# 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

Attachment 1

## Minutes of the Annual General Meeting of the Shareholders 2021 of Intermedical Care and Lab Hospital Public Company Limited

# Date, time, and place

The meeting was held on Friday, 16 April 2021, 10.00 hrs. At S.D. Avenue Hotel (Pinklao), Pinklao Room, 3rd Floor, No. 94 Borommaratchachonnani Road, Bamrung Subdistrict, Bang Phlat District, Bangkok 10700

Total seven shareholders attended the meeting in person, holding 107,545,302 shares, or 50.02 percent. There were 80 shareholders assigned a proxy holder, holding a total of 12,899,531 shares or 6.00 percent. Total 87 shareholders attending the meeting in person and via proxy holders held 120,444,833 shares or 56.02 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 Annual General Meeting of Shareholders for the year 2021.

Associate Professor 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. Thibodhi Mangkhalee, the director, to act as a meeting moderator ("meeting moderator") to introduce five Inter Medical Care and Lab Public Company Limited directors attending the meeting. The attending directors representing 83.33 percent of total directors, namely as follows.

| 1. Associate Professor Dr. Thanavath |            | Phonvichai Chairman of the Board of Directors / Chairman of the<br>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. Mr. Warokart                      | Tapsanant  | Independent Director / Member of the Audit Committee /   |
|                                      |            | Chairman of the Corporate Governance Unit / Member of the  |
|                                      |            | Nomination and Remuneration Committee  |

and Miss Tiwaporn Kuntasuwon, Independent Director / Member of the Audit Committee / Member of the Corporate Governance Unit and Chairman of the Nomination and Remuneration Committee - requested not to attend the meeting.

Attending directors are as follows.

| 1. Miss Ratchaneeporn                                | Mokkarawut             | President of Accounting and Finance and Chief /<br>Acting Accounting Manager / Member of Audit Committee |
|--|------------------------|--|
| <ol> <li>Mr. Witoon</li> <li>Miss Sirilux</li> </ol> | Wonglaemsing<br>Rahong | Assistant CPA of A.M.T. Associates<br>Company Secretary  |

Prior to proceeding with the meeting, the chairman thanked Khun Sadapphin Krissadanarakorn, 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 Annual General Meeting of Shareholders for 2021 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 of Agenda 7: Consideration and approval of directors' compensation for the year 2021, the decision requires at least two-thirds (2/3) of the votes by attending shareholders.

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.

**The meeting moderator** reported that the Company has allowed shareholders to propose the matter as a meeting agenda and propose a list of persons for nomination as a director. Details, criteria, and procedures of proposing meeting agenda and lists of person for directorship are established on the Company's website from 16 November 2020 to 16 February 2021. No shareholders proposed any matter as a meeting agenda or list of persons for directorship.

When there were no questions raised concerning voting procedures, counting votes, and showing voting results, the meeting moderator proposed to the meeting to consider the agenda as follows.

## Agenda 1 The matter which the chairman of the meeting has informed the meeting.

**The chairman** of the meeting welcomed shareholders and thanked everyone for attending the Annual General Meeting of Shareholders 2021 for dedicating their time. Then the chairman of the meeting informed the meeting of the following matters.

In 2020, Inter Medical was ranked 4 stars or Very Good with a score of 81 points for its Corporate Governance Report of Thai Listed Companies – GCR 2020 from the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand. Additionally, the Company received 97 points from assessing the quality of the annual general meeting of shareholders 2020 by the Thai Investor Association.

The chairman of the meeting allowed shareholders to inquire and express their opinions.

None of the shareholders inquired or expressed opinions.

**Resolution:** Since the first agenda is for informing purposes, there was no resolution required.

# Agenda 2To consider and certify the minutes of the Annual General Meeting of<br/>Shareholders 2020

The **meeting moderator** moved that the minutes of the General Meeting of Shareholders 2020, held on 23 April 2020, 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 2020 held on 23 April 2020 without any amendments, as follows.

| Agreed        | 119,704,233 votes | representing | 99.3851% |
|---------------|-------------------|--------------|----------|
| Disagreed     | 0 vote            | representing | 0.0000%  |
| Abstained     | 740,600 votes     | representing | 0.6149%  |
| Voided ballot | 0 vote            | representing | 0.0000%  |

**Resolution:** To certify the minutes of the Annual General Meeting of Shareholders held on 23 April 2020.

# <u>Agenda 3</u>: To consider and approve the statement of financial position and profit and loss statement of the Company and subsidiaries for the year ending as of 31 December 2020.

