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บริษัท โรงพยาบาลอินเตอร์เมดิคัล แคร์ แอนด์ แล็บ จำกัด (มหาชน)
Intermedical Care and Lab Hospital Public Company Limited

Invitation to attend the AGM 2021

Friday 16 April 2021 at 10.00 a.m.

At the S.D. Avenue hotel, Pinklao Room 3 Floor,

94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat,

Bangkok 10700, Thailand



บริษัท โรงพยาบาลอินเตอร์เมดิคัล แคร์ แอนด์ แล็บ จำกัด (มหาชน)

INTERMEDICAL CARE AND LAB HOSPITAL PUBLIC COMPANY LIMITED. Tel. 0-2865-0044-9 Fax. 0-2410-4756
442 ถนนบางแวก แขวงบางแวก เขตภาษีเจริญ กรุงเทพมหานคร 10160 ทะเบียนเลขที่ 0107561000269

Ref. IMH 013/2021

March 16, 2021

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2021

To : Shareholders of the Intermedical Care and Lab Hospital Public Company Limited

Attachment

1. Copy of the minutes of the 2020 Annual General Meeting of Shareholders on April 23, 2020;
2. 2020 Annual Report (in from of QR code) ;
3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
4. Definition of "Independent Director"
5. Profile of Independent Directors being Nominated as Proxies by Shareholders
6. Company's Articles of Association Relating to the General Meeting of Shareholders
7. Document and Evidences Required for the Shareholder to Present for Meeting Attendance
8. Procedures for attending the 2021 Annual General Shareholders' Meeting
9. Proxy From A, B and C
10. Map of the Meeting Venue

The resolutions of the Board of Directors' Meeting No. 1/2021 on Friday 25 February 2021 had recently resolved to hold the AGM for the Year 2021 on **Friday 16 April 2021 at 10.00 a.m.** at the S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand. The agenda of Annual General Meeting for the year 2021 would be as follows:-

Agenda 1 : **To acknowledge the matters notified by the Chairman of the Board;**

Agenda 2 : **To consider and adopt the minutes of the AGM of Shareholders for the Year 2020;**

Purpose and Reason : The Minutes of the 2020 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and the copy of the said Minutes is provided and the copy of the said Minutes is provided here as **Attachment No. 1**

Board of Directors' opinion : The Board of Directors has considered that the minutes of the 2020 Annual General Meeting of Shareholders were properly and accurately recorded and therefore it is proposed that the shareholders certify such minutes.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 3 : **To consider and approve the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31st December 2020;**

Purpose and Reason : In compliance with relevant law stipulating that a company shall prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders, Meeting for approval. Details

are appeared in the 2020 Annual Report under the section of “Report and Financial Statements”, which is attached with this notice in **Attachment No. 2.**

The contents could be largely summarized as follows :

Unit: Million Baht

Items	2021	2020	2019
Total Assets	491.20	535.16	290.38
Total Liabilities	56.22	83.56	124.47
Total Shareholders' Equity	434.98	451.59	165.9
Total paid-up Capital	107.50	107.50	80.00
Sales and Service Income	238.21	333.93	320.25
Net Income	(16.61)	10.5	14.07
Earnings per Share (Baht / Share)	(0.08)	0.07	0.09

Board of Directors' opinion : After due consideration, the Board found it appropriate to propose to the shareholders' meeting for approval of said financial statements.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 4 : **To consider and approval of no dividend payment of the Year as ended December 31, 2020 and no allocation of the net profits as the legal reserve;**

Purpose and Reason : The company has a policy to pay dividends to shareholders. At the rate of not less than 40% of the net profit of the company financial statements after tax deduction and legal reserve and other reserves (if any). However, such dividend payment may be subject to change Which will depend on the performance, financial status, liquidity, business expansion. The need for working capital for operations Investment plans and future business expansion, market conditions, suitability and other factors Related to the operations and administration of the company Under the condition that The company must have enough cash for business operations. And the aforementioned action must bring maximum benefit to the shareholders as the Board of Directors and / or the shareholders of the company deems appropriate.

