



บริษัท สมิติเวช จำกัด (มหาชน) บมจ. 78

Samitivej Public Company Limited [www.samitivejhospitals.com](http://www.samitivejhospitals.com)

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No. Exc. 3/2026

March 2, 2026

Subject: Invitation to the Annual General Meeting of Shareholders No. 50/2026

To: Shareholders

- Enclosures:
1. Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the electronic meeting
  2. Proxy form
  3. Company's Articles of Association concerning the Shareholder Meeting and Voting Procedures
  4. Guidelines for attending the electronic meeting
  5. Privacy Notice to Shareholders
  6. Biography of the nominated person to be directors in replacement of those who retired by rotation and appointment of new director
  7. 2025 Annual Report in QR Code version

The Board of Directors of Samitivej Public Company Limited has resolved to call for the 50<sup>th</sup> Annual General Meeting of the Shareholders of the year 2026 on Tuesday, April 7, 2026 at 13.30 hour, through electronic means, to consider the following agenda:

**Agenda 1: To acknowledge the report of the Board of Directors on 2025 operational results.**

**Objective and Reason:** To comply with the Company's Article of Association (AOA) item no.29, the Board of Directors is obliged to report the Company's performance to the shareholders at the annual meeting.

**Board's Opinion:** For Shareholders acknowledgement of the Company' 2025 operational results.

**Agenda 2: To consider and approve the Financial Statement of year 2025.**

**Objective and Reason:** To comply with the Company's AOA item no.39 required the company to prepare the balance sheets and profit and loss statements of the fiscal year ended 31<sup>st</sup> day of December; and the Board of Director is obliged to arrange the audited and certified statements by the auditor; and submitting to the annual general meeting in the following year. Moreover on the AOA item 29, required the shareholder meeting to consider the approval of the financial statements.

**Board's Opinion:** The Board has considered the 2025 Financial Statement which was audited by the auditor and agreed to propose the shareholder approving the Company's Financial Statements of the fiscal year ending December 31, 2025.

**Agenda 3: To consider and approve annual 2025 profit allocation.**

**Objective and Reason:** To comply with the Company's Dividend Payment Policy stated that, generally, the Company's shall make dividend payment at minimum equals to 50% of the separated Company net profit unless the company has business expansion plan or requires the utilization of capital fund, or the net profit is at minimal amount not justifying to declare dividend. In addition, to comply with the AOA item no.29 stated that the shareholder shall approve the profit allocation.

**Board’s Opinion:** As the Board has considered the 2025 operation results generating net profit at total Baht 2,881,849,480.- together with an appropriateness of other factors; the Board proposes the shareholders to consider and approve the Dividend Payment of the 2025 operating net profit as the following:

1. To declare the 2025 annual dividend payment at Baht 27.- per share, total 100,000,000 shares, at the amount total Baht 2,700,000,000.- allocating from the 2025 operating net profit, and shall be paid on May 6, 2026

The proposed annual dividend payment of total Baht 2,700,000,000.- equivalents to 93.68% of the separated Company’s net profit in accordance with the Company’s Dividend Payment Policy. However, the mentioned dividend payment is subjected to the 2026 AGM approval.

2. Non-allocation of legal reserve fund as the company has already allocated the legal reserve fund at total Baht 100,000,000.- equals to the minimum requirement at 10% of the registered capital or equals to Baht 100,000,000.-

**Agenda 4: To consider the election of new Directors replacing Directors who retire by rotation and appoint a new director in the year 2026**

**Objective and Reason:** Referring to the Company’s AOA item no. 17 stated that at every Annual General Meeting of Shareholders, one-third of the total number of directors must retire from the office. At present, the Company has 8 directors, thus, there are 3 retiring directors in year 2026 comprised of Surangkana Tachapaitoon, M.D., Adinun Kittiratanapaibool, M.D. and Mr. Ruangroj Poonpol

**Board’s Opinion:** The Board of Directors excluding related directors and/or those who are nominated at this meeting, considered the recruitment of the qualified person replacing 3 retiring directors in various aspects such as education, explicit knowledge, professional experience, understanding in the company operation and business segment, conflict of interest in the company and subsidiaries including the explicit of the board’s knowledge in overall and past working performance etc. The Board concluded and proposed the shareholding to consider re-electing 3 retiring directors by rotation serving as Director for another term comprised of Surangkana Tachapaitoon, M.D., Adinun Kittiratanapaibool, M.D. and Mr. Ruangroj Poonpol. Moreover, the Board proposes the meeting to appoint Mr. Siritwat Vongjarukorn as a new director position, resulting the company having a total of 9 director members.

