's ability to operate efficiently and continuously distribute dividends to shareholders. Furthermore, the nominee can express independent opinions in compliance with all applicable regulations.

which the 4 directors that candidates did not possess any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, the requirement of The Securities and Exchange Commission , Accordingly, The Board of Directors resolved to endorse the proposal by the Nominating Committee, to nominate the 4 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors, namely Prut Rojmahamongkol, Mongkon Wanitphakdeedecha, M.D., Vilawan Vanadurongvan, Apichai Nimgirawath. to re-nominate director for another term.

Therefore, the nominated individuals do not hold any positions as directors or executives in other entities that may give rise to conflicts of interest or constitute business competition with the company. The company enclosed the profile of the people being nominated as directors and the definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per Attachment 2

Voting resolution: Based on the majority votes of the shareholders present at the meeting and having voting rights by approval that each of the individuals nominated as director.

Agenda 6: To consider and approve the determination of the remuneration of the directors for the year 2025;

Purpose and Reason: According to Clause 22 of the Company's Articles of Association, which stipulates that directors shall receive compensation from the company in the form of monthly remuneration, meeting allowances, gratuities, bonuses, per diems, and other benefits or compensation as determined by the shareholders' meeting, the Nomination and Remuneration Committee has reviewed the remuneration for directors and sub-committees for the year 2025. The Board of Directors has considered and concurred with the Nomination and Remuneration Committee's proposal and appropriate to propose that the shareholders' meeting approve the remuneration for the Board of Directors and sub-committees, should be starting from January 1, 2025, until the shareholders' meeting resolves otherwise.

The directors' remuneration is determined in accordance with the criteria and policies set by the Board of Directors. The remuneration undergoes an initial review by the Nomination and Remuneration Committee, based on the performance and responsibilities of the directors. The company has established a clear and transparent remuneration policy for the Board of Directors, ensuring that the remuneration is set at an appropriate level.

The criteria for determining directors' remuneration are based on an evaluation of the Board of Directors' performance, authority, duties, and responsibilities, as well as the company's growth and operating results, business

liquidity, and the performance of each individual director. Consideration is also given to the remuneration budget approved by the Annual General Meeting of Shareholders, the amount of remuneration paid in the previous year, and a comparison with industry benchmarks within the same business sector.

For the year 2025, the Nomination and Remuneration Committee has considered and proposed that the directors' remuneration be set in the form of meeting allowances, monthly remuneration (for non-executive directors only), and other compensations, with a total amount not exceeding Baht 8,000,000, which is equivalent to the previous year.

The remaining amount, after deducting the meeting allowances and monthly remuneration, shall be subject to the Chairman of the Board's discretion in determining other compensations, provided that the total amount does not exceed Baht 8,000,000 as specified. The details are as follows:

| Unit: Baht/time | | | |
|---|------------------|------------------|------------------|
| Details | 2025 | 2024 | 2023 |
| Budget / baht | 8,000,000 | 8,000,000 | 8,000,000 |
| 1. Board of Director | | | |
| Chairman | 18,000 | 18,000 | 18,000 |
| Vice-Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 5,000 | 5,000 | 5,000 |
| Monthly [Director (Non-executive) Only] | 10,000 | 10,000 | 10,000 |
| 2. The Audit Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director | 12,000 | 12,000 | 12,000 |
| Secretary | 2,000 | 2,000 | 2,000 |
| 3. Nomination and Remuneration Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 2,000 | 2,000 | 2,000 |
| 4. Financial and Investment Planning Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 2,000 | 2,000 | 2,000 |
| 5. Corporate Governance and Sustainability Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 2,000 | 2,000 | 2,000 |
| 6. Risk Management Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 2,000 | 2,000 | 2,000 |

| Details | 2025 | 2024 | 2023 |
|---|------------------|------------------|------------------|
| Budget / baht | 8,000,000 | 8,000,000 | 8,000,000 |
| 7. Chief Executive Officer of Evaluation Sub Committee | | | |
| Chairman | 15,000 | 15,000 | 15,000 |
| Director (Non-executive) | 12,000 | 12,000 | 12,000 |
| Director (Executive) | 10,000 | 10,000 | 10,000 |
| Secretary | 2,000 | 2,000 | 2,000 |

Other Remuneration: The remainder after deducting the annual meeting allowance for the year 2025 asked the Chairman of the Board of Directors to approve the other remuneration but not more than 8,000,000 baht

| Other compensation | 2025 | 2024 | 2023 |
|--------------------|------|------|------|
| Other compensation | None | None | None |

Whereas above remuneration criteria need to receive the approval by The Board of Directors and cannot exceed the budget amount approved by the shareholders' meeting.

Board of Directors' opinion: Considered and deemed it appropriate to propose that the shareholders approve the directors' remuneration in the form of meeting allowances and other compensations, with a total amount not exceeding Baht 8,000,000, which is equivalent to the previous year. The remaining amount after deducting the meeting allowances and monthly remuneration for the year 2025 shall be at the discretion of the Chairman of the Board to allocate as other compensations, provided that the total amount does not exceed the approved limit of Baht 8,000,000. This shall take effect from January 1, 2025, onwards. The details are in accordance with the proposal of the Nomination and Remuneration Committee, which has been endorsed by the Board of Directors.