**The meeting moderator** proposed to the meeting to consider the statement of financial position and profit and loss statement of the Company and the subsidiary for the ending year as of 31 December 2020, which has been audited and certified by the auditor from A.M.T. Associates and has been approved by the Audit Committee as appeared in the Annual Report 2020 page 172-218 in Consolidated Financial Statement which was sent together with the invitation letter to the meeting in QR Code format.

Intermedical Care and Lab Hospital Public Company Limited

#### The key information was summarised as follows.

Statement of financial position of Inter Medical Care and Lab PCL and subsidiary as of 31 December 2020.

|   |                     |        | Unit: M | Iillion Baht |  |  |
|---|---------------------|--------|---------|--------------|--|--|
| Item                                      | Item 2020 2019 2018 |        |         |              |  |  |
| 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   |              |  |  |
| Paid-up share value                       | 107.50              | 107.50 | 80.00   |              |  |  |
| Incomes from sales and services           | 238.21              | 333.93 | 320.25  |              |  |  |
| Net profit (loss)                         | (16.61)             | 10.5   | 14.07   |              |  |  |
| Earnings per share (loss)<br>(Baht/share) | (0.08)              | 0.07   | 0.09    |              |  |  |

**The meeting moderator** allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

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

After consideration, the meeting approved the annual financial statement ending 31 December 2020 with the votes.

| Agreed        | 120,444,833 votes | representing 1 | 00.0000% |
|---------------|-------------------|----------------|----------|
| Disagreed     | 0 vote            | representing   | 0.0000%  |
| Abstained     | 0 vote            | representing   | 0.0000%  |
| Voided ballot | 0 vote            | representing   | 0.0000%  |

**<u>Resolution</u>**: Approve the statement of financial position and profit and loss statement of the Company and subsidiaries for the year ending as of 31 December 2020.

# **<u>Agenda 4</u>** To consider and approve the suspension of a dividend payment from operating result for the year 2020 and suspension of appropriation of profit as legal reserves.

The meeting moderator informed the meeting that the Company has the policy to pay out an annual dividend of not less than 40 percent of net profit stated in the separate financial statement after deducting taxes and reserves as stipulated by law and other reserves (if any). However, the dividend payment is subject to changes depending on operation result, financial status, liquidity, business expansion, necessities to use working capital, investment plan, business expansion in the business, market situation, reasonableness, and other related factors to the extent that the Hospital must have

sufficient cash for business operation and such operation must generate highest benefits to shareholders as considered appropriate by the Board of Directors and/or shareholders.

The Board of Directors considered that the shareholders should approve the cancellation of dividend payment for the operating result year 2020 and to cancel the appropriation of appropriation as a legal reserve due to net loss, except the interim dividend payment which the Board of Directors is authorised to approve and will be reported to the next shareholders' meeting.

The meeting moderator allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

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

After consideration, the meeting approved the cancellation for dividend payment for operating the result year 2020 and the cancellation of the appropriation as a legal reserve by the votes.

| -             |                   | -            | -         |
|---------------|-------------------|--------------|-----------|
| Agreed        | 120,444,833 votes | representing | 100.0000% |
| Disagreed     | 0 vote            | representing | 0.0000%   |
| Abstained     | 0 vote            | representing | 0.0000%   |
| Voided ballot | 0 vote            | representing | 0.0000%   |

**<u>Resolution</u>**: The meeting approved the cancellation for dividend payment for operating result year 2020 and the cancellation of the appropriation as a legal reserve.

