



IMH Medical Hub International



Invitation to attend the AGM 2023

Saturday, April 29, 2023 at 13.00 p.m.

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

94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat,

Bangkok 10700, Thailand

0-2865-0044

www.intermedthai.com



line official

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



บริษัท โรงพยาบาลอินเตอร์เมดิคัล แคร์ แอนด์ เล็บ 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 013/2023

March 29, 2023

- Subject :** Invitation to attend the Annual General Meeting of Shareholders for the year 2023
- To :** Shareholders of the Intermedical Care and Lab Hospital Public Company Limited
- Attachment**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on Monday, March 20, 2023;
 2. 2022 Annual Report (in from of QR code) ;
 3. Brief personal profiles and work experience of nominated auditors for the year 2023
 4. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
 5. Definition of "Independent Director"
 6. Profile of Independent Directors being Nominated as Proxies by Shareholders
 7. Company's Articles of Association Relating to the General Meeting of Shareholders
 8. Document and Evidences Required for the Shareholder to Present for Meeting Attendance
 9. Procedures for attending the 2023 Annual General Shareholders' Meeting
 10. Proxy From A, B and C
 11. Map of the Meeting Venue
 12. Privacy Notice for the shareholder meeting

The resolutions of the Board of Directors' Meeting No. 3/2023 on Monday, February 27, 2023 had recently resolved to hold the AGM for the Year 2023 on Saturday, April 29, 2023 at 13.00 p.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 2023 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 EGM No. 1/2023 of Shareholders**

Purpose and Reason : The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on March 20, 2023. was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law. The minutes of the said meeting have also been published on the Company's website. 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 2021 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.



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Agenda 3 : To consider and acknowledge the operating results for the year 2022 and approve the annual financial statements ended on December 31, 2022

Purpose and Reason : Report on operating results for the year 2022 and the annual financial statements ending December 31, 2022 in accordance with financial reporting standards. which has been considered by the Audit Committee and has been audited and certified by the auditor Details appear in the Annual Report 2022 under the topic of Consolidated Financial Statements.
Attachment No. 2

The contents could be largely summarized as follows :

Unit: Million Baht

Details	2022	2021	2020
Total Assets	1,094.47	1,180.10	491.20
Total Liabilities	264.29	335.70	56.22
Total Shareholders' Equity	830.18	844.40	434.98
Total paid-up Capital	107.50	107.50	107.50
Sales and Service Income	639.83	942.64	238.21
Net Income	173.10	422.70	(16.61)
Earnings per Share (Baht / Share)	0.81	1.97	(0.08)

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 approve profit allocation and dividend payment.

Purpose and Reason : In 2022, the consolidated financial statements showed the profit for the year (net profit) amounting to 5.12 million baht and The Company has a policy to pay dividend to shareholders at a rate not less than 40 percent of net profit after tax and net of all reserves required by law based on the separated financial statements. However, the payment of dividend will depend on the cash flow, investment plan, contract terms and conditions that the Company is bound, including legal restrictions, necessity and other matters appropriate in the future. The resolution of the Board of Directors' approval for dividend payment will have to be proposed for approval by the general meeting of shareholders, unless it is an interim dividend payment whereby the Board of Directors has authority to approve the payment. However, such interim dividend payment has to be reported to the shareholders' following meeting.

The appropriation of legal reserves to allocate 5 percent of net profit until it reaches 10 percent of the authorized capital.

Board of Directors' opinion : It was of the opinion that the shareholders should approve the allocation of profits. and dividend payment at the rate of 0.14 baht per share in the amount of 215,000,000 shares, including dividends for the year-end 2022 from



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the retained earnings of the separate financial statements in the amount not exceeding 30,000,000.00 baht (thirty million baht only) (not yet deducted shares repurchased by the Company that are not entitled to receive dividends under relevant laws) The dividend payment rate is in accordance with the Company's dividend payment policy. By setting March 29, 2023 as the record date for determining the names of shareholders who are entitled to receive dividends (Record Date) and the dividend payment date on May 25, 2023.

Dividend payments details	Unit	2022 (proposed year)	2021	2020
1. Net profit	Million Baht	5.12	233.60	(11.52)
2. Number of shares (excluding treasury shares)	Million shares	214.00	214.00	215
3. Dividend per share	Baht per share	0.14	0.90	-
4. total dividend payment	Million Baht	29.96	192.60	-
5. Dividend Payout Ratio	%	585.16*	82.45	-

*The dividend payout ratio for the year 2022 is 585.16% because the company Dividend payment from retained earnings

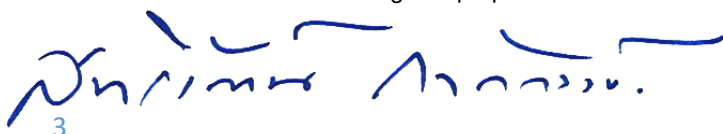
In this regard, the right to receive the dividend is uncertain depending on an approval of the shareholders' meeting. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Currently the company There is a legal reserve fund totaling 10,750,000.00 baht (ten million seven hundred and fifty thousand baht) which complete 10 percent of registered capital already Therefore, there is no need to allocate additional statutory reserves.

