



**Intermedical Care and Lab Hospital Public Company Limited**

**442 Bangwaek Road, Bang Waek Subdistrict, Phasi Charoen District, Bangkok 10160**

**Tax ID : 0107561000269**

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023  
of**

**Intermedical Care and Lab Hospital Public Company Limited**

**Date, time, and place**

The meeting was held on Monday, March 20, 2023 at 9:09 a.m. at SD Avenue Hotel (Pinklao), Pinklao Room, 3rd Floor, No. 94 Borommaratchachonnani Road, Bamrung Subdistrict, Bangplad District, Bangkok 10700.

Total 15 shareholders attended the meeting in person, holding 108,412,521 shares, or 50.42 percent. There were 12 shareholders assigned a proxy holder, holding a total of 6,938,920 shares or 3.23 percent. Total 27 shareholders attending the meeting in person and via proxy holders held 115,351,441 shares or 53.65 percent of the paid-up 215,000,000 shares. Such number constituted a quorum as per articles of association Article 37. which stated that "In the meeting of shareholders, shareholders and proxies attending the meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to an aggregate of not less than one-third (1/3) of all the shares sold of the Company". Accordingly, the chairman of the meeting commenced the Extraordinary General Meeting of Shareholders No. 1/2023

Assoc. Prof. Dr. Thanavath Phonvichai, Chairman of the Board, chaired the meeting (**"chairman of the meeting"**).

**The chairman** welcomed attending shareholders and explained the meeting would be arranged at a minimum duration for the safety of everyone in the meeting. The chairman also informed about the preparation of the meeting place, which was under the meeting requirement set forth by the Stock Exchange of Thailand and the Department of Disease Control, Ministry of Public Health for benefits of shareholders' healthcare and relevant person as follows.

1. To propose the shareholders assigning a proxy holder to reduce the number of attendees.
2. To set a screening point to measure temperature at the entrance of the meeting room.
- 3 To prepare a face mask, one-piece / 1 person
4. To provide alcohol gel in various locations.
5. To reduce the crowd by keep distance at least 2 meters between each seat.

During the meeting, please do as follows:

1. Wear face mask at all time while remaining in the building;
2. Remain on the designated seat to minimize the movement;
- 3 Often wash hand with the alcohol gels provided in various locations;
4. Keep distance between person at least 2 meters;

**The chairman** opened the meeting and assigned Mr. Thibdee Mangkalee, the director, to act as a meeting moderator ("**meeting moderator**") to introduce six Intermedical Care and Lab Hospital Public Company Limited directors attending the meeting. The attending directors representing 100 percent of total directors, namely as follows.

1. Assoc. Prof. Dr. Thanavath Phonvichai Chairman of the Board of Directors / Chairman of the Audit Committee/ Independent Director
2. Dr. Sittiwat Kamkatwong Director / Chairman of the Executive Committee / Chief Executive Officer
3. Miss Poramaporn Pavarojkit Director / Executive Committee / Deputy Chief Executive Officer / Chairman of the Corporate Social Responsibility Unit / Member of the Corporate Governance Unit / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee
4. Mr. Thibdee Mangkalee Director / Chairman of Risk Management Unit
5. Miss Tiwaporn Kuntasuwon Independent Director / Member of the Audit Committee / Member of the Corporate Governance Unit and Chairman of the Nomination and Remuneration Committee
6. Mr. Warokart Tapsanant Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Unit / Member of the Nomination and Remuneration Committee

Attending directors are as follows.

1. Miss Ratchaneeporn Mokkarawut Chief Financial Officer / Acting Accounting Manager / Executive Director
2. Miss Sirilux Rahong Company Secretary
3. Mr. Phiphat Kittiakkarasathien Independent Financial Advisor, Wellcap Advisory Company Limited
4. Mr. Tonsakul Prajakchit Independent Financial Advisor, Wellcap Advisory Company Limited
5. Mr. Pornkong Panya-ngam Independent Financial Advisor, Wellcap Advisory Company Limited
6. Miss Rarisa Klongprakit Independent Financial Advisor, Wellcap Advisory Company Limited

Prior to proceeding with the meeting, the chairman thanked Mr. Nakorn Sorndecha, the volunteer to protect the right of shareholders from the Thai Investor Association, for her attendance. To ensure the transparent vote-counting procedures, the Company assigned OJ International Co., Ltd, to witness the voting procedures.