## Agenda 5 To consider and appoint an auditor and determine the audit fee for the year 2021

The meeting moderator proposed to the meeting to consider and approve the appointment of the auditor and to determine compensation for the year 2021 and reported to the meeting the compliance with the articles of association and the Public Company Act 2535, which required that the auditor and auditor's compensation is appointed in the annual general meeting of shareholders. In 2021, the Company has appointed Mr. Chaiyoot Angsuwittaya, a certified public auditor license no. 3885 or Mrs. Natsarak Sarotnanthacheen, a certified public auditor license no. 4563 or Miss Daranee Somkamnerd, a certified public auditor license no. 5007 or Miss Jarunee Nuammae, a certified public auditor license no. 11821 or Miss Yaowaluck Somprasert, a certified public accountant license no. 11902 on behalf of A.M.T. Associates as an auditor of the Company and subsidiaries.

After consideration on the performance of the auditor during the previous year, the Audit Committee is of the opinion that the auditor has knowledge, skill and good working standard, well understanding in the business of the Company and subsidiary and is dependent on performing his duties, having full qualifications as required in the articles of association, and requirement of the Securities and Exchange Commission, and agreed to propose to the Board of Directors' meeting to propose to the shareholders for an appointment the auditor from A.M.T. Associates for the year 2021. The list of the auditors is namely below. Intermedical Care and Lab Hospital Public Company Limited

| Numb             |                   | fied public accountant (CPA) no. 3885<br>per of year auditing within the past 5 years : 5 years<br>5 - 2019) or;            |
|------------------|-------------------|---|
| 2. Mrs. Natsarak | Sarotnanthacheen  | Certified public accountant (CPA) no. 4563<br>Number of year auditing within the past 5 years : 1 year<br>(2020 - 2020) or; |
| 3. Miss. Daranee | Somkamnerd        | Certified public accountant (CPA) no. 5007<br>Number of year auditing within the past 5 years : -none- or;                  |
| 4. Miss Jarunee  | Nuammae           | Certified public accountant (CPA) no. 5596<br>Number of year auditing within the past 5 years : -none- or;                  |
| 5. Mr. Sirameth  | Akkarachotikulnan | Certified public accountant (CPA) no. 11821<br>Number of year auditing within the past 5 years : -none- or;                 |
| 6. Ms. Yaowalak  | Somprasert        | Certified public accountant (CPA) no. 11902<br>Number of year auditing within the past 5 years : -none- or;                 |

The auditors are the same for performing auditing in a subsidiary. They are independent, having no relation or interest with the Company and subsidiary, executives, major shareholders, or person related to such person. The Company and subsidiary will not pay compensation for other services to the auditor's company, individual, or business related to the auditor and company where the auditors are designated.

On behalf of A.M.T. Associate, as an auditor of the Company for the year 2021, one of the auditors will perform the audit and express the opinions on the Company's financial statement. In the event the said CPA is unable to complete the work, A.M.T. Associate will assign another CPA from A.M.T. Associate to perform the work. The meeting approved the auditor's fee for the Company and subsidiary for 2021 amount to 2,330,000.00 baht (two million three hundred thirty thousand Baht only), which was 100,000 baht lower than the previous year or 12.44 percent as proposed by the Audit Committee.

The meeting moderator allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

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

Resolution: After consideration, the meeting passed to approved the appointment of Mr. Chaiyoot Angsuwittaya, a certified public accountant (CPA) no. 3885 or Mrs. Natsarak Sarotchanuntcheen, a certified public accountant (CPA) no. 4563 or Miss Daranee Somkamnerd, a certified public accountant (CPA) no. 5007 or Miss Jarunee Nuammae, a certified public accountant (CPA) no. 5596 or Mr. Sirameth Akkarachotikulnan, a certified public accountant license no. 11821 or Miss Yaowaluck Somprasert, a certified public accountant license no. 11902 on behalf of A.M.T. Associate, as an auditor of the Company and subsidiaries for the year 2021, one of the auditors will perform the audit and express the opinions on the Company's financial statement and subsidiaries'. In the event the said CPA is unable to perform the work, A.M.T. Associate will assign another CPA



from A.M.T. Associate to perform the work. The meeting approved the auditor's fee for the Company and subsidiary for 2021 amount to 2,330,000.00 baht (two million three hundred thirty thousand Baht only), as proposed by the following votes.

| Agreed        | 120,444,833 votes | representing | 100.0000% |
|---------------|-------------------|--------------|-----------|
| Disagreed     | 0 vote            | representing | 0.0000%   |
| Abstained     | 0 vote            | representing | 0.0000%   |
| Voided ballot | 0 vote            | representing | 0.0000%   |