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

Agenda 5 : **To consider and approve of the appointment of Auditor and determination of audit fee for the Year 2023.**

Purpose and Reason : In order to comply with Article 58. of the Company's Articles of Association and the Public Limited Company Act 1992, which requires that the Annual General Meeting of Shareholders appoint the auditor and determine the remuneration every year. The Audit Committee has considered the performance of the auditors in the past year, experiences, readiness of personnel. the presence of accepted operating standards and have an opinion The auditors are knowledgeable, capable, and have good working standards. Have an understanding of the business of the Company Group and have independence in performing duties as well as being fully qualified according to the Company's regulations and regulations of the Securities and Exchange Commission Therefore, it was deemed appropriate to propose to the Board of Directors' meeting. To propose to the shareholders'





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meeting to consider the appointment of the Company's auditors for the year 2023 in the amount of 3 persons from Dharmniti Auditing Company Limited, whose names are as follows:

1. Miss. Soraya Tintasuwan Certified Public Accountant No. 8658
as the Company's auditor for the years 2022, or 1 years. or
2. Miss. Sulalit Ardsawang Certified Public Accountant No. 7517
as the Company's auditor - None. or
3. Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752
as the Company's auditor - None. or

All 3 auditors are not shareholders of the Company. No relationship with the company and does not serve as a consultant to the Company in any way, thus being independent in auditing and expressing opinions on the financial statements of the Company with detailed historical information and working experiences of auditors According to the Attachment No. 3

Anyone of these three 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, Dharmniti Auditing Company Limited 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 2023 as compared to 2022

Unit : Baht

Company	2023	2022	change	(%)
Intermedical Care and Lab Hospital Public Company Limited				
1. Audit Fee	1,540,000	1,430,000	110,000	7.69
2. Non-Audit Fee	Actual cost	32,236	-	-

Board of Directors' opinion : The Board of Directors has considered according to the opinion of the Audit Committee. It is deemed appropriate to propose to the shareholders' meeting to consider and appoint Miss. Soraya Tintasuwan, Certified Public Accountant No. 8658 and/or Miss. Sulalit Ardsawang, Certified Public Accountant No. 7517 and/or Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752

On behalf of Dharmniti Auditing Company Limited to be the Company's auditor for the year 2023 by having any one person to audit and express an opinion on the Company's financial statements. And in the event that the aforementioned certified auditors are unable to perform their duties, Dharmniti Auditing Company Limited shall procure another certified auditor of the Company. Dharmniti Audit Limited instead. And it is expedient to approve the auditing fee of the Company for the year 2023 in the amount of 1,540,000.00 baht as proposed by the Audit Committee. which does not include other service charges related with the details presented above

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



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Agenda 6 : To consider approve 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 8 company directors, 2 director due to retire upon term completion at the shareholders, general meeting were as follows:

Name of directors	Position
1. Miss Tiwaporn Kuntasuwon*	Independent Director / Audit Committee / Corporate Governance Working Group / Chairman of the Nomination and Remuneration Committee
2. Mr. Thibdee Mangkalee	Director / Executive Director / Chairman of the Risk Management Working Group

Note : *Miss Tiwaporn Kuntasuwon being an independent director who has been a director of the Company for 4 years

In this regard, the Company has given shareholders an opportunity to nominate a person who is qualified and does not have any prohibited characteristics. to be considered for election as a director according to the criteria disclosed on the Company's website From November 15, 2022 to February 15, 2023, but it appears that no shareholder has nominated another person to be elected as a director. The Nomination and Remuneration Committee, excluding directors with conflicts of interest Therefore, it has considered the suitability and qualifications in accordance with the Public Limited Companies Act BE 2535 and the announcement of the Stock Exchange of Thailand. Securities and Exchange Commission and the Capital Market Supervisory Board Nomination Committee has considered the nomination of directors on an individual basis The nomination committee who has an interest does not vote for himself/herself. According to the criteria and method of recruiting persons to be considered for election as company directors. By considering the suitability that will be beneficial to the Company's operations. together with the qualifications, knowledge, abilities, experiences of the directors who are seeking to be recruited to be diverse. and consistent with the Company's business strategy By analyzing the skills, experience, knowledge and expertise of the Board of Directors. Therefore, it is appropriate to propose Miss Tiwaporn Kantasuwon was re-appointed as a director for another term. In this regard, the proposal for the election of directors who must retire by rotation Individuals nominated for directorships have been thoroughly screened and considered. with caution both in terms of professional skills Specific expertise that is beneficial to the business of the Company Including performance as a director and sub-committee in the past. as well as being qualified and not having any prohibited characteristics under Section 68 of the Public Company Limited Act B.E. 2535 and the regulations of the Securities and Exchange Commission.