Then, the meeting moderator informed all shareholders that the Company had invited and informed the information regarding the Extraordinary General Meeting of Shareholders No. 1/2023 to shareholders via 3 platforms.

1. Invitation to the meeting sent via QR Code Scanning to all shareholders by post.
2. Announcement in the newspaper.
3. Publication on the Company's website (www.intermedthai.com)

To ensure compliance with the good corporate governance regarding the voting in the meeting, the meeting moderator explained voting procedures and counting procedures.

1. The decision is based on the majority of votes where one share represents one vote. Any shareholder who has a particular interest in any matters shall not be entitled to vote, except for voting on the election of directors as per Articles of Association clause 41. For the resolution in Agenda 3 regarding the consider and approve the investment in new hospital project and Agenda 5 to consider and approve the increase of the Company's registered capital in the amount of 26,875,000 baht from the original registered capital of 107,500,000 baht to the registered capital of 134,375,000 baht by issuing 53,750,000 additional ordinary shares at a par value of 0.50 baht per share and the amendment to Clause 4 of the Memorandum of Association . To be consistent with the capital increase registration a vote of not less than three-fourths (3/4) of the shareholders attending the meeting.

2. The shareholders will vote using the ballot provided for each agenda. The shareholders will mark for agreeing, disagree, or abstain on the ballot and sign his/her name on each ballot to identify the shareholder and ensure transparency. The ballots with disagree or abstain will be collected. After marking on the ballot, raise your hand for the staff to collect the ballot. Those who do not deliver the ballot are deemed as agreed with the resolution.

3. For counting votes, the disagree votes or abstain will be deducted from the total votes of shareholders attending the meeting, while the rest is counted as agreeing for each agenda.

For agree votes of each agenda, the ballots are returned to the company officer after the meeting is adjourned. Such voting procedures are transparent, and ballots are collected from all attendees to ensure transparency.

For questions or opinions other than the agenda pending consideration, please raise your questions or opinion in another agenda at the end of the meeting, and please ask a question or give an opinion in summary and please avoid repeating the same question or opinion to allow other shareholders to exercise their rights. We expect your cooperation to enable a smooth process and to maintain the duration within the time frame.

### **Agenda 1      To approve of Minutes of the 2022 Annual General Meeting of Shareholders**

**The meeting moderator** moved that the minutes of the General Meeting of Shareholders 2022, held on April 30, 2022, be certified. The details of the minutes of the meeting were sent to the shareholders together with the invitation to the meeting.

**The meeting moderator** allowed the meeting to raise questions or suggestions for revising the content in the minutes of the meeting. When no shareholders raised any questions or suggested revising the meeting minutes, the meeting moderator asked for voting.

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

The meeting passed a resolution to certify the minutes of the General Meeting of Shareholders 2022 held on April 30, 2022 without any amendments, as follows.

Agreed	115,351,441 votes	representing	100.0000%
Disagreed	0 vote	representing	0.0000%
Abstained	0 vote	representing	0.0000%
Voided ballot	0 vote	representing	0.0000%

**Resolution:** To certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 30, 2022.

## **Agenda 2 To consider and approve the new director appointment**

**The meeting moderator** Proposed to the meeting to consider the appointment of 2 new directors. To support the business operations of the company With the progressive growth, the company needs to have personnel with more knowledge, ability and experience. The Board of Directors therefore agreed that the Extraordinary General Meeting of Shareholders No. 1/2023 consider approving the appointment Dr. Sukhum Karnchanapimai, who has expertise medical administration and public health Take a position as a director of the company and appoint Mr. Boonyarit Kalayanamit, who has expertise in commerce and marketing. These 2 new directors, who are considered non-executive directors, after the appointment of the company There will be a total of 8 directors.

Name of directors		Position
<b>1. Dr. Sukhum</b>	<b>Karnchanapimai</b>	Director
<b>2. Mr. Boonyarit</b>	<b>Kalayanamit</b>	Director

The person nominated this time has gone through a careful screening and consideration process. With the care of the Board of Directors and the Nomination and Remuneration Committee was of the view that Dr. Sukhum Karnchanapimai, who specializes in medical administration. and public health and Mr. Boonyarit Kalayanamit, who has expertise in commerce and marketing, both of them are qualified persons and have no prohibited characteristics according to the relevant regulations or laws. as well as being a person with knowledge, ability and experience in a specific profession This will increase efficiency and diversity in the structure of the Board of Directors. And beneficial to the business of the company.

