



## **Notice to the Annual General Meeting of Shareholders for the year 2025**

**Techno Medical Public Company Limited**

**Friday, April 18, 2025 at 10.00 hrs.**

**Through Electronic Media (E-AGM)**  
in accordance with the Decree on Electronics  
Meetings B.E. 2563

No TM 5/2025

March 14, 2025

Re Invitation to attend the Annual General Meeting for the year 2025

To The shareholders of Techno Medical Public Company Limited

Attachment

- 1) A copy of Minutes of the Annual General Meeting of Shareholders for the year 2024
- 2) The Annual Registration Statement/ Annual Report (Form 56-1 One Report) in QR Code in the Notice
- 3) Information on the nominees to be appointed as directors to replace the directors who will retire by rotation for the year 2025
- 4) Information of Independent Directors for Proxy of Shareholders
- 5) Guidelines for attending the General Meeting of Shareholders via electronics media (E-AGM)
- 6) Proxy Form A, B and C
- 7) The Company's Articles of Association in relation to the shareholders' meeting
- 8) Privacy Notice (PDPA)
- 9) Acceptance form for meeting via electronics medica

The Board of Directors Meeting of Techno Medical Public Company Limited ( the "Company") No. 1/2025 on February 12, 2025 resolved to convene the Annual General Meeting of Shareholders for the year 2025 on Friday, April 18, 2025 at 10.00 a.m. via electronic media (E-AGM) to consider the agenda as follows.

**Agenda 1**      **To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2024.**

**Objective and Reason**

The Company held the Annual General Meeting of Shareholders for the year 2024 on April 19, 2024. The minutes was prepared and sent to the Stock Exchange of Thailand within 14 days from the meeting date through the Stock Exchange of Thailand's news system, and disclosed on the Company' s website. A copy of the minutes is presented in the attachment 1.

**Opinion of the Board**

The Minutes of the Annual General Meeting of Shareholders for the year 2024 held on April 19, 2024 have been accurately and completely recorded. Therefore, it was proposed to the meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2024.

**Remark**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their vote.

**Agenda 2**      **To acknowledge the Board of Directors' report on the Company's operating result for 2024.**

**Objective and Reason**

The report of the Company's operating result for the year 2024 was presented on the Annual Registration Statement / Annual Report (Form 56-1 One Report), as presented in the attachment 2.

**Opinion of the Board**

The Board of Directors deemed it is appropriate to propose to shareholder's meeting for acknowledgement the report of Company's operating result for 2024.

**Remark**      This agenda does not require a vote from the shareholders as it is an agenda for acknowledgement.

**Agenda 3**      **To consider and approve the Financial Statements for the year 2024 ended December 31, 2024.**

**Objective and Reason**

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 and the Article 44 of the Company's Articles of Association which stipulates that the Company must prepare balance sheet and profit and loss account as of the Company's fiscal year-end to be presented to the shareholder's meeting at the Annual General Meeting for consideration and approval. The Board of Directors must ensure that the Company's auditors complete the examination of the balance sheet and profit and loss statement before presenting them to the shareholder's meeting.

The Company's Financial Statements for the year 2024 ended December 31, 2024 was reviewed by the Audit Committee and audited by the auditor. The Board of Directors deemed it is appropriate to propose it to shareholders' meeting, of which are summarized as follows.

unit : THB million

Items	Consolidated		Separate Financial Statements	
	2024	2023	2024	2023
Total assets	908.18	983.34	861.02	895.03
Total liabilities	488.04	521.90	376.27	414.83
Shareholders' equity (equity attributable to the parent company)	379.90	411.70	484.75	480.20
Total revenue	730.45	702.67	710.93	689.66
Net profit (profit attributable to owner of the parent Company)	(21.64)	(4.49)	14.71	23.97
Earnings per share (THB)	(0.0703)	(0.0146)	0.0478	0.0778

**Opinion of the Audit Committee**

The Audit Committee reviewed the Financial Statements for the year 2024 ended December 31, 2024 which has been audited and certified by Mr. Akadet Pliensakul, certified public accountant, M.R. & ASSOCIATES Co., Ltd. The Audit Committee is of opinion that the Board of Directors proposes it to the shareholder's meeting for consideration and approval, of which appeared in the

“Financial Statements” in the Annual Registration Statement / Annual Report (Form 56-1 One report) as presented in the attachment 2.

#### Opinion of the Board

It is appropriate to propose to shareholder’s meeting for approval the Financial Statements for the year 2024 ended December 31, 2024, which was reviewed by the Audit Committee and audited by Mr. Akadet Pliensakul, certified public accountant, M.R. & ASSOCIATES Co., Ltd.