**<u>Resolution</u>**: The meeting approved Mr. Chaiyoot Angsuwittaya, a certified public accountant (CPA) no. 3885 or Mrs. Natsarak Sarotchanuntcheen, a certified public accountant (CPA) no. 4563 or Miss Daranee Somkamnerd, a certified public accountant (CPA) no. 5007 or Miss Jarunee Nuammae, a certified public accountant (CPA) no. 5596 or Mr. Sirameth Akkarachotikulnan, a certified public accountant license no. 11821, or Miss Yaowaluck Somprasert, a certified public accountant license no. 11902 on behalf of A.M.T. Associate, as an auditor of the Company for the year 2021. Additionally, the meeting approved the auditor's fee for the Company for the year 2021 amount to 2,330,000.00 baht.

# <u>Agenda 6:</u> To consider and approve the appointment of the director to replace those who retire by rotation.

**The meeting moderator** proposed to the meeting to select the director(s) to replace the one who retires by rotation and to be in compliance with the articles of association, clause 18, which states that at the Annual General Meeting of Shareholders, one-third (1/3) of all directors shall resign by rotation. There are three directors to retirement in this meeting by rotation, namely 1 Miss Poramaporn Pavarojkit 2. Mr. Thibdee Mangkalee 3. Mr. Warokart Tapsanant

The Company allowed shareholders to propose the person's name with suitable qualifications and without prohibited characteristics as a director under the criteria disclosed on the Company's website from 16 November 2020 to 16 February 2021. When there was no proposal of name sent to the Company, the Nomination and Remuneration Committee, which excluded the stake-holding director, considered the suitability and qualifications as stipulated in the Public Company Act 2535 and notification of the Stock Exchange of Thailand, Securities and Exchange Commission and the Capital Market Advisory Board, including the suitability as a benefit to the Company operation, and the qualifications, ability, and experience of the directors which should be various and inconsistent to the business strategy. Based on the directorship's analysis, skill, experience, knowledge, and expertise, it is agreed to propose that the three directors named above hold the directorship for another term of office.

**The meeting moderator** stated in the meeting that as of 31 March 2021, the Company received the director candidate proposal. The shareholders nominated one person out of the prescribed period between 16 November 2020 - 16 February 2021.

The meeting moderator allowed shareholders to raise a question and express their opinions.

**Ms. Sadapphin Krissadanarakorn** (a proxy holder from the Thai Investor Association) inquired, "Khun Warokart Tapsanant who hold Independent Director position for less than nine years when was his first term of office?"

**The meeting moderator** answered, "his first term of office as described in the information about a director who retires by rotation which has been sent to shareholders together with the invitation letter via QR Code on 31 May 2019."

The meeting moderator allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

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

After consideration, the meeting approved the appointment of 3 directors to continued another term of office as a director. The resolution of each director is as follows.

6.1 Miss Poramaporn Pavarojkit: The meeting has a majority of votes from attending shareholders who put the votes as follows.

| Agreed        | 120,404,833 votes | representing | 99.9668% |
|---------------|-------------------|--------------|----------|
| Disagreed     | 0 vote            | representing | 0.0000%  |
| Abstained     | 40,000 votes      | representing | 0.0332%  |
| Voided ballot | 0 vote            | representing | 0.0000%  |

6.2 Mr. Thibdee Mangkalee: The meeting has a majority of votes from attending shareholders who put the votes as follows.

| Agreed        | 119,664,233 | votes | representing | 99.3519% |
|---------------|-------------|-------|--------------|----------|
| Disagreed     | 740,600     | votes | representing | 0.6149%  |
| Abstained     | 40,000      | votes | representing | 0.0332%  |
| Voided ballot | 0           | vote  | representing | 0.0000%  |

6.3 Mr. Warokart Tapsanant: The meeting has a majority of votes from attending shareholders who put the votes as follows.

| Agreed        | 120,404,833 votes | representing | 99.9668% |
|---------------|-------------------|--------------|----------|
| Disagreed     | 0 vote            | representing | 0.0000%  |
| Abstained     | 40,000 votes      | representing | 0.0332%  |
| Voided ballot | 0 vote            | representing | 0.0000%  |