**The meeting moderator** gave the meeting an opportunity to ask questions and express their opinions on this agenda.

**Shareholder** Asked why the Company took the person to be appointed as the new director. who retired to sit and work as a director of the company Why doesn't the new generation of people of working age not be appointed? What are the reasons for appointing these 2 directors as directors? And will be able to help the hospital in which side

**Dr. Sittiwat Kamkatwong** (Chief Executive Officer) said that regarding the appointment of 2 new directors, the Company had clarified and published the news to the Stock Exchange of Thailand on January 10, 2023. The Board of Directors and the Nomination and Remuneration Committee are of the opinion that (1) Dr. Sukhum Kanchanapimai, who has expertise in medical administration; and public health, and (2) Mr. Boonyarit Kalayanamit who have expertise in commerce and marketing, both of whom are qualified persons and do not have prohibited characteristics according to the relevant regulations or laws. as well as being a person with knowledge, ability and experience in a specific profession This will increase efficiency and diversity in the structure of the Board of Directors. and

beneficial to the business operations of the Company. After the appointment, the Company will have a total of 8 directors.

**The meeting moderator** informed the meeting that A resolution on this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

The meeting considered Resolved to approve the appointment of 2 new directors by voting for the election of directors individually. with the following votes

2.1 Dr. Sukhum Karnchanapimai. The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and voted as follows:

Agreed	115,351,441 votes	representing	100.0000%
Disagreed	0 votes	representing	0.0000%
Abstained	0 vote	representing	0.0000%
Voided ballot	0 vote	representing	0.0000%

2.2 Mr. Boonyarit Kalayanamit. The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and voted as follows:

Agreed	115,351,441 votes	representing	100.0000%
Disagreed	0 votes	representing	0.0000%
Abstained	0 vote	representing	0.0000%
Voided ballot	0 vote	representing	0.0000%

Hence, the Board of Directors comprises of 8 members namely:

1. Assoc. Prof. Dr. Thanavath Phonvichai
2. Dr. Sittiwat Kamkatwong
3. Miss Poramaporn Pavarojkit
4. Mr. Thibdee Mangkalee
5. Miss Tiwaporn Kantasuwon
6. Mr. Warokart Tapsanant
7. Dr. Sukhum Karnchanapimai
8. Mr. Boonyarit Kalayanamit

**Resolution:** Appointment Approval (1) Dr. Sukhum Karnchanapimai and (2) Mr. Boonyarit Kalayanamit being a director.

### **Agenda 3 To consider and approve the investment in new hospital project**

**The meeting moderator** informed the meeting that the investment in New Hospital Project by purchasing 3,630,600 common shares in MD Hospital Ltd. (“MH”) at the par value of 10 baht per share, representing 90.77% of total paid-up shares of MH at the total value of 998,415,000 baht (“Transaction”).

The Transaction is considered as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets

B.E. 2547 (2004) dated 29 October 2004 (as amended) (the “Notifications on Acquisition or Disposal of Assets”).

The total transaction value calculated based on the Total Value of the Consideration Basis is 87.06% In addition, after combining such transaction values with other asset acquisition transactions of the Company occurring during the past six months prior to the entering into these transactions of 15.47%. The Transaction size by Total Value of Consideration Basis is 102.53% The Transaction constitutes a Class 4 Transaction pursuant to the Notifications on Acquisition or Disposal of Assets, with the transaction value of 100 percent or more. However, the entering into the Transaction does not constitute a backdoor listing on the Stock Exchange of Thailand (the “SET”) pursuant to the Notifications on Acquisition or Disposal of Assets because it falls under the exception of Clause 24 of the Notifications on Acquisition or Disposal where the Transaction meets all the following requirements, the SET may not treat it as a new listing application due to

1. The acquired business is in a similar line of business and supports the business of the Company
2. The Company does not have a policy to make a major change in its main business
3. After the acquisition of assets, the Company still has suitable qualifications for listing on the SET
4. There will be no material change in the composition of the Board of Directors, shareholders or controlling persons of the Company