**Agenda 5: To consider and approve the director’s remuneration of year 2026**

**Objective and Reason:** To comply with the Company’s AOA item no. 22 required the shareholder fixing the Director’s remuneration.

In this regard, the Board carefully scrutinized an appropriateness of the director’s remuneration in various aspects i.e. economy, practice of other companies having the same size of business and in the same segment, the Board’s Responsibility and Duty, current number of the Board members, and the Company performance in term of revenue and net profit growth are summarized as the followings:

Unit : Million Baht

Company’s Growth	2023	2024	2025
Total Revenue	12,532	13,407	13,783
Growth rate	12.33%	6.99%	2.81%
Net Profit attributed to equity holders of the Company	2,655	2,966	2,882
Net Profit margin	21.18%	22.12%	20.91%
<b>Benefit to shareholders (Baht per share)</b>	25.00	27.00	27*
Dividend			
Number of Directors	8	8	8

\* The dividend payment is subjected to the 2026 AGM approval

**Board’s Opinion:** The Board has considered various factors and agreed to propose the Shareholder fixing the 2026 director’s remuneration according to the Company Article of Association as the followings:

1. Gratuity : The Boards will accept the gratuity amount total Baht 19,400,000.- equivalent to 0.14% of the company 2025 total revenue. Such gratuity shall be allocated by the Board among themselves.

2. Meeting allowance : Approval of the Boards' meeting allowance as the followings:

Position	Meeting allowance
Chairman	52,500.- Baht / meeting
Director	35,000.- Baht / meeting

The Board meeting allowance shall be paid only to the outside director who is not an executive or employed by the company or BDMS network company.

3. Medical Expense: To fix the Medical treatment expense for outside directors who are not the executives or employees under employment contract of the Company, within a limit of Baht 3 Million per person per year. The treatment be provided at Samitivej Sukhumvit Hospital and/or Samitivej Srinakarin Hospital. The one year period is counted from 2026 AGM to the next AGM.

**Agenda 6: To consider appointment of the company's auditors for the fiscal year 2026 and fix remuneration for the auditors**

**Objective and Reason:** To comply with the Public Limited Act. 1992, and the Company's AOA item no. 29 required the shareholder to annually consider the appointment of the Auditor and fixing the auditor fees.

**Board's Opinion:** The Board has considered the qualification of the auditors and the firm in various aspects and agreed to proposes the Shareholders appointing the auditors of EY Office Limited to be Company's auditors for the fiscal year 2026 which also in line with the major company network. The proposed auditors are namely:

- |                                    |   |
|------------------------------------|---|
| 1. Miss Natteera Pongpinitpinyo    | Certified Public Accountant No. 7362 or |
| 2. Mr. Somsak Jiratthiampaiwong    | Certified Public Accountant No. 8874 or |
| 3. Mr. Chavalit Chaluayaumpornbutr | Certified Public Accountant No. 8881    |

Furthermore, to fix the auditors annual remuneration at total Baht 1,680,000.- which increased at 8% of the previous year is the same amount as previous year comprised of the following details:

Audit fee / year (Baht)	2024	2025	2026
Quarterly (3 quarters)	627,000.-	627,000.-	627,000.-
Annual Fee	830,000.-	830,000.-	953,000.-
S4/HANA	-	-	100,000.-
Total Audit Fee	1,457,000.-	1,457,000.-	1,680,000.-

**Agenda 7: Other (if any)**

Furthermore, the Board resolved to fix a list of shareholders entitled to attend and vote at the 2026 Annual General Meeting of Shareholders and receiving the dividend by closing the share register book determining on March 17, 2026. However, the dividend payment remains uncertainty until approval by the shareholders.

Shareholders who wish to attend the meeting by yourselves or by proxy, please study the guidelines for attending the electronic meeting shown in the Enclosure item no. 4. Should there be any queries, please contact the call center at number 02-460-9228

Please be informed accordingly.

Sincerely yours,



Chairat Panthuraamphorn, M.D.  
Managing Director & CEO

Executive Office  
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