Hence, the Board of Directors comprises of 6 members namely:

- 1. Associate Professor Dr. Thanavath Phonvichai
- 2. Dr. Sittiwat Kamkatwong
- 3. Miss Poramaporn Pavarojkit
- 4. Mr. Thibdee Mangkalee
- 5. Miss Tiwaporn Kantasuwon
- 6. Mr. Warokart Tapsanant

<u>The meeting approved</u> 1. Miss Poramaporn Pavarojkit 2. Mr. Thibdee Mangkalee and Mr. Warokart Tapsanant to hold another term of office.

### Agenda 7 To consider and approve the director compensation for the year 2021

The meeting moderator proposed to the meeting to consider and approve the compensation of directors for the year

2021 and mentioned the compliance with the articles of associations clause 33., which states that the director compensation is paid out in the form of reward, attendance fee, pension, bonus, or another form of compensation as considered by the articles of association, or as deemed by the shareholders' meeting. After consideration on the compensation of directors and sub-committee for the year 2021, the Board of Directors moved to approved the compensation rate as proposed by the Nomination and Remuneration Committee and agreed to propose the compensation rate of the Board of Directors and sub-committee to the shareholders' meeting starting from 1 January 2021 onwards, until the shareholders' meeting will pass a resolution otherwise.

The director compensation is determined in accordance with the criteria and policy as set forth by the Board of Directors after initial consideration by the Nomination and Remuneration Committee under the operation criteria and responsibility of the directors. The Company has determined the policy on compensation for directors in a precise and transparent approach, and the compensation rate is in a reasonable range.

For the year 2021, the Board of Directors has considered and proposed compensation rates for various boards in the form of attendance fee and other compensation totaling not exceeding 500,000 baht (five hundred thousand baht only), an increase by 100,000.00 Baht (one hundred thousand Baht only) or 25 percent from the previous year. Details are as follows.

| Attendance fee  | 2021              | 2020              | 2019              |
|---|-------------------|-------------------|-------------------|
| Budget  | 500,000           | 500,000           | 400,000           |
| 1. Board of Directors   |                   |                   |                   |
| Chairman of the Board of Directors  | 20,000 baht/time  | 20,000 baht/time  | 12,000 baht/time  |
| A director who is not an employee   | 12,000 baht/time  | 12,000 baht/time  | 10,000 baht/time  |
| A director who is an employee   | No attendance fee | No attendance fee | No attendance fee |
| 2. Audit Committee  |                   |                   |                   |
| Chairman of Audit Committee   | 20,000 baht/time  | 20,000 baht/time  | 12,000 baht/time  |
| Audit Committee who is not an employee  | 12,000 baht/time  | 12,000 baht/time  | 10,000 baht/time  |
| Audit Committee who is an employee  | No attendance fee | No attendance fee | No attendance fee |
| <b>3</b> The Nomination and Remuneration  |                   |                   |                   |
| Committee   |                   |                   |                   |
| Chairman of the Nomination and<br>Remuneration Committee  | 20,000 baht/time  | 20,000 baht/time  | 12,000 baht/time  |
| Nomination and Remuneration   | 12,000 baht/time  | 12,000 baht/time  | 10,000 baht/time  |
| Committee who is not an employee<br>Nomination and Remuneration<br>Committee who is an employee | No attendance fee | No attendance fee | No attendance fee |

The meeting moderator allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

**The meeting** moderator informed the meeting that the agenda must receive no less than twothirds (2/3) of total votes from the shareholders who attend the meeting and vote.

Resolution: After consideration, the meeting passed its resolution regarding the determination of the remuneration for the Board of Directors and committee of the year 2021 in the form of attendance fee not exceeding 5,000,000.00 baht, starting from 1 January 2021, with the votes as follows.

| Agreed        | 120,444,833 votes | representing | 100.0000% |
|---------------|-------------------|--------------|-----------|
| Disagreed     | 0 vote            | representing | 0.0000%   |
| Abstained     | 0 vote            | representing | 0.0000%   |
| Voided ballot | 0 vote            | representing | 0.0000%   |

<u>After consideration</u>, the meeting passed its resolution regarding determination of the renumeration for the Board of Directors and committee of the year 2021 in the form of attendance fee and other compensations not exceeding 5,000,000.00 baht, starting from 1 January 2021 as proposed.