Voting resolution: A two-third majority of votes by the shareholders present at the meeting are required to pass the resolution.

Agenda 7: To consider and approve the appointment of the auditors and the determination of the auditing fee for the year 2025;

Purpose and Reason: In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. The Audit Committee considered the performance of the company auditors in the past year and was of the view that the company auditors were considered to be knowledgeable and capable persons advocating good corporate practice principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission. Accordingly, The Audit Committee resolved to recommend to The Board of Directors to further propose to the shareholders' meeting for appointment of company auditors for year 2025 from EY Office Limited according to name list of auditors as follows:

1. Mr. Termphong Opanaphan, Certified Public Accountant No. 4501
as the Company's auditor - for the past 7 years: 1 year,
(Signature on the company's financial statements for the year 2024) or
2. Mr. Voraphot Amnuaypanich, Certified Public Accountant No. 4640
as the Company's auditor - For the past 7 years: 1 year.
(Signature on the company's financial statements for the year 2023) or
3. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313
as the Company's auditor - for the past 7 years: None.

The auditors of the company and its subsidiaries are from the same audit firm. They maintain their independence and have no relationships or conflicts of interest with the company, its subsidiaries, executives, major shareholders, or any related persons. Therefore, they are independent in conducting the audit and expressing their opinions on the company's financial statements.

Audit remuneration details proposed for 2025 as compared to 2024

Unit: Baht

| Company | 2025 | 2024 | change | (%) |
|--|--------------|-----------|--------|------|
| Srivichai Vejvivat Public Company Limited | | | | |
| 1. Audit Fee | 1,500,000.00 | 1,450,000 | 50,000 | 3.45 |
| 2. Non-Audit Fee | Actual cost | 39,838.00 | - | - |

Board of Directors' opinion: The Board recommends the meeting to consider and approved the appointment of Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 or Mr.Voraphot Amnuaypanich, Certified Public Accountant No. 4640 or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313, of EY Office Limited to be the auditors of the Company for the year 2025.

In the name of EY Office Limited, the firm is appointed as the Company's auditor for the year 2025. Anyone of the designated auditors shall conduct the audit and express an opinion on the Company's financial statements. If the aforementioned certified public accountants are unable to perform their duties, EY Office Limited shall appoint another certified public accountant from its firm as a replacement. It is also proposed to approve the Company's audit fee for the year 2025 in the amount of 1,500,000 Baht. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Voting resolution: Based on the majority votes of the shareholders present at the meeting and having voting rights.

Agenda 8: To consider other matters (if any).

The Company cordially invites shareholders to attend the meeting on the specified date, time, and venue in the form of an electronic meeting (e-Meeting). You can scan the QR Code to access documents related to this meeting, which have been published on the Company's website (www.vichavej.com) since March 24, 2025, to allow shareholders to review the agenda in advance. The Electronic meeting system will be available at 7.00 A.M.

If shareholders wish to attend the meeting via electronic media (e-Meeting) by themselves or appoint another person, other than an independent director, to attend and vote on their behalf via electronic media, please proceed with registration according to the procedures for attending the meeting via Inventech Connect electronic system (as per Attachment 6) and attach evidence of the right to attend the shareholders' meeting (as per Attachment 7). The registration system for submitting a request to attend the electronic meeting will be open from April 9 to April 21, 2025, between 8.30 a.m. and 5.30 p.m. (only on business days of the Company).

If any shareholder wishes to appoint an independent director of the Company, as listed in Attachment 4, to attend and vote on their behalf at this meeting, please complete and sign Proxy Form B (as per Attachment 8). For foreign shareholders who have appointed a custodian in Thailand to hold and manage their shares, please use Proxy Form C or download the proxy form from the Company's website.

In the case of granting proxy to an independent director to attend and vote on your behalf at this meeting, please submit Proxy Form B to the Company by April 18, 2025 via email at shares@vichaivej.com or

Company Secretary Office
Srivichai Vejvivat Public Company Limited
74/5 Moo 4 Phetkasem Road, Omnoi,
Krathumbaen, Samutsakorn 74130

A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: shares@vichaivej.com. For questions that shareholders or proxies have asked in advance of the meeting. The Company will collect questions and answers at the meeting only regarding the meeting agenda. For other questions or various suggestions, the company will explain and attach them to the shareholders' meeting minutes which the company will publish through the system of the Stock Exchange of Thailand and on the company's website; www.vichaivej.com Investor Relations, in category topic information for shareholders within 14 days from the end of the meeting.

Please be informed accordingly and requesting cooperation in action

Yours faithfully,



(Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS)

Chairman

Srivichai Vejvivat Public Company Limited

The Company will record the meeting. The Company values a privacy and strives for protecting personal data of shareholders and proxies. You may find the details of our collection, use and disclosure of your personal data in the Company's Privacy Policy announcement at www.vichaivej.com