Board of Directors' opinion : The Board of Directors, excluding interested directors, discussed extensively. The qualifications of the nominated persons have been considered in accordance with the process specified by the Company. and have qualifications in accordance with relevant regulations and suitable for the business of the company Therefore, the resolution was approved by the Nomination and Remuneration Committee. Propose to the shareholders' meeting to re-appoint (1) Ms. Tiwaporn Kantasuwon and (2) Mr. Thibdee Mangkalee as directors for another term.





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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. 4

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 2023.**

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 2023 should be starting from January 1, 2023 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 2023, the Nomination and Remuneration Committee has considered and proposed to determine the remuneration for various directors in the form of meeting allowances and other remuneration. The total amount is not more than 700,000.00 baht (seven hundred thousand baht only), an increase from the previous year by 200,000.00 baht (two hundred thousand baht only) or 28.57%. Because the company resolved at the Extraordinary General Meeting of Shareholders No. 1/2023 on Monday, March 20, 2023 to appoint 2 new directors of the Company. There will be a total of 8 directors, according to the details proposed by the Nomination and Remuneration Committee that the Board of Directors has already approved. The details are as follows.



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Details	2023	2022	2021
Budget / baht	700,000	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 : The Board of Directors considered that Shareholders should approve the remuneration for various directors. in the form of meeting allowances and other remuneration The total amount does not exceed 700,000.00 baht (five hundred thousand baht only), which is an increase from the previous year by 200,000.00 baht (two hundred thousand baht only) or 28.57% and there is no other benefit.

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

Agenda 8 : To consideration of other matters (if any)

The Board of Directors had no other matters to propose to the meeting for consideration. The Company gave shareholders the opportunity to propose agendas during the period from 15 November 2022 to 15 February 2023, but it appeared that no shareholders proposed additional agendas. advance meeting

The Company would like to invite shareholders to attend the meeting on the date, time and place mentioned above. You can scan the QR Code to browse documents related to this meeting. and the company Published on the company's website (www.intermedthai.com) since March 29, 2023, so that shareholders have the opportunity to consider various agendas. on the day of the meeting. The Company will open for registration to attend the Annual General Meeting of Shareholders from 11:00 a.m. onwards for the convenience and speed of registration. would like to ask the shareholders and/or proxies Please complete and bring the registration form. along with preparing an identity card or passport or official identification card or driving license to present themselves to the registered staff before attending the meeting As the details appear in the evidence showing the right to attend the shareholders' meeting. According to the Attachment No. 8





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For convenience in checking the evidence in advance, the company asks for cooperation, please send a proxy form to the company within April 21, 2023 by sending it to

Company Secretary

Intermedical Care and Lab Hospital Public Company Limited

442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

In addition, the company Has provided stamp duty service. For the proxy form for the proxies who come to register free of charge, the company will process the registration by barcode system, so for the convenience of registration. Shareholders and proxies attending the meeting, please bring the registration form on the meeting day. And if any shareholder has questions about the meeting or wants to inquire about important information of the company You can send your questions in advance before the meeting date to the company. or via email sirilux.r@intermedthai.com

For the convenience of the shareholders, the Company recommends that you appoint an independent director, Assoc. Prof. Dr. Thanavath Phonevichai or Mr. Warokart Tasanant or Miss Tiwaporn Kuntasuwon as your proxy. The information and profiles of the independent directors who are representatives as proxies details appear According to the **Attachment No. 6** If any shareholder wishes to appoint another person to attend and vote on his/her behalf at this meeting. Please fill in and sign the Proxy Form B completely as per Enclosure No. 10. For foreign shareholders who appoint a custodian in Thailand to be a custodian and custodian of their shares, please use Proxy Form C.

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



Intermedical Care and Lab Hospital Public Company Limited

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

Tax ID : 0107561000269

Attachment 1

**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
1. Dr. Sukhum	Karnchanapimai	Director
2. Mr. Boonyarit	Kalayanamit	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.

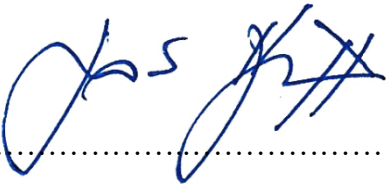
Dr. Sittiwat Kamkatwong (Chief Executive Officer) said that after the company has invested in a new hospital project or Mahesak Hospital already that Will develop changes for the better like IMH Thonburi Hospital, such as services and renovations, etc. It is expected that in the third quarter of 2023 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

2022 Annual Report (in form of QR code)



**Brief personal profiles and work experience of nominated auditors
for the year 2023**



Name	Miss Soraya Tintasuwan Auditor Registration No. 8658 Dharmniti Auditing Co., Ltd.
Profiles and Work experience	
Working Period	Present - 2007
Professional Qualification	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Academic Qualification	2008 : Master of Accounting (MACC) , Chulalongkorn University 2003 : Bachelor of Business Administration (BBA) in Accounting, Rajamankala University of Technology Thanyaburi
Experience	- Experience in external auditing more than 15 years has great expertise in the manufacturing business, Trading business, Healthcare business, Construction business, Transportation and logistics business, Provident funds and Mutual funds
Relationship with or Interest in (except for the audit service) the Company, Subsidiary, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently Contact Details	Has no relationship or interest with the Company, executives, major shareholders or any person related to such person in any way Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.
Contact Details	Dharmniti Auditing Co., Ltd. 178 Dharmniti Building, 6th - 7th Floor, Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue, Bangkok 10800 Telephone : (66) 0-2596-0500 Facsimile : (66) 0-2596-0560

