

April 4, 2025

Subject: Invitation to 2025 Annual General Meeting of Shareholders

Dear Shareholders of Inter Pharma Public Company Limited

Attachment:

1. A copy of the Minute of the 2024 Annual General Meeting of Shareholders
2. QR Code Downloading Procedures for Annual Report 2024 (Form 56-1 One Report)
3. Profiles and working experiences of the candidates nominated for election as the directors in place of those who retire by rotation
4. Profiles of the Auditors proposed for the year 2025
5. Profiles of the Independent Directors who has been proposed to be proxies of shareholders
6. Proxy Forms A, Form B, and Form C
7. Article of Association of the Company only to the extent relating to the Shareholders Meeting
8. Guidelines for attending the AGM through E-Meeting and the appointment of Proxies
9. Procedures for attending via electronic method
10. Requisition Form for 56-1 One Report 2024
11. Personal Data Protection Notice for the Shareholder Meeting
12. Quidlab E-Meeting & Voting System User's Manual Conferencing Option

The Board of Directors' Meeting of Inter Pharma Public Company Limited ("the Company") No. 1/2025 held on February 25, 2025 passed a resolution to call for the 2025 Annual General Meeting of Shareholders through E-Meeting as a sole meeting format in accordance with the criteria stipulated by the relevant laws on Monday, April 28, 2025, at 14.00 hrs. (Registration starts at 13.00 hrs.), broadcast live at the conference room No. 140/9 ITF Tower, 9 Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, with the agenda as follows:

**Agenda 1: To certify the Minutes of the 2024 Annual General Meeting of Shareholders**

**Objective and Rationale:** The Company prepares the minutes of the 2024 Annual General Meeting of Shareholders on April 26, 2024, submitted to the Stock Exchange of Thailand on May 9, 2024, and publicly disclosed on the Company's website [www.interpharma.co.th](http://www.interpharma.co.th), details as per **Attachment No. 1**.

**Opinion of the Board of Directors:** The Board of Directors considered that the minutes of the 2024 Annual General Meeting of Shareholders on April 26, 2024 were recorded correctly and truthfully. Therefore, it was deemed appropriate to propose that the Annual General Meeting of Shareholders to certify the Minutes of the 2024 Annual General Meeting of Shareholders.

**Voting:** This agenda must be certified by a majority vote of the shareholders who attend the meeting and have the right to vote.

**Agenda 2: To acknowledge the operating results for the year ended 31 December 2024**

**Objective and Rationale:** The Company has prepared a report on its annual operating results ending on December 31, 2024, which shows the Company's operating results for the year 2024 as shown in the Form 56-1 One Report 2024.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the Company's operating results for the year 2024. Details are as shown in the Annual Registration Statement /Annual Report 2024 (Form 56-1 One Report 2024) (downloaded from the QR Code in **Attachment No. 2.**)

**Voting:** This agenda is for acknowledgement and therefore there is no voting.

**Agenda 3: To approve the annual financial statements for the year ended 31 December 2024**

**Objective and Rationale:** According to Section 112 of the Public Limited Company Act B.E. 2535 (1992) (including any amendment thereto) and Article 46 of the Company's Articles of Association, the Company has to prepare the Financial Statements as of the date ending the Company's accounting period for submission to the shareholders' meeting for consideration and approval.

**Opinion of the Audit Committee:** The Audit Committee Meeting No. 1/2025 held on February 25, 2025 has reviewed the reports of the Company and its subsidiaries' operating results for the year 2024 and deemed that they were accurate and contained all essential information. The Audit Committee also reviewed the Company and the subsidiaries' financial statements for the year ended December 31, 2024 as proposed by the Company's auditor and found that they were accurate and credible, as well as disclosed adequate information.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the Financial Statements for the year ended December 31, 2024, as duly audited and certified by the auditor from EY Office Limited and reviewed by the Audit Committee. Details are as shown in the Annual Registration Statement /Annual Report 2024 (Form 56-1 One Report 2024) (downloaded from the QR Code in **Attachment No. 2.**)

The summary of the Company's financial status and performance during the year 2024 is as follows:

	Consolidated Financial Statement		Separate Financial Statement	
	2024	2023	2024	2023
Total Assets (Million Baht)	3,020.56	2,952.37	2,225.68	2,239.25
Total Liabilities (Million Baht)	886.40	834.64	298.09	323.58
Total Revenue (Million Baht)	1,911.95	1,798.77	653.47	619.91
Profit (Loss) for the year* (Million Baht)	37.68	58.90	25.31	58.20
Earning (Loss) per share (Baht : Share)	0.062	0.084	0.042	0.096

**Voting:** This agenda must be certified by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 4: To consider and approve the allocation of legal reserve and omitted dividend payment for operating results in 2024

**Objective and Rationale:** According to Section 115 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 51 of the Company's Articles of Association, provide that no dividends shall be paid other than out of profits. The Company's policy is to pay dividends at the rate of not less than 50 percent of the net profits after deducting the legal reserves and, provided that dividend payment will be subjected to the Company's cash flow, investment plan, conditions and terms of agreements to which the Company is bound, as well as the necessity and other appropriateness in the future.