Therefore, the Company is required to disclose the information memorandum to the Stock Exchange of Thailand (SET), to arrange for a shareholders’ meeting of the Company in order to obtain approval on the entering into the Transaction, whereby the resolution on the matter must be passed by votes of no less than three-fourths (3/4) of the total votes cast by the shareholders attending the shareholders’ meeting and eligible to vote, excluding the votes cast by the interested shareholders, and to appoint an independent financial advisor (IFA) to provide opinion on the appropriateness and the reasonableness of the Transaction to shareholders of the Company. In this regard, the Company has appointed Welcap Advisory Company Limited, which is a financial advisor approved by the Office of the Securities and Exchange Commission (the “SEC Office”), as its independent financial advisor to provide its opinions to the shareholders on the Transaction.

Please refer to the detail of Information according to the “Notifications on Acquisition or Disposal of Assets” on Information Memorandum regarding the Acquisition of Assets Attachment No. 3 and please consider the opinion of the Independent Financial Advisor on the asset acquisition transaction. According to the Attachment No. 4

The Board of Directors deemed it appropriate to propose the Shareholders’ Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the investment in New Hospital Project, including to negotiate, enter into, sign and amend the memorandum, agreements, other arrangements, contracts and documents relating to the investment in New Hospital Project, and to set out/change rules, conditions, period and other details necessary for and in connection with the investment in New Hospital Project, including to contact and prepare any applications or documents, and file such applications and/or documents with the relevant authorities, and take any arrangements as necessary and appropriate under the applicable laws to ensure the successful completion of such arrangements.

**The meeting moderator** gave the meeting an opportunity to ask questions and express their opinions on this agenda.

**Shareholder** Asked if investing in a new hospital project or Mahesak Hospital Originally the hospital specialized in what field? or a general hospital and where is it located



**Dr. Sittiwat Kamkatwong** (Chief Executive Officer) said that Mahesak Hospital It is a large hospital with 132 beds, opened for business on January 26, 1976 on an area of 613 square meters. The land and buildings are owned by MH (Freehold), located at No. 46/7-9 Mahesak Road, Suriyawong Subdistrict, Bang Rak District, Bangkok Close to Sathorn and Silom areas, which are business centers in the heart of Bangkok that provides medical services to general service recipients Cash patients and private insurance coupled with patients with state rights With a team of specialist doctors and nurses who take care of you closely and modern medical equipment for effective diagnosis by Mahesak Hospital Became a hospital in the Vibharam Hospital network in 2017.

**Shareholder** Asked if the real estate auction for investing in a new hospital project or Mahesak Hospital, the value of land and buildings, which is considered quite high, therefore inquired whether the Company had a mortgage burden on financial institutions or not. and after purchasing Mahesak Hospital Will it become a hospital in the IMH network?

**The meeting moderator** Said that the company did not have any mortgage obligations with financial institutions. And the company intends to invest in a new hospital project. by purchasing ordinary shares of the Company Mahesak Hospital Company Limited (“MH”) in the amount of 3,630,600 shares at a par value of 10 baht per share or 90.77 percent of the total issued shares of MH at a total price of 998,415,000 baht. Financial institutions are sufficient for the transaction after initial negotiations with financial institutions.

The company has appointed Welcap Advisory Co., Ltd., a financial advisor on the list approved by the SEC, as an independent financial advisor to provide opinions to the shareholders. shares of the Company in various matters relating to the investment in the new hospital project. by purchasing ordinary shares of the Company Mahesak Hospital Co., Ltd. (“MH”) by Welcap Advisory Co., Ltd. does not hold shares in the company. and has no relationship with the Company

In this regard, the report of the opinion of the Independent Financial Advisor appears in Enclosure 4, which was sent together with the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2023 and after the purchase of Mahesak Hospital. Mahesak Hospital will be a hospital in the IMH network.

**The meeting moderator** informed the meeting that A resolution on this agenda must be approved by a vote of not less than three-fourths of the shareholders attending the meeting and casting their votes. without counting the shareholders' equity

(During the consideration process, there were 6 additional shareholders, totaling 33 shareholders, holding a total of 115,360,757 shares.)