**Brief personal profiles and work experience of nominated auditors
for the year 2023**



Name	Miss Sulalit Ardsawang Auditor Registration No. 7517 Dharmniti Auditing Co., Ltd
Profiles and Work experience	
Working Period	Present - 2002
Professional Qualification	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Academic Qualification	2008 : Master of Business Administration (MBA) in Management, Srinakharinwirot University 1993 : Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University
Experience	- Experience in external auditing more than 20 years - Experience in Due Diligence has great expertise in the manufacturing business, Trading business, Automotive leasing business, Healthcare business, Service and Printing business, Transportation and logistics business, Provident funds, Mutual funds and Property Funds
Relationship with or Interest in (except for the audit service) the Company, Subsidiary, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently Contact Details	Has no relationship or interest with the Company, executives, major shareholders or any person related to such person in any way Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.
Contact Details	Dharmniti Auditing Co., Ltd. 178 Dharmniti Building, 6th - 7th Floor, Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue, Bangkok 10800 Telephone : (66) 0-2596-0500 Facsimile : (66) 0-2596-0560

**Brief personal profiles and work experience of nominated auditors
for the year 2023**



Name	Mr. Peradate Pongsathiansak Auditor Registration No. 4752 Dharmniti Auditing Co., Ltd
Profiles and Work experience	
Working Period	Present - 2002
Professional Qualification	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Academic Qualification	2005 : Mini MBA, Thammasat University 1990 : Bachelor of Business Administration in Accounting, Ramkhamhaeng University
Experience	- Experience in external auditing more than 20 years - Experience in Due Diligence more than 20 years - Experience in accounting system 13 th Asian Games and 7 th FESPIC Games has great expertise in the manufacturing business, Trading business, Real estate business, Construction business, Hotel business, Healthcare business, Provident funds and Mutual funds
Relationship with or Interest in (except for the audit service) the Company, Subsidiary, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently Contact Details	Has no relationship or interest with the Company, executives, major shareholders or any person related to such person in any way Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.
Contact Details	Dharmniti Auditing Co., Ltd. 178 Dharmniti Building, 6 th - 7 th Floor, Soi Permsap (Prachachuen 20), Prachachuen Road, Bang Sue, Bangkok 10800 Telephone : (66) 0-2596-0500 Facsimile : (66) 0-2596-0560

Attachment 4



**Profile of the Persons Nominated as Directors Replacing
Those due to Retire upon Term Completion**

Name - Surname	- Miss Tiwaporn Kuntasuwon
Type of director to be nominated	- Independent Director - Audit Committee - Director - Corporate Governance Working Group - Chairman of the Nomination and Remuneration Committee
Day / month / year of birth Age Nationality	- May 15, 1969 - 53 years - Thai
Education	- Master's Degree : M – Exec Accounting, Chulalongkorn University - Bachelor's degree : Faculty of Commerce and Accountancy Thammasat University
Appointment date	- May 31, 2018
Number of years that have held the position of director	- 4 years
Meeting Attendance in 2022	- Attended the Board of Directors' Meeting 5/5 or 100% - Attended the Audit Committee meeting 4/4 or 100% - Attend the Nomination and Remuneration Committee Meeting 1/1 or 100% - Attended the meeting of the Corporate Governance Working Group 1/1 or 100%
<u>Training History</u> - Organized by the Thai Institute of Directors Association (IOD) - Training by other institutions	- Director Accreditation Program (DAP) Class 127/2016, IOD - Hospital Financial Management Association (HFMA) course, Las Vegas USA - Hospital Financial Management in Asia , Bangkok , Thailand - Hospital Financial Management Association (HFMA) , Orlando Florida , USA

	<ul style="list-style-type: none"> - Assessing Business Risk : The Gateway to Value – Added Results - Tax Law - Auditing Information System
<u>work experience (at least 5 years back)</u>	<p>21 Feb. 2020 - Present : Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee Intermedical Care and Lab Hospital Public Company Limited / Health check-up and hospital business</p> <p>31 May 2018 - 21 Feb 2020 : Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee Intermedical Care and Lab Hospital Public Company Limited / Health check-up and hospital business</p> <p>10 Nov 2016 – 31 May 2018 : Independent Director / Chairman of the Audit Committee Intermedical Care and Lab Hospital Public Company Limited / Health check-up and hospital business</p> <p>1995 – 2034 : Senior Vice President Accounting and Finance Department Bumrungrad Hospital Public Company Limited / Hospital Business</p>
Position in other listed companies	- no position
position in other companies (1 location) (non-listed company)	2023 - Present : Independent Advisor (Accounting)
Holding positions in competing businesses / Business related to the business of the Company	- no position
shareholding in the company	- 50,000 shares (Including shareholding by spouse and minor children)
Proportion of shareholding in the company	- 0.02 of the total shares with voting rights (Including shareholding by spouse and minor children)
Family relationship with executives	- None
legal dispute	- None
Expertise / Performance during Directorship	- Possess knowledge and expertise in accounting. This is extremely beneficial to the work of the Board of Directors.