**Remark** This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their vote.

#### **Agenda 4** **To consider and approve the appropriation of legal reserves and the omission of dividend payment for the year 2024 performance.**

#### Objective and Reason

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 which stipulates that dividend will only be distributed from profits, and Section 116 stipulates that the Company must allocate a portion of its annual net profit as reserve fund, not less than five (5) percent of annual net profit until these reserves reach at least ten (10) percent of the registered capital.

The Company has a policy to distribute dividend at the rate of not less than 40% of net profit of Separate Financial Statements after deduction of various types of reserves as stipulated in the Company's Articles of Association and by law, if there is no other reason. Such dividend payment shall not affect significantly on the normal operation of the Company. The Article 46 of Articles of Association stipulates that dividend payment shall be made within one (1) month from the date of the shareholders' meeting. The notice shall be sent to the shareholders as well as advertised in the newspaper.

The Board of Directors considered the Company’s operating results for the year 2024 which of profitable of THB 14,713,067 of Separate Financial Statements, therefore deemed it appropriate to allocate profit as a legal reserve of THB 740,000 representing 5.03% of the net profit of the Company's Separate Financial Statements for the year 2024 as required by law, resulting in the Company's retained earnings appropriated for legal reserve of THB 18,380,000 or 8.95% of the registered capital.

And the Board of Directors deemed it to propose the omission of dividend payment to reserve cash as working capital for shareholders’ approval, in accordance with the board’s resolution of the board’s meeting no.1/2025 dated February 12, 2025.

#### Opinion of the Board:

It is appropriate to propose to shareholder’s meeting to allocate profit as a legal reserve of THB 740,000 representing 5.03% of the net profit of the Company's Separate Financial Statements for the year 2024 as required by law, resulting in the Company's retained earnings appropriated for legal reserve of THB 18,380,000, or 8.95% of the registered capital.

And proposed the omission of dividend payment for the year 2024 performance to reserves cash as working capital for shareholder’s approval.

**Remark** This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their vote.

**Agenda 5**      **To consider and approve the appointment of directors to replace the directors who will retire by rotation for the year 2025.**

**Objective and Reason**

In accordance with Article 20 which stipulates that at each annual general meeting, at least one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into thirds, those closest to one-third shall retire. A retiring director may be re-elected. Directors required to retire in the first and subsequent years after the Company's registration shall draw lots to determine who shall retire. In the subsequent years, the director with the longest tenure shall resign from the position.

There are 2 directors retiring by rotation this year namely.

1. Mrs. Soonthre Chanlongbutra                      Director
2. Ms. Prae Chanlongbutra                              Director.

Ms. Prae did not wish to renew the term of Director.

The Company provided an opportunity for shareholders to nominate qualified persons to be elected as directors in advance from October 1, 2024 - December 31, 2024. The shareholders were notified through the news system of Stock Exchange of Thailand and the Company's website. There are no nominated persons by the shareholders to be elected as a director.

**Opinion of the Nomination and Compensation Committee**

The Nomination and Compensation Committee considered the replacement of directors who retire by rotation. The consideration was based on individuals who are qualified, knowledgeable, and experienced in businesses related to the company, and have a good working history, leadership, vision, morality, ethics, as well as a good attitude towards the organization. The Nomination and Compensation Committee deemed it to propose to the Annual General Meeting of Shareholders the appointment of Mrs. Soonthre Chanlongbutra who retire by rotation to hold the office for another term. Brief biographical details of Mrs. Soonthre Chanlongbutra presented in the attachment 3.

However, the Company still sets the number of the Board of Directors at 10 persons.

**Opinion of the Board**

The Board of Directors considered the opinion of the Nomination and Compensation Committee and is of the view that the nominee has passed the selection process as prescribed by the Company, possesses the qualifications in accordance with the relevant rules and regulations, and is suitable for the Company's business.

The Board of Directors considered that the nominated person, as an independent director, is qualified in comply with the laws related to the requirements of independent directors.

**Remark**              This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their vote.

**Agenda 6**      **To consider and approve the directors’ remuneration for the fiscal year of 2025.**

**Objective and Reason**

In accordance with Section 90 of the Public Limited Companies Act B.E. 2553 which stipulates that the payment of directors’ remuneration shall be in accordance with the resolution of shareholder’s meeting with the votes of not less than two-thirds of the total number of votes by the shareholders present.

**Criteria and Procedures**

The Nomination and Compensation Committee considered the remuneration of directors for the year 2025 by taking into account the obligations and responsibility assigned. Bonus payment shall be determined based on the Company’s performance.

**Opinion of the Board**

It is appropriate to propose to shareholder’s meeting for approval the director’s remunerations for the fiscal year of 2025 with the budget not exceeding THB 3,000,000 at the same rate as year 2024 which comprises of as follows.