Agreed	115,247,157 votes	representing	99.9015%
Disagreed	113,600 votes	representing	0.0985%
Abstained	0 vote	representing	0.0000%
Voided ballot	0 vote	representing	0.0000%

**Resolution:** Adopted of investment in a new hospital project by purchasing ordinary shares of the Company Mahesak Hospital Company Limited (“MH”) in the amount of not more than 3,630,600 shares with a par value of 10 baht per share or not exceeding 90.77 percent of the total number of MH's issued shares, at a total price not exceeding 998,415,000 baht. to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the investment in New Hospital Project, including to negotiate, enter into, sign and amend the memorandum, agreements, other arrangements, contracts and documents relating to the investment in New Hospital Project, and to set

out/change rules, conditions, period and other details necessary for and in connection with the investment in New Hospital Project, including to contact and prepare any applications or documents, and file such applications and/or documents with the relevant authorities, and take any arrangements as necessary and appropriate under the applicable laws to ensure the successful completion of such arrangements.

**Agenda 4 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) in the amount not exceeding 53,750,000 units for allocation to the Company's existing shareholders in proportion to their shareholding percentage (Right Offering)**

**The meeting moderator** proposed to the meeting for approval The issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) to be allotted to the existing shareholders of the Company in proportion to their shareholdings (Right Offering), in the amount of not exceeding 53,750,000 units without offering value at the ratio of 4 ordinary shares per 1 unit of warrants as appeared in the details of the warrants (IMH-W1) Attachment No. 5 and Capital Increase Report Form (F53-4) as per Attachment No. 6

The Board of Directors agreed to propose to the shareholders' meeting for approval. In this regard, the Board of Directors or the Executive Committee or a person authorized by the Board of Directors or the Executive Committee shall be authorized to determine and amend the term of rights, conditions, and other details related to the warrant to purchase the ordinary shares which included the details of issuance and allotment, the first and the last exercise date and the exercise of right to convert the warrant to purchase ordinary shares, to enter to, negotiate, agree and sign in relevant documents and agreements, to execute and submit the application and necessary supporting documents to the Securities of Exchange Commission, related authorities and/or any relevant parties including the listing of the warrant to purchase ordinary shares on the Stock Exchange of Thailand, as well as to take any other action which are deemed necessary and appropriate related to the warrant to purchase the ordinary shares, the issuance and allotment of the warrant and the listing of the warrant on the Stock Exchange of Thailand to be completed in pursuant to the applicable laws.

However, the Company will not extend the term of the warrants or change the price or the exercise ratio unless there is any adjustment in accordance with the conditions on right adjustment.

**The meeting moderator** gave the meeting an opportunity to ask questions and express their opinions on this agenda.

**Shareholder** Asked if the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) to the existing shareholders of the Company in proportion to their shareholding (Right Offering) in the amount not exceeding 53,750,000 units. How many rights

**The meeting moderator** said that the Exercise price was 25 baht.

**The meeting moderator** informed the meeting that A resolution for this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

(During the consideration, there were 7 additional shareholders, a total of 40 shareholders, holding a total of 115,361,372 shares.)

The meeting considered Disapproval of the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) to the existing shareholders of the Company in proportion to their shareholding (Right Offering) in the amount of not more than 53,750,000 units with a majority vote. of the shareholders who attended the meeting and voted as follows:



Agreed	138,078 votes	representing	0.1197%
Disagreed	115,223,294 votes	representing	99.8803%
Abstained	0 vote	representing	0.0000%
Voided ballot	0 vote	representing	0.0000%

**Resolution:** Disapproved the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) to the existing shareholders of the Company in proportion to their shareholding (Right Offering) in the amount not exceeding 53,750,000 units.

**Agenda 5** To consider and approve the Company's registered capital by 26,875,000 baht from the current registered capital of 107,500,000 baht to be 134,375,000 baht by issuing 53,750,000 new ordinary shares at a par value of 0.50 baht per share and the amendment of Memorandum of Association Clause 4 to be consistent with the capital increase registration

The meeting moderator proposed to the meeting that To be consistent with Agenda 4. the increase of the Company's registered capital in the amount of 26,875,000 baht from the current registered capital of 107,500,000 baht to be the registered capital of 134,375,000 baht by issuing 53,750,000 new ordinary shares at a par value of 0.50 baht per share to reserve the exercise of warrants to purchase ordinary shares of the Company (IMH-W1), details appear in the capital increase report form (F 53-4) Attachment No. 6 and approved the amendment of the Company's Memorandum of Association Clause 4. Re: Registered Capital to be consistent with the Company's registered capital increase as follows:

Clause 4.	Total registered capital	134,375,000	baht	(One hundred thirty-four million three hundred seventy-five thousand baht)
	Divided into	268,750,000	shares	( Two hundred sixty-eight million seventy-five thousand shares)
	Par value	0.50	baht	(Fifty satang)
	Divided into:			
	Ordinary shares	268,750,000	shares	( Two hundred sixty-eight million seventy-five thousand shares)
	Preference shares	-	shares	( - shares)

The Company is in the process of distributing the repurchased shares under the share repurchase program. by offering for sale in the Stock Exchange of Thailand. The company can go out in full amount. The Company will not be able to increase its capital to accommodate such warrants. Before issuing such warrants, the Board of Directors will have a resolution to deal with the Company's remaining treasury shares. and will notify investors in order to comply with relevant laws.

The Board of Directors agreed to propose to the shareholders' meeting for approval. In this regard, the Board of Directors or the Executive Committee or a person authorized by the Board of Directors or the Executive Committee shall be authorized to sign the application or any documents related to the registration of the Company's Memorandum of Association amendment with the Department of Business Development, the Ministry of Commerce, to amend, add or change the application or words in such documents related to the capital increase registration and the Company's Memorandum of Association amendment that shall file to the Department of Business Development, the Ministry of Commerce, including to conduct any activity as it deemed appropriate and in accordance with the laws, regulations, and interpretations of relevant matters from the government agencies, including the instructions or order of registrar or officer.

**The meeting moderator** gave the meeting an opportunity to ask questions. It appeared that no shareholder raised any question or comment on this agenda, so the meeting was requested to vote.

**The meeting moderator** informed the meeting that A resolution for this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

The meeting considered Disapproving the increase of the Company's registered capital in the amount of 26,875,000 baht from the original registered capital of 107,500,000 baht to the registered capital of 134,375,000 baht by issuing 53,750,000 additional ordinary shares at a par value of 0.50 baht per share and the amendment to Clause 4. of the Memorandum of Association to be in line with with the registration of capital increase with a vote of not less than three-fourths of the shareholders attending the meeting and voting as follows:

Agreed	138,078 votes representing	0.1197%
Disagreed	115,223,294 votes representing	99.8803%
Abstained	0 vote representing	0.0000%
Voided ballot	0 vote representing	0.0000%

**Resolution:** Disapproved an increase in the registered capital of the company in the amount of 26,875,000 baht from the existing registered capital of 107,500,000 baht to the registered capital of 134,375,000 baht by issuing 53,750,000 additional ordinary shares at a par value of 0.50 baht per share and the amendment to Clause 4. of the Memorandum of Association to be consistent with registration of capital increase

**Agenda 6** To consider and approve the allotment of the newly issued ordinary shares in the amount of not exceeding 53,750,000 shares to reserve the exercise of rights to purchase ordinary shares of the Company No.1 (IMH-W1)

**The meeting moderator** proposed to the meeting that To be consistent with Agenda 4 and Agenda 5. The allotment of the newly issued ordinary shares in the amount of not exceeding 53,750,000 shares with a par value of 0.50 baht per share to reserve the exercise of rights to purchase ordinary shares of the Company No.1 (IMH-W1) to be allotted to the existing shareholders of the Company in proportion to their shareholdings (Right Offering)

**The meeting moderator** Inquired at the meeting if any shareholders wished to ask for additional information. It appeared that no shareholder asked further questions. Therefore asked the meeting to vote.

**The meeting moderator** informed the meeting that A resolution on this agenda must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

The meeting considered Disapproving the allocation of not more than 53,750,000 newly issued ordinary shares to accommodate the exercise of the warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) with a majority vote of the shareholders who attended the meeting and voted. Vote as follows:

Agreed	138,078 votes representing	0.1197%
Disagreed	115,223,294 votes representing	99.8803%
Abstained	0 vote representing	0.0000%
Voided ballot	0 vote representing	0.0000%

**Resolution:** Disapproved the allocation of not more than 53,750,000 newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1).