Board of Directors' opinion : Board resolutions Approve the omission of dividend payment for the year 2020 and no profit allocation as legal reserve Must be proposed for approval from the shareholders' meeting. Because the company has a net loss. Except for the interim dividend payment which the Board of Directors Has the power to approve the payment of interim dividends Which will report to the shareholders' meeting in the next meeting.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 5 : **To consider and approval of the appointment of Auditor and determination of audit fee for the Year 2021;**

Purpose and Reason : In compliance with the Public Company Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. The Audit Committee considered the performance of the company auditors in the past year and was of the view that the company

auditors were considered to be knowledgeable and capable persons advocating good corporate practice principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission. Accordingly, The Audit Committee resolved to recommend to The Board of Board of Directors to further propose to the shareholder' meeting for appointment of company auditors for year 2021 from A.M.T. & Associates according to name list of auditors as follows:

1. Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885
as the Company's auditor for the years 2015 - 2019, or 5 years. or
2. Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563
as the Company's auditor for the years 2020 - 2020, or 1 years. or
3. Miss. Daranee Somkamnerd, Certified Public Accountant No. 5007
as the Company's auditor - None. or
4. Miss. Jarunee Nuammae, Certified Public Accountant No. 5596
as the Company's auditor - None. or
5. Mr. Siramet Akkarachotikunanan Certified Public Accountant No. 11821
as the Company's auditor - None. or
6. Miss Yaowalak Somprasert Certified Public Accountant No. 11902
as the Company's auditor - None.

Anyone of these four authorized to conduct the audit and express an opinion on the company's financial statements. In the event that those auditors are unable to perform their duties, A.M.T. & Associates is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

Audit remuneration details proposed for 2021 as compared to 2020

Unit: Baht

Company	2021	2020	change	(%)
Intermedical Care and Lab Hospital Public Company Limited				
1. Audit Fee	1,750,000	1,780,000	30,000	1.68
2. Non-Audit Fee	Actual cost	-	-	-
Subsidiary company				
Accufas Lab center CO., LTD				
1. Audit Fee	580,000	650,000	70,000	10.76
2. Non-Audit Fee	-	-	-	
Total	2,330,000	2,430,000	100,000	12.44

Board of Directors' opinion : The Board recommends the Meeting to consider and approved the appointment of Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 and/or Miss. DaraneeSomkamnerd, Certified Public Accountant No. 5007 and/or Miss. Jarunee Nuammae, Certified Public Accountant No. 5596 and/or Mr. Siramet Akkarachotikunanan, Certified Public Accountant No. 11821 and/or Miss Yaowalak Somprasert, Certified Public Accountant No. 11902 of A.M.T. & Associates to be the auditors of the Company for the year 2021.

In this regard, one of such person shall audit and give an opinion to the financial statements of the Company. In case such auditors could not perform the work as the Company's auditors, the audit firm shall provide other certified public accountants to carry out the work. And determined their remuneration of auditing fee of the Company for the year 2021 to be 2,330,000.00 Baht according to proposal of the Audit Committee. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 6 : To consider and approval of the re-appointment of directors who retire by rotation and the nomination of a new director;

Purpose and Reason : According to The Public Company Act B.E. 2535 and the Article 18 of the Company's Articles of Association, at the annual shareholders' meeting each year, one-third of the sitting directors would be required to retire upon term completion, whereby such retiring directors were eligible for re-election to serve another term. Out of the total 6 company directors, 3 director due to retire upon term completion at the shareholders, general meeting were as follows:

Name of directors		Position
1. Miss. Poramaporn Pavarojkit		Director (Authorized Signatory) / Deputy Chief Executive Officer / Executive Committee / Chairman of Social Responsibility Working Group / Nomination and Remuneration Committee / Risk Management Committee Working Group / Committee of the Corporate Governance Committee Working Group
2. Mr. Thibdee Mangkalee		Director / Executive Committee / Chairman of the Risk Management Working Group
3. Mr. Warokart Tapasanant*		Director / Independent Director / Audit Committee / Chairman of the Corporate Governance Working Group / Nomination and Remuneration Committee

Remark : *Mr. Warokart Tapasanant independent directors served as company director for less than 9 years.