### Agenda 8 Other business (if applicable)

-None-

The meeting moderator allowed shareholders to express their opinions and suggestions on various matters.

**Ms. Sadapphin Krissadanarakorn** (a proxy holder from the Thai Investor Association) inquired, "Why the ratio of cost per revenue in 2020 leaped from 69.74%?"

The meeting moderator answered, "the reduction of revenue in 2020 was due to the lockdown, limited traveling while the cost remained the same. As a result, the cost per revenue increased.

**Ms. Sadapphin Krissadanarakorn** (a proxy holder from the Thai Investor Association) further inquired, "the maintenance of cash and cash equivalents as of 31 December 2020 was 186.73 million Baht when compared to 2019 at 78.64 million baht or 38.01% of total assets. Why was there so much cash maintenance? Does the asset management efficiency and opportunities of return at the maximum? According to the cash flow statement, 150 million Baht was traded into the fund.

The meeting moderator answered, "the Company reserved cash during COVID-19 crisis and planned to spend the money to utilised highest benefits. Parts of the money were invested in Prachaphat Hospital.

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "the annual report page 49 mentioned the risk from a shortage of medical personnel. In particular, the number of full-time doctors,

nurses, and the medical technician was so low compared to part-time staff. What is the Company's management approach toward this issue?"

**The Chief Executive Officer** explained, "The Company has an adequate and effective approach to manage part-time medical staff. There is no risk of the said medical personnel shortage."

**Mr. Thitiphong** Sophonudomphon (shareholder) inquired, "according to the Annual Report Page 51 - 52, Risk from Revenue Fluctuation under different seasons in which the Company described that the annual health changed is usually conducted during the third and fourth quarter. However, the profit during the third and fourth quarter was not consistent with the increasing workload.

**The meeting moderator answered**, "In 2020, the revenue fluctuation was caused by the COVID-19 outbreak, which we believed that the situation would improve gradually in 2021."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "according to the Annual Report page 62, the Legal Dispute- how did the Company involve in the lawsuit?"

**Chief Executive Officer answered,** "the said legal dispute was an incident where our X-Ray vehicle crashed, and the lawsuit is now pending the appeal."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "based on the loss in 2020, what is the Company's solution?"

The meeting moderator answered, "the loss was caused by the COVID-19 outbreak, resulting in reduced income."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "currently, how much percentage of the Company's performance utilised so far?"

The meeting moderator answered, "We have put our best effort to return the highest benefits."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "how is the investment budget in 2021?"

The meeting moderator answered, "we acquire Prachaphat Hospital."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "the acquisition of a private hospital with the budget of 161 million Baht - how will the profit be generated? How long is the payback period?"

The meeting moderator answered, "the payback period is around five years."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "Please explain 'the restricted bank deposit with note 12 guarantee vaccination or guarantee for influenza vaccination'."

The meeting moderator answered, "the Company placed the guarantee to obtain credit for purchasing influenza vaccine."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "please explain the loss from investment in General Fixed Income Fund with Note 6."

**The meeting moderator** answered, "the Company invested in the General Fixed Income Fund and earned a profit, no loss."

**Mr. Thitiphong Sophonudomphon** (shareholder) inquired, "how are the assets on deferred income tax in a separate year?"

**The meeting moderator** answered, "the details shown was for accounting purpose to obtain the taxation benefits. It is not considered to actual figures for Revenue Department."

The meeting moderator asked if there are any additional questions. When no shareholders raised any questions, the meeting moderator thanked you for the meeting and asked the chairman of the meeting to close the meeting.

**The chairman of the meeting** thanked all shareholders for their attendance and the COVID-19 pandemic, where the meeting is conducted briefly. The chairman of the meeting also added that he expected to see everyone in the General Meeting of Shareholders for the year 2021 will have all shareholders attending and providing opinions that are beneficial to the company's development.

The meeting was adjourned at 10.09 hrs.

Chairman of the meeting Signature

(Associate Professor Dr. Thanavat Phonvichai)

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