Director nomination criteria	<ul style="list-style-type: none"> - The Board of Directors has considered that Ms. Tiwaporn Kuntasuwon is fully qualified as a director as required by law. as well as being a qualified person with a wide variety of professional backgrounds Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment as a director of the Company.
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A nomination is not appointed as directors / executives in other companies, which may cause a conflict of interest with the C ompany

Additional qualifications required for independent director nomination

Relationship Characteristics	Qualifications
1. Engaging in such relationship with the company, parent company, subsidiary company, associated company or juristic person with possible conflict of interests, both at present and/or during the past 2 years, as follows:	
1.1 Executive director, management member, employee or advisor receiving salary from the company	None
1.2 Professional service provider (e.g., auditor, legal advisor)	None
1.3 Material business engagement with the company possibly affecting his/her working independence (e.g. sales and purchase of raw materials / goods / services, lender or borrower of financial services)	None
1.4 Closely related to management or major shareholders of the company and its subsidiaries	None
2. Director serving on behalf of other director(s) representing the company, a major shareholder or a shareholder closely related to the major shareholder in the company	None

A nomination is not appointed as directors / executives in other companies, which may cause a conflict of interest with the C ompany



**Profile of the Persons Nominated as Directors Replacing
Those due to Retire upon Term Completion**

Name - Surname	- Mr. Thibdee Mangkalee
Type of director to be nominated	- - Director - - Executive Director - - Chairman of the Risk Management Working Group
Day / month / year of birth Age Nationality	- May 12, 1970 - 52 years old - Thai
Education	Master's Degree : Master of Business Administration - Finance, University of Tennessee, USA. - Bachelor's Degree : Accounting, Thammasat University
Appointment date	- 7 มกราคม 2563
Number of years that have held the position of director	- 2 years
Meeting Attendance in 2022	- Attended the Board of Directors' Meeting 5/5 or 100% - Attended the executive committee meeting 6/6 or 100% - Attended the meeting of the Risk Management Working Group 2/2 or 100%
<u>Training History</u> - Organized by the Thai Institute of Directors Association (IOD) - Training by other institutions	- Director Certification Program (DCP) Class 267/2018, IOD - Financial advisor course Investment Banking Club Association of Thai Securities Companies
<u>work experience (at least 5 years back)</u>	January 7, 2020 – Present : Director / Executive Director / Chairman of the Risk Management Working Group Intermedical Care and Lab Hospital Public Company Limited / Health check-up and hospital business December 2021 - Present : Director Suksawat Medical Co., Ltd. / Hospital Business

	<p>Feb. 2019 - Sep. 2019 : Director MPG Corporation Plc. / Retail business</p> <p>Jun. 2018 – April 2021 : Independent Director / Audit Committee Planet Communications Asia Plc. / Telecommunication business</p> <p>September 2022 - March 2023 : Audit Committee C.I. Group Plc. / Coil manufacturing business (heat/cooling equipment)</p>
<p>Position in other listed companies (1 location)</p>	<p>Feb. 2021 - Present : Director / Executive Director Health Empire Corporation Public Company Limited / Leasehold rights management business and invest in health-related businesses Retail and distribution channels</p>
<p>Positions in other companies (8 places)</p>	<p>December 2022 - Present : Director Health Up Co., Ltd. / Wholesale and retail business of medicines, medical supplies, medical equipment</p> <p>December 2022 - Present : Director DN Center 2 0 1 9 Co., Ltd. / Wholesale and retail business of medicines, medical supplies, medical equipment</p> <p>December 2022 - Present : Director X Serve Fulfillment Co., Ltd. / Transportation and storage service business</p> <p>December 2022 - Present : Director Health Network Co., Ltd. / General merchandise sales business</p> <p>September 2022 - present : Director / Executive Director Primo Trading Co., Ltd. / Business selling pharmaceutical and medical products</p> <p>December 2021 - Present : Director More Medical Co., Ltd. / Business of manufacturing and distributing herbal products and other</p> <p>April 2012 - Present : Director The Best Advisor Co., Ltd. / Investment advisory business</p> <p>March 2008 - Present : Managing Director Financial advisor approved by the Office of the SEC Capital Plus Advisory Co., Ltd. / Management and investment consulting business</p>

(non-listed company)	- no position
shareholding in the company	- None (Including shareholding by spouse and minor children)
Proportion of shareholding in the company	- None (Including shareholding by spouse and minor children)
Family relationship with executives	- None
legal dispute	- None
Expertise / Performance during Directorship	- Have knowledge and expertise in accounting and administration and management. This is extremely beneficial to the work of the Board of Directors.
Director nomination criteria	- The Board of Directors has considered that Mr. Thibdee Mangkalee is qualified to be a director as required by law. as well as being a qualified person with a wide variety of professional backgrounds Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment as a director of the Company.