The company had earlier provided the shareholders with the opportunity to nominate candidate to consider as company director to the shareholders' meeting for 2021 in advance, during the period of November 16, 2020 until February 16, 2021. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For said nomination process, proper careful consideration were exercised by The Nominating Committee in selecting qualified candidates on an individual basis as the members of The Nominating Committee with interests did not vote to select themselves, in compliance with existing company rules and criteria relating to such position consideration.

The Nominating unanimously resolved to recommend to The Board of Directors to nominate above 3 outgoing directors to the shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors.

Board of Directors' opinion : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis. Due consideration were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements. The Board of Directors ensured that candidates did not possess any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, and the requirement of The Securities and Exchange Commission. Accordingly, The Board of Directors resolved to endorse the proposal by the Nominating Committee, to nominate 3 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors, namely Miss. Poramaporn Pavarojkit, Mr. Thibdee Mangkalee, and Mr. Warokart Tapasanant.

Enclosed please find the profile of the persons being nominated as directors and the definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per

Attachment No. 3

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 7 : To consider and approval of the directors' remuneration for the year 2021;

Purpose and Reason : According to Clause 33 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer, meeting allowance, and annual retainer. The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with responsibility and performance also, to be as an incentive for the directors. The committee recommended that the remuneration budget for the Board and its sub-committee in 2021 should be starting from January 1, 2021 until the shareholders' meeting resolves otherwise.

The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with the responsibility and performance also, to be as an incentive for the directors. To approve this matter, a resolution must be passed by a vote of not less than two-thirds of the shareholders who attend the meeting.

Details of the criteria for the directors' remuneration were based on the consideration of the Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with other companies in similar businesses.

For the year 2021, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding Baht 5 hundred thousand same as the year earlier, according to remuneration details as follows:

Details	2021	2020	2019
Budget / baht	500,000	500,000	400,000
1. Board of Director			
Chairman	20,000 Baht / Time	20,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	12,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No
2. The Audit Committee			
Chairman	20,000 Baht / Time	20,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	12,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No
3. Nomination and Remuneration Committee			
Chairman	20,000 Baht / Time	20,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	12,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No

Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting.

Board of Directors' opinion : Approved the determination of the remuneration of the directors for the year 2021 in from of meeting allowance and other consideration in the amount of not exceeding Baht 500,000 (Five hundred thousand Baht) which is equivalent to the remuneration of the year 2020.

Voting resolution : A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

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

You are cordially invited to attend this meeting at the date, time and venue stated above. You can scan the QR Code to view documents related to this meeting. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.intermedthai.com) from March 16, 2021 enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 10.00 a.m. To speed up the registration process, you are requested to fill out the Registration Form and bring your identity card, or passport, or government official identity card, or driver's license as evidence of your right to attend the meeting (please refer to **Attachment No. 7**)

In order for the company to expedite the verification procedures for related necessary documents, may we seek your cooperation to please send your proxy appointment form, so as to reach the company by Monday, April 5, 2021 at the latest, to the following address;

Company Secretary
Intermedical Care and Lab Hospital Public Company Limited
442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: sirilux.r@intermedthai.com

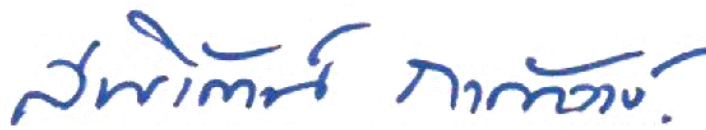
In addition to the situation of the spread out of corona virus disease (COVID-19). The company is concerned about the situation and in order to prevent the spread out of disease. Outbreak should follow the suggestion of the Securities and Exchange Commission and appoint any of the Company's independent directors in **Attachment No. 5.** To attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form C in **Attachment No. 9.** Or download the Proxy Form from the Company's website. Furthermore, the shareholders or proxy holders who have body temperatures of 37.5 degrees Celsius or higher or who are exhibiting other high-risk symptoms, are requested **not to attend** the meeting in accordance with public health standards.

Policy on Corporate Gifts

In compliance with regulator guidance, the Company provides no gifts at the General Meeting of Shareholders, encouraging shareholders to focus on the Company's performance.

Please be informed accordingly and requesting cooperation in action

Yours faithfully,



(Dr. Sittiwat Kamkatwong)

Chief Executive Officer

Intermedical Care and Lab Hospital Public Company Limited