

## **Criteria for Shareholders to propose AGM Agenda and Director Nominee In advance for the Annual General Shareholders' Meeting of the year 2023 Intermedical Care and Lab Hospital Public Company Limited**

According to the Good Corporate Governance regarding the rights and equitable treatment of all shareholders, Intermedical Care and Lab Hospital Public Company Limited ("The Company") invites shareholders to propose any matter considered important and truly beneficial to the Company as agenda(s) for the 2023 Annual General Shareholders' Meeting and the Director Nominee prior to the meeting. The criteria are as follows:

### **1. The Qualifications of Shareholder**

Shareholder who wishes to propose the agenda and/or director nominee must possess qualifications according to the criteria as follows:

1. Being the shareholder of the Company which can be either one shareholder or combined shareholders.
2. Holding minimum shares not less than 5% of the total voting shares and having continuously held those shares until the book closing date for the right to attend the meeting.

### **2. Proposal of the Agenda**

The Board reserves the right not to include the following matters on the meeting agenda

- (1) The proposal that violates applicable laws, announcements, rules and regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, the Company's articles of association, the resolution of shareholders' meeting and the good corporate governance of the Company.
- (2) The proposal that the Company's Board of Directors considers that it is inappropriate or no unavailing to the Company or The proposal that is beneficial for specific person or group.
- (3) The proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (4) The proposal that the Company has already implemented.
- (5) The proposal that is beyond the control of the Company.
- (6) The proposal from shareholders who are not fully qualified as specified in Section 1 and whose information provided is incomplete or incorrect, or from shareholders who are unreachable.

### **3. The Nomination of Director**

- The Company will consider the director nominee who must possess the following qualifications:
  - (1) Meet all the requirements and not be disqualified of the Public Companies Act, the Securities and Exchange Act, and the Company's Corporate Governance Policy.
  - (2) An independent director shall have qualifications on independence as specified by the Company and in line with the Notification of the Stock Exchange of Thailand on the Qualifications and Scope of Operations of an Audit Committee Member.
  - (3) Having the knowledge, skills, experiences and capability such as in Hospital management or being qualified in other areas that are beneficial to the Company's business. Dedicating time and effort to the discharge of duties as per his/her responsibility.

### **4. Consideration Procedures**

- **4.1 Proposal of the Agenda**
  - (1) The Company Secretary will initially gather/review the proposal as set by the criteria and act according to the Company procedure before proposing to the Company's Board of Directors for consideration.
  - (2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.
- **4.2 Nomination of the Director**
  - (1) The Company Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominee and proceed according to the Company procedures before proposing to the Remuneration and Nomination Committee and the Company's Board of Directors for consideration.
  - (2) The name of nominee approved by the Remuneration and Nomination Committee and the Board of Director along with the Board opinion will be included in the agenda of the AGM notice, as nominee proposed by shareholders. The Company's Board of Directors will consider the appropriacy of proposal proposed by shareholders. In this regards, the Board's resolution is final. For the agenda and director nominee disapproved by the Board, the Company shall notify the shareholders in the meeting.

### **5. Supporting Documents**

Shareholders are required to submit supplementary documents with the proposal as follows:

- **5.1 The Evidence of Shareholding**, i.e. certificate of shares held issued by Securities Companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

- **5.2 The Evidence of Combined Shareholders:**

(1) *Natural persons:* A certified true copy of valid identification card / passport (in case of non-residents).

(2) *Juristic persons:* A certified true copy of its company registration documents, valid identification card / passport (in case of non-residents) with certified signatures of the authorized signatories.

- **5.3 Supporting Documents required for Proposal of the Agenda**

(1) Form for Proposing Agenda in Advance for the Annual General Shareholders' Meeting of the year 2023.

(2) If combined shareholders wish to propose name of nominee for the Company's Board of Directors, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one nominee. In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

(3) Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

- **5.4 Supporting Documents required for Proposal of Director Nominee**

(1) Form for Proposing Director Nominee for the Annual General Shareholders' Meeting of the year 2023

(2) If combined shareholders wish to propose name of nominee for the Company's Board of Directors, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one nominee. In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

(3) Information of Proposed Candidate for Director Position signed by the nominee himself/herself.

(4) Certified true copy of relevant documents such as evidence of education qualifications, working/training experiences, and evidence of shares held.

(5) Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

## **6. Channels for Submission of Proposal**

In order to facilitate shareholders sending the official proposal together with supporting documents beneficial for the Board consideration must be delivered to the Company within February 15, 2023 by send it to :

### **Company Secretary Department**

Intermedical Care and Lab Hospital Public Company Limited  
442 Bangwaek Rd. Kwaeng Bangwaek  
Khet Pasijaroen, Bangkok 10160

For further information required please contact Company Secretary Department tel: 02-865-0044 ext. 4000 or e-mail : [sirilux.r@intermedthai.com](mailto:sirilux.r@intermedthai.com)

## **7. Deadline for proposal submission**

from now until February 15, 2023