Definitions of “Independent Director”

The company has given the following definitions of an “independent director” based on the notification of

The Capital Market Supervisory Board

1. Holding shares not exceeding 1 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, including the shares being held by related persons of independent directors.
2. Neither being nor having been an executive director, employee, staff, or advisor who received regular salaries, or being a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or persons having supervision authority over the company, unless the foregoing status ended not less than two years prior to the date of their appointments as independent directors.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executive, major shareholder, controlling person, or person to be nominated as executive or as controlling person of the company or its subsidiary.
4. Not having business relationship with the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, in such manner likely to interfere with own independent judgement, and neither being nor having been a significant shareholder or person having supervision authority over the person who has business relationship with the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, unless the foregoing relationship ended not less than two years prior to the date of appointment as independent director.
5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, and not being a significant shareholder or person having supervision authority, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, unless the foregoing relationship has ended not less than two years prior to the date of appointment as independent director.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, and not being a significant shareholder or person having supervision authority or partner of the professional advisor, unless the foregoing relationship has ended not less than two years prior to the date of appointment as independent director.
7. Not being a director who has been appointed as the representative of the company's director, major shareholder, or being a shareholder who is related to the major shareholder.
8. Not engaging in business operations of the same business nature or in competition against the business operations of the company or its subsidiaries, nor serving as a significant partner in a limited partnership or otherwise serving as a director participating in the management, or serving as employee or consultant receiving regular salary or holding over 1 percent shares out off total shares in other companies engaging in the same business nature or in competition against the company and its subsidiaries.
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

Profile of Independent Directors being Nominated as Proxies by Shareholders



1. Assoc. Prof. Dr. Thanavath Phonvichai

Independent Director / Chairman of the Board of Directors / Chairman of the Audit Committee

Age : 57 years old

Address : Intermedical Care and Lab Hospital Public Company Limited

442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

Company shareholding : None

Special interest : None



2. Miss Tiwaporn Kuntasuwon

Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Corporate Governance Working Group

Age : 53 years old

Address : Intermedical Care and Lab Hospital Public Company Limited

442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

Company shareholding : 50,000 shares or 0.02 percent of the total shares with voting Rights

Special interest : Having special interests in Agenda 6 To consider and approve the appointment of directors who are due to retire by rotation and to be considered for nomination. re-elected as a director for another term



3. Mr. Warokart Tapasanant

Independent Director / Audit Committee / Chairman of the Corporate Governance Working Group / Nomination and Remuneration Committee

Age : 46 years old

Address: Intermedical Care and Lab Hospital Public Company Limited

442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

Company shareholding: 40,000 shares or 0.02 percent of the total shares with voting rights

Special interest : None

Articles of Association relating to the shareholders' meeting and voting

1. Closing of register book

Section 2 Article 4.

During the twenty (21) days prior to the shareholders' meeting, the company may close the register book and cease the transfer registration by giving notice to shareholders at the head office and all branch office at least fourteen (14) days prior to the ceasing of registration. In case the of listed securities in the Stock Exchange of Thailand, the closing and ceasing of registration shall be in accordance to the securities and stock exchange law.

2. Call for a meeting

Section 4 Article 34.

The shareholders' meeting shall be held in the place where the head office is located or the provinces nearby.

Section 4 Article 35.

The Board of Directors may call a shareholders' meeting at least once a year which shall be called "Ordinary Meeting" and shall be convened within four (4) months from the last day of the fiscal year of the Company.

The other meetings of shareholders shall be called "Extraordinary General Meeting". As it is deemed necessary or appropriate, the Board of Directors may summon an Extraordinary General Meeting of Shareholders. Or, shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time submit their names and request the Board of Directors in writing to call for an Extraordinary General Meeting of Shareholders, provided that, the reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty five (45) days from the date of the receipt of such request from the said shareholders.

In the event the Board of Directors does not convene the meeting within forty five (45) days from the date receipt letter of a shareholder, shareholders holding shares in aggregate to constitute a quorum may call for a meeting within forty five (45) days from the due date as prescribed above, and it shall be deemed as a shareholders' meeting called by the Board of Directors. The company shall then responsible for the expense rising out of the meeting and facilities as appropriate. If the number of shareholders does not constitute a quorum, those shareholders who request for such meeting shall compensate the expense rising thereof to the company.

Section 4 Article 36.

In calling a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment or for approval or for consideration, as the case may be, including the opinion of the board of directors on the said matters. The

said notice shall be distributed to the shareholders and the MOC's registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

3 Proxy

Section 4, Article 38

The shareholders may appoint another person as their proxy to attend the meeting and vote on their behalf

The proxy shall be made in written form signed by the shareholder as stated by the MOC's registrar, and delivered to to chairman of the board or any person as assigned by the chairman, at the place of the meeting prior to the proxy holder will attend to the meeting. Additionally, details shall consist of at least following list:

- (1) Shares hold by the shareholder
- (2) Name of proxy holder
- (3) Number of the meeting where the proxy holder is authorized to attend and vote

4. Conduct of a meeting

Section 4 Article 39.