And according to Section 116 of the Public Limited Company Act B.E. 2535 (1992) (including any amendment thereto) and Clause 53 of the Company's Articles of Association, the Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to be not less than ten percent of the registered capital.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of net profit for the year 2024 in the amount of 1.2 Million Baht as the Company's legal reserve and approve the omitted dividend payment for operating results in 2024 to be used as the Company's working capital.

**Voting:** This agenda must be certified by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 5: To consider and approve the appointment of directors in replacement of those who must retire by rotation

**Objective and Rationale:** According to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (including any amendment thereto) and Clause 21 of the Company's Articles of Association, stipulates that in every annual general meeting of shareholders one third (1/3) of the total number of Directors shall vacate office. If the number of Directors vacating office cannot be exactly divided by one-third (1/3), the number that is similar to one-third (1/3) shall be used. However, Directors who due to retire can be re-elected to return to the position again.

The 2025 Annual General Meeting of Shareholders, there are 3 directors who have completed their term of office as follows:

2. Dr. Pao Sriprasertsuk	Independent Director, Audit Committee, Nomination and Remuneration Committee and Corporate Governance and Sustainable Development Committee
3. Mrs. Apimon Posri	Director and Executive Committee

The Company provides an opportunity for shareholders to propose agendas and nominate candidates to be elected as directors during October 1, 2024 – December 31, 2024, in which there were no shareholders proposing agendas and names of persons to be considered for election as a director.

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee (excluding the stakeholders) has carefully reviewed before presenting to the Board of Directors and to propose to the Annual General Meeting of Shareholders for election directors, considering the qualifications of directors as specified in the relevant laws, the Company's regulations, proportion and qualification of Independent Directors according to the definition of Independent Director of the Company, as well as knowledge, capabilities and experience that are useful to the Company's business. The Nomination and Remuneration Committee deemed it appropriate to propose the appointment of Mr. Kamtorn Sila-On, Dr. Pao Sriprasertsuk and Mrs. Apimon Posri to return to serve as Directors for another term. The Nomination and Remuneration Committee considered that all candidates nominated have all qualifications as specified by relevant regulations and suitable for the business, and the candidates nominated as independent directors are fully qualified in accordance with the law and regulations relating to independent directors and are able to provide opinions independently. Profiles and working experiences of the candidates nominated for election as the directors in place of those who retire by rotation in **Attachment No. 3**.

**Opinion of the Board of Directors:** (excluding stakeholders) considered the list of nominated persons, which have been carefully screened and considered by the Nomination and Remuneration Committee, and deemed it appropriate to propose to the Annual General Meeting of Shareholders to appoint 3 directors, namely Mr. Kamtorn Sila-On, Dr. Pao Sriprasertsuk and Mrs. Apimon Posri to return to serve as Directors for another term. The Board of Directors considered that the candidates nominated as an Independent Directors have all qualifications as specified by relevant regulations and are able to provide opinions independently.

**Voting:** This agenda must be certified by a majority vote of the shareholders who attend the meeting and have the right to vote.

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

**Objective and Rationale:** According to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 26 of the Company's Articles of Association, Directors are eligible for remuneration in forms of rewards, meeting allowance, gratuity, bonus or other benefit according to the resolution of the Shareholders' Meeting by not less than two-thirds (2/3) of the total number of vote of the shareholders attending the meeting and having the right to vote.

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee conducted a survey on remuneration for the Board of Directors and sub-committees for the year 2025, considering the suitability from the scope of duties and responsibilities, the responsibilities and performance of the Board of Directors and each sub-committee, business expansion, the Company's performance and comparative information with other companies in the same industry with similar size and nature of the business and considered appropriate to maintain the remuneration of the Board of Directors and sub-committees, including monthly remuneration and meeting allowance at the same rate as year 2024.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration of the Board of Directors and sub-committees for the year 2025 (proposed year) at the same rate as year 2024 as proposed by the Nomination and Remuneration Committee who had taken into consideration various factors and criteria as follows:

Position	2025 (proposed year)	2024
<b>Monthly remuneration (person : month)</b>		
For non-executive directors		
● Chairman	30,000 Baht	30,000 Baht
● Director	20,000 Baht	20,000 Baht
<b>Meeting Allowance</b>		
For non-executive director (Baht : time)		
(pay only to meeting attendee)		
<u>Board of Directors</u>		
● Chairman	20,000 Baht	20,000 Baht
● Director	15,000 Baht	15,000 Baht
<u>Audit Committee</u>		
● Chairman	22,500 Baht	22,500 Baht
● Director	15,000 Baht	15,000 Baht
<u>Nomination and Remuneration Committee</u>		
● Chairman	15,000 Baht	15,000 Baht
● Director	10,000 Baht	10,000 Baht
<u>Corporate Governance and Sustainable Development Committee</u>		
● Chairman	15,000 Baht	15,000 Baht
● Director	10,000 Baht	10,000 Baht
<u>Risk Management Committee</u>		
● Chairman	15,000 Baht	15,000 Baht
● Director	10,000 Baht	10,000 Baht

For the policy of paying bonuses to independent directors and non-executive directors (whole board), the Company pays no more than 0.5% of the announced dividend amount. The monthly remuneration, meeting allowance and other benefits, the total amount must not exceed 4 Million Baht. By assigning the Board of Directors or the person assigned by the Board of Directors to consider and allocate bonuses to independent directors and non-executive directors.