**Agenda 7**      **Other business (if applicable)**

-None-

**The meeting moderator** gave an opportunity for shareholders to express their opinions and make suggestions on various matters

**Shareholder** Asked if at the 2023 Annual General Meeting of Shareholders the Company did not know if the date, time and place of the meeting had been set or not.

**The meeting moderator** Said that the company had informed the news through the Stock Exchange of Thailand on February 28, 2023, having resolved to schedule the 2023 Annual General Meeting of Shareholders on Saturday, April 29, 2023 at 1:00 p.m. at the SD Ave Hotel. New (Pinklao) Pinklao Room, 3rd Floor, No. 94 Boromarajonani Road, Bamru Subdistrict, Bang Phlat District, Bangkok 10700 to consider various matters. according to the agenda as follows:

Agenda 1 To approve of Minutes of the 2022 Annual General Meeting of Shareholders

Agenda 2 To consider and approve the new director appointment

Agenda 3 To consider and approve the investment in new hospital project

Agenda 4 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (IMH-W1) in the amount not exceeding 53,750,000 units for allocation to the Company's existing shareholders in proportion to their shareholding percentage (Right Offering)

Agenda 5 To consider and approve the Company's registered capital by 26,875,000 baht from the current registered capital of 107,500,000 baht to be 134,375,000 baht by issuing 53,750,000 new ordinary shares at a par value of 0.50 baht per share and the amendment of Memorandum of Association Clause 4 to be consistent with the capital increase registration

Agenda 6 To consider and approve the allotment of the newly issued ordinary shares in the amount of not exceeding 53,750,000 shares to reserve the exercise of rights to purchase ordinary shares of the Company No.1 (IMH-W1)

Agenda 7 Others (If any)

**The meeting moderator** Inquired at the meeting if any shareholders wished to ask for additional information. when no one asked further questions Then thanked and next in line to invite the chairman to close the meeting.

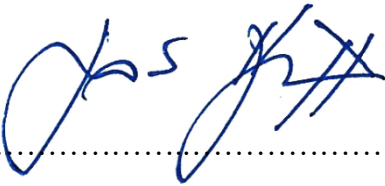
**Dr. Sittiwat Kamkatwong** (Chief Executive Officer) said that after the company has invested in a new hospital project or Mahesak Hospital already that Will develop changes for the better like IMH Thonburi Hospital, such as services and renovations, etc. It is expected that in the third quarter of 2023 there will be revenue recognition of Mahesak Hospital. Mahesak Hospital is a large general hospital with 132 beds, which is larger than IMH Thonburi Hospital with 100 beds. and would like to invite the President Assoc. Prof. Dr. Thanavath Phonvichai declared the meeting closed.


**The chairman** said that the current Thai economic situation began to recover gradually after Dr. Sithiwat Kamutwong (Chief Executive Officer) had said a moment ago that IMH acted for the benefit and long-term returns of all shareholders. Whether investing in a new hospital project or Mahesak Hospital (Silom side area), IMH Thonburi Hospital (Thonburi side area) and Bearing Hospital. (Southern Bangkok area) All 3 hospitals will be hospitals in the IMH network as a base for the growth of the company. which will generate more income and also including the appointment of 2 new directors, namely (1) Dr. Sukhum Kanchanapimai, former Permanent Secretary of the Ministry of Public Health who has expertise in medical administration and public health, and (2) Mr. Bunyarit Kalayanamit, former permanent secretary of the Ministry of Commerce. who has expertise in commerce and marketing. Both of them have expertise, knowledge, ability and experience in specific professions. This will increase efficiency and diversity in the structure of the Board of Directors. And beneficial to the business of the company.

In every meeting of the Board of Directors The board of directors will rely on shareholders as the main business operation of the company. for transparency May the shareholders have confidence and confidence in the Company's business operations.

and thank you to all shareholders and attendees who came together today I hope that at the 2023 Annual General Meeting of Shareholders on Saturday, April 30, 2023, it would be kindly received from the shareholders to attend the meeting in unison. and presented good comments for the benefit of further development of the Company

The Meeting adjourned at 10.16 hrs

Signature .....  Chairman of the meeting  
(Assoc. Prof. Dr. Thanavath Phonvichai)

Signature.....  Company Secretary  
(Miss Sirilux Rating) Person recording minutes of the meeting