The meeting shall proceed according to the agendas respectively as specified in the notice unless the shareholders' meeting resolved to change the agenda by the affirmative votes of the shareholders holding not less than two-third (2/3) of the shareholders attended the meeting.

All agendas specified under the first paragraph have been considered, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.

If the meeting is unable to conclude consideration of the matters according to the sequence of the agenda as provided in invitation letter to the meeting and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of the meeting.

Section 4 Article 40.

The chairman of the board of directors shall act as chairman of the shareholders' meeting. In the case that he is absent or is unable to perform the duty and if there is the vice-chairman, the vice-chairman shall act as chairman. In the absence of both the chairman of the board of directors and vice-chairman or they are unable to perform the duty, the meeting shall elect one of the shareholders present to act as chairman of the meeting.

5. Quorum

Section 4 Article 37.

At the meeting of shareholders, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (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 of all the shares sold of the Company.

At any meeting of shareholders, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is not enough to constitute a quorum as prescribed; if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled; if such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In this subsequent meeting, a quorum as stated in Article 37 is not required.

6. Casting votes

Section 4 Article 41.

Each shareholder shall have a number of votes equal to the number of shares held where one share represents one vote. Any shareholder who has a special interest in any matters shall not be entitled to vote, except for voting on the election of directors.

Section 4 Article 42.

Unless this Articles of Association or the laws provide otherwise, a resolution of the shareholders' meeting or approval on any matters shall require a majority of votes of the shareholders who are present at the meeting and vote. In the case of a tie, the presiding Chairman shall have another casting vote.

For the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote is required:

- (1) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
- (2) the purchase or acceptance of transfer of the business of private companies or public companies by the Company
- (3) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
- (4) the amendment of the Memorandum of Associations or Articles of Association of the Company;
- (5) the increasing or reducing the Company's capital;
- (6) the issuance of debenture stock
- (7) the amalgamation or dissolution of the company

7. Appointment of directors

Section 3 Article 17.

The meeting of shareholders elect directors under following criteria and methods:

- (1) The right to vote is equal to the number of share hold
- (2) Each shareholder may exercise all the votes he or she has to elect one or several persons as director or directors, but the shareholder cannot be divided his or her votes to any person in any number
- (3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting will have a casting vote.

Documents and Evidences Required for the Shareholder to Present for Meeting Attendance

The Company will use a barcode system for the registration, therefore please brings documents delivered by the Company to each of the shareholders together with the notice for calling the meeting, on which the relevant barcode is printed for meeting registration purpose.

The attendants must present the following documents for registration before attending the meeting (as the case may be):-

1. In the event that the shareholder is an ordinary person:

1.1 In case of attendance in person:

- A valid official ID card where a photograph of shareholder is shown, e.g. personal ID card, driving license, or passport (in case of a foreigner)

1.2 In case of attendance by proxy:

- A Proxy Form as provided in attachment 12, completely filled, signed by proxy grantor and the proxy, together with Baht 20 of stamp duty affixed.

- A copy of the proxy grantor*s and proxy holders* official ID cards as referred to in 1.1 above certified as true and correct by them

- An original copy of the proxy grantor*s official ID card as referred to in 1.1 above

2. In the event that the shareholder is a juristic person:

2.1 In case of attendance in person by the authorized person:

- An original copy of the authorized representative*s official ID card as referred to in 1.1 above with one copy certified as true and correct.

- A copy of Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the grantor is an authorized representative of the shareholder having authority to act on the shareholders* behalf and such copy of the Affidavit or Certificate of Incorporation must be certified as true and correct by such authorized representative.

2.2 In case of attendance by proxy:

- A Proxy Form provided as in attachment 12, completely filled, and signed by the proxy grantor and the proxy, together with Baht 20 of stamp duty affixed.

- A copy of Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the grantor is an authorized representative of the shareholder having authority to act on the shareholders* behalf and such copy of the Affidavit or Certificate of Incorporation must be certified as true and correct by such authorized representative.

- copies of the authorized representative*s and proxy*s official ID cards as referred to in 1.1 above with a certification of true and correct copy.