Remuneration Details	Attendance fee/time (THB)	
	Year 2025 (proposed year)	Year 2024
1. Attendance fee		
- Chairman of the Board of Directors	16,000	16,000
- Director	11,000	11,000
- Chairman of the Audit Committee	16,000	16,000
- Audit Committee	11,000	11,000
- Chairman of the Nomination and Compensation Committee	16,000	16,000
- Nomination and Compensation Committee	11,000	11,000
- Fringe Benefit	-	-
2. Annual Bonus, based on the Company’s operating results		

However, Directors participating in the management requested not to receive director’s remuneration in 2025.

**Remark**      This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their vote.

**Agenda 7**      **To consider and approve the appointment of the Company’s auditors and fix the remuneration for the year ended December 31, 2025.**

**Objective and Reason**

Section 120 of Public Limited Companies Act B.C. 2535 stipulates that “the Annual General Meeting of Shareholder shall appoint the auditor(s) and fix the audit fee on yearly basis. The former auditor(s) may be re-appointed”.

**Opinion of the Audit Committee**

The Audit Committee considered the past performance of the auditors of M.R. & Associates Co., Ltd. to be satisfactory and with acceptable standard of practice. They have a good understanding of

the company's business. The audit fee is reasonable. Therefore, the Audit Committee has selected M. R. & Associates Co., Ltd. to be the company's auditor for the year 2024.

The proposed auditing firm and auditors have no relationship and/or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or related parties. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. The proposed audit fee for the year 2025 is set at THB 1,500,000, the same rate as in 2024. The details compared to the previous year are as follows:

<b>The remuneration of Auditors</b>	<b>Year 2025 (THB) (proposed year)</b>	<b>2024 (THB)</b>
Audit Fee (annual and quarterly financial statements)	1,500,000	1,500,000
Non-Audit Fee	N/A	N/A
<b>Total</b>	<b>1,500,000</b>	<b>1,500,000</b>

However, the Company has appointed the same audit firm as the auditor of the Company's subsidiaries, a total of 3 companies, with the auditor's remuneration as follows:

<b>Auditor's remuneration</b>	<b>Year 2025 (THB)</b>	<b>Year 2024 (THB)</b>
The Parents Co., Ltd. (annual financial statements)	60,000	60,000
T M Trading Co., Ltd. (annual financial statements)	50,000	50,000
The Parents Training Center (annual financial statements)	30,000	50,000

### **The opinion of the Board**

The Board of Directors , in favor of the Audit Committee' s suggestion, deemed it appropriate to propose the appointment of auditors from M.R. & Associates Co., Ltd. to be the Company's auditor for the 2025 as follow:

- |                                |  |
|--------------------------------|--|
| 1) Mr. Akadet Pliensakul       | Certified Public Accountant No. 5389 or<br>Number of years certify the company's<br>financial statements – 4 years |
| 2) Mr. Pisit Chiwaruangroch    | Certified Public Accountant No. 2803 or<br>Number of years certify the company's<br>financial statements - years   |
| 3) Ms. Kornthip Vanichwisetkul | Certified Public Accountant No. 6947<br>Number of years certify the company's<br>financial statements - years      |

One of the aforementioned auditors shall be appointed as the Company's auditors for the accounting period ended December 31, 2025. The audit fee for the year 2025 is set at THB 1,500,000. Shareholders are informed for their information on the audit's fee of its subsidiaries for the accounting period ended December 31, 2025 in the amount of THB 140,000.

In the event that the aforementioned auditor is unable to perform their duties, M R & Associates Co., Ltd. shall be authorized to appoint another certified auditor from the Office to audit and express an opinion on the company's financial statements in their place.

**Agenda 8**      **Consider other matters (if any)**

The Board of Directors considered the record date where the shareholders are entitled to attend the meeting and vote on February 28, 2025.

Shareholders of Techno Medical Public Company Limited are invited to attend the meeting on the required date and time. To facilitate a swift the attendance registration process, the company will open for shareholder registration from 8 a.m. onwards. Shareholder attending the meeting in person or by proxy are welcomed to attend the meeting. Shareholders who are unable to attend the meeting in person shall delegate to proxy in the proxy form as presented in the attachment 6. In the event that shareholders wish to appoint the Company's Independent Directors as their proxy to attend the meeting and vote, they shall provide the evidence as presented in the attachment 5 to the Company prior to the meeting date to the following addresss.

Techno Medical Public Company Limited 29 Soi Ladproa 92, Phlabphla Wangthonglang, Bangkok 10310 or E-mail : [info@technomedical.co.th](mailto:info@technomedical.co.th)

Yours sincerely,



(Mrs. Soonthree Chanlongbutra)  
Chief Executive Officer