The details of the remuneration of each Director for 2024 are presented in Form 56-1 One Report 2024 under section 8 Corporate Governance Milestone, sub-section 8.1.2 Meeting Attendance and Individual Directors' Compensation.

**Voting:** This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**Agenda 7: To consider and approve the appointment auditors and audit fee for the year 2025**

**Objective and Rationale:** According to Section 120 of the Public Company Limited Act B.E. 2535 (1992) (as amended), which stipulates that the Annual General Meeting of Shareholders shall appoint auditors and determine audit fees every year. In appointing the auditor, the same auditor may be reappointed.

**Opinion of the Audit Committee:** The Audit Committee has considered and approved the selection of auditors from EY Office Limited to be the auditors of the Company and its subsidiaries for the year 2025, which has been the same auditor for the fifth consecutive year. EY Office Limited has satisfactorily performed its duties to the Company in accordance with the auditing standards and provided useful opinions to the Company and independent and agreed that the audit fee proposed by EY Office Limited was appropriate, when compared to the scope of service and workload.

**Opinion of the Board of Directors:** With careful consideration Audit Committee, The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to appoint auditors from EY Office Limited, which is the same auditor as the Company's subsidiaries, whereby one of the following auditors will be appointed as the auditor of the Company for the year 2025.

1. Ms. Siriwan Nitdamrong	Certified Public Accountant No. 5906 and / or
2. Ms. Kamontip Lertwitworathep	Certified Public Accountant No. 4377 and / or
3. Mrs. Sarinda Hirunprasurtwutti	Certified Public Accountant No. 4799 and / or
4. Mr. Somsak Chiratdhitiamphyvong	Certified Public Accountant No. 8874

All above four auditors are qualified and has no relationship or any conflict of interest with the Company, its subsidiaries and associates, management, major shareholders or any person related to such person. Therefore, there is independence in auditing and express an opinion on the Company's financial statements, its subsidiaries and associates including the certified auditors as above, no auditors have performed the audit duties of the Company for more than the period specified in the relevant announcement. (Profiles of the Auditors proposed for the year 2025, Attachment No. 4).

The Board of Directors also deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the audit fees of the Company for the year 2025 (not include non-audit fee) as follows:

List of services	2025 (proposed year)	2024	Increase/(Decrease)
Audit fee of the Company	2,180,000	1,890,000	290,000

Voting: This agenda must be certified by a majority vote of the shareholders who attend the meeting and have the right to vote.

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

The Company provides an opportunity for shareholders to propose agendas of the 2025 Annual General Meeting of Shareholders in advance during the period from October 1, 2024 to December 31, 2024, under the good corporate governance principles. However, no shareholders has proposed any agendas for the meeting.

Therefore, we would like to invite the shareholders to attend the 2025 Annual General Meeting of Shareholders on **Monday, April 28, 2025 at 14.00 hrs. via Electronic means (E-Meeting) only.** Shareholders can submit a registration form for a meeting via E-Meeting as per **Attachment No. 9** and identity verification documents to the Company by **April 24, 2025.** The company will open registration to attend the meeting via electronic media on **Monday, April 28, 2025 at 13.00 hrs.** until the meeting is adjourned.

The Company has published this invitation letter for the 2025 Annual General Meeting of Shareholders together with supporting documents and Proxy form; Form A, Form B and Form C which are available on the Company website at [www.interpharma.co.th](http://www.interpharma.co.th), section Investor Relation or can request a hard copy of the proxy form via email at [comsec@interpharma.co.th](mailto:comsec@interpharma.co.th) 14 days prior to the meeting.

For shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form A or Form B provided herewith as per **Attachment No. 6** or download them at [www.interpharma.co.th](http://www.interpharma.co.th) and execute only one of the aforementioned forms. A shareholder who wishes to appoint an independent director of the Company to be a Proxy to attend and vote on behalf of shareholders whom of which is Clinical Professor Emeritus Udom Kachintorn, MD. and/or Professor Dr. Sansanee Chaiyaroj information of the independent directors proposed by the Company to be the Shareholders' Proxies as per **Attachment No. 5** and submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by **April 24, 2025.**

In addition, the shareholders can send questions related to the agenda of the 2025 Annual General Meeting of Shareholders or other important information prior to the meeting date via email or by post to the Company Secretary, Inter Pharma Public Company Limited at No. 140/9 ITF Tower 9 Floor, Silom Road, Suriyawong, Bangrak, Bangkok 10500 or e-mail: comsec@interpharma.co.th.

Yours sincerely,



(Dr. Trinnawat Thanitnithiphan)

Chief of Executive Officer

For more information, please contact:

Office of Company Secretary:

Tel. 02-634-0225 ext. 18