

The indicative terms of warrants to purchase ordinary shares of
Intermedical Care and Lab Hospital Public Company Limited No.1 (IMH-W1)

Issuer	Intermedical Care and Lab Hospital Public Company Limited (the “Company” or “IMH”).
Type of Warrants	Warrants to purchase ordinary share of Intermedical Care and Lab Hospital Public Company Limited No.1 (the “Warrant” or “IMH-W1”).
Type of Warrants	Specified name of the holders and transferable.
Term of Warrants	1 year after the issuance and offering of the Warrant, however, after the issuance of the warrants, the Company will not extend the term of warrants.
Number of warrants issued and offered	Not exceeding 53,750,000 units.
Number of shares reserved for the warrant	Not exceeding 53,750,000 shares (with the par value of 0.50 Baht per share) equivalent to 25.00% of the total issued shares of the Company. (215,000,000 shares)
Offering Price	0.00 Baht (zero baht)
Exercise Ratio	1 unit of the warrant is eligible to purchase the ordinary shares of the Company for 1 share (subject to adjustment in accordance with the conditions on right adjustment).
Exercise Price	The Board of Directors or the Executives Committee or any person authorized by the Board of Directors or the Executives Committee shall be authorized for the determination the exercise price which will not lower than 120% of the market price. The market price is the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 - 15 consecutive business days prior to the date that the Company resolves to determine the exercise price of the warrants.
Issuing and Offering Date of Warrant	The Board of Directors or the Executives Committee or any person authorized by the Board of Directors or the Executives Committee shall be authorized to determine the date of issuance and offering of warrants within 1 year after the approval from the shareholders' meeting to issue the warrants and shares reserved for the warrants.
Offering Method	The Company will allocate the warrants to the existing shareholders in proportion to their shareholding at the ratio of 4 ordinary shares per 1 unit of the warrant. Any fraction after the calculation of the shareholding ratio for the warrant allocation shall be rounded down. The Board of Directors will determine the names of shareholders who are entitled to be allocated of warrants (Record Date) later.

Exercise Period and Date	<p>The IMH-W1 warrant holders may exercise the warrant every last business day of March, June, September or December (as the case may be) of each calendar year after the issuance date of the warrant throughout the term of warrant (Exercise Date). The first exercise date will be the last business day of March, or June or September or December (as the case may be) after the issuance date of the warrant (the First Exercise Date) and the last exercise date will be on the maturity date of the warrant (the Last Exercise Date).</p> <p>In case that the Exercise Date does not fall on a business day of the Company, it shall be postponed to the next business day unless it is the last exercise of the warrant, it shall be made on the last business day preceding the maturity date.</p>
Notification Period	<p>The IMH-W1 warrant holders who wish to exercise the rights to purchase the ordinary shares of the Company shall notify their intention to exercise the warrants during the period of 5 business days prior to each of the Exercise Date except for the last exercise which shall notify at least 15 days prior to the Last Exercise Date.</p> <p>When the warrant holders notify their intention to exercise their rights to purchase shares under the warrants, they will no longer be able to cancel the notification of their intention to exercise their rights.</p>
Secondary Market of the Warrants	IMH-W1 will be listed on the MAI
Secondary Market of New Shares from the exercised rights	The Company shall proceed the ordinary shares arising from the exercise of IMH-W1 to list on the MAI.
Registrar	Thailand Securities Depository Company Limited
Dilution Effect	<p><u>Control Dilution</u></p> <p>If all warrants are fully exercised and the warrant holders exercising warrants are not the existing shareholders, the shareholding ratio of the existing shareholders shall be reduced according to the following formula:</p> $\text{Control Dilution} = \frac{\text{Number of new ordinary shares reserved the Warrants}}{\text{(Total paid-up ordinary shares + Number of new ordinary shares reserved the Warrants)}}$ $= \frac{53,750,000}{(215,000,000 + 53,750,000)}$ $= 20.00\%$

	<p><u>Price Dilution</u></p> <p>After the issuance and offering of warrants, the price of Company's ordinary shares shall not be affected because the exercise price is not lower than the market price as of the date that the Company resolves to determine the exercise price of the warrants. The details will be informed in the Term of Warrants.</p> <p>3) <i>Earnings Dilution</i></p> <p>If all warrants are fully exercised and the holders exercising such warrants are not the existing shareholders, the Earnings Per Share shall be decreased according to the following formula:</p> $\text{EPS dilution} = \frac{\text{EPS before the issuance and offering} - \text{EPS after the allocation}}{\text{EPS before the issuance and offering}}$ $= \frac{1.02 - 0.82}{0.85}$ $= 20.00 \%$ <p>Remark: EPS before the issuance and offering is calculated from the total issued shares of the Company at 215,000,000 shares</p>
<p>Terms for the remaining of warrants</p>	<p>Any remaining of the warrant will be cancelled.</p>
<p>Reasons to Adjust Rights and Issue New Shares to Accommodate Adjustment of Warrants</p>	<p>Upon the adjustment of the exercise price and ratio in accordance with the terms of warrants and conditions of warrants to purchase ordinary shares, which are prescribed in Clause 11 (4) (b) of the notification of the Capital Market Supervisory Board No.TorJor. 34/2551 Regarding Application and Permission for Offer of New Warrants and the Shares Issued as a Results of Exercise of Warrants, dated 15 December 2008 (including amendment). The Company shall adjust the exercise price and the exercise ratio of the warrant throughout the term of the warrants if there is any event that may affect the rights of the shareholders in order to protect the benefits of the warrant holders according to the following events:</p> <ol style="list-style-type: none"> (1) in case of a change in par value of the Company's ordinary shares as a result of a combination or split of shares; (2) in case of the Company distributing dividends, whether in whole or in part, in the form of stock dividend; (3) in case of the Company issuing new shares to its existing shareholders and/or the public and/or specified investors (private placement) at the net price per share of

	<p>the new shares of the Company which is lower than 90 percent of the market price per share of the Company's ordinary shares;</p> <p>(4) in case of the Company issuing any new securities to its existing shareholders and/or the public and/or specified investors (private placement), which are exercisable or convertible into ordinary shares or entitled to purchase of the ordinary shares (such as convertible debentures or warrants to purchase the ordinary shares) at the net price per share of the new ordinary shares reserved for the conversion or exercise of rights, which is lower than 90 percent of the market price per share of the Company's ordinary shares;</p> <p>(5) When the Company distributes dividends more than specified in the Terms of Warrants; or</p> <p>(6) If there is any other circumstance similar to items (1) to (5) that may subtract the benefits of warrant holders when exercising the warrants.</p> <p>The Board of Directors or a person authorized by the Board of Directors or an authorized director to act on behalf of the Company shall determines the conditions and other details related to adjustments or changes in the exercise ratio and exercise price.</p>
<p>Other</p>	<p>The Board of Director or Executive Committee or any person authorized by the Board of Directors or the Executives Committee shall be authorized to determine criteria, conditions and other details of the warrants which including but not limited to the date of issuance and offering of warrants, the first and last exercise date, the exercise of right to convert the warrant to purchase ordinary shares, determination of conditions and other details related to exercise price adjustment and exercise ratio, to negotiate, agree and sign the relevant documents and agreements, as well as perform any action as deemed necessary and appropriate with respect to the issuance and allotment of the warrant to purchase ordinary shares, including listing the warrant and ordinary shares from the exercise of the warrant on the MAI, also to execute the application to the relevant authorities.</p>