3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under a foreign laws:

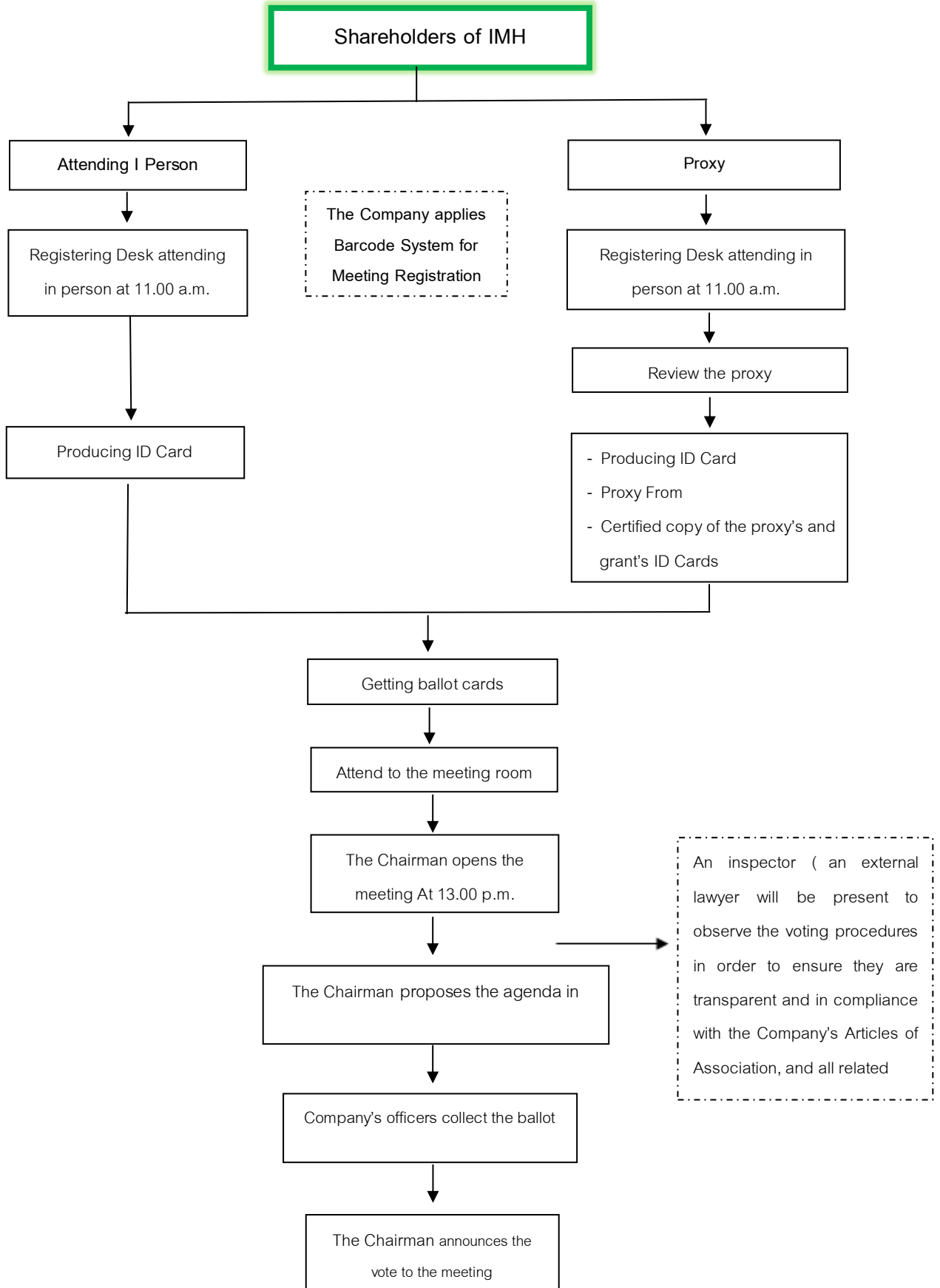
Paragraph no. 1 and 2 above shall be applied mutatis to a non-Thai shareholder or attendant of meeting or, as the case may be, a shareholder which is juristic person incorporated under foreign laws, subject to the following conditions:

- Affidavit or Certificate of Incorporation of such juristic person may be issued by either the government authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head

office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and

- English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorize.

Procedures for attending the 2022 Annual General Shareholders' Meeting
S.D. Avenue hotel, Pinklao Room 3 Floor
Saturday, April 29, 2023



Stamp duty of
Baht 20

Proxy Form A.

Made at

Date

(1) I/we, Nationality,
Residence No., Road, Tembol/Sub-area,
Amphoe/Area, Province, Postal code

(2) Being the shareholder of Intermedical Care and Lab Hospital Public Company Limited, holding
a total number of share(s), representing a total number of vote(s) comprising :
..... ordinary share(s), representing Vote(s);
..... preferred share(s), representing Vote(s);

(3) Hereby appoint either one of the following persons:

(1), Age Years,
Residence No., Road, Tembol/Sub-area,
Amphoe/Area, Province, Postal code

(2) Assoc. Prof. Dr. Thanavath Phonvichai, Age57..... Years,
Residence No. 442, Road Bangwaek, Tembol/ Sub-area..... Bangwaek.....,
District/Area Pasijaroen.....Province Bangkok..... Postal code 10160..... ; or

(3) Miss Tiwaporn Kantasuwon, Age53..... Years,
Residence No. 442, Road Bangwaek, Tembol/ Sub-area..... Bangwaek.....,
District/Area Pasijaroen.....Province Bangkok..... Postal code 10160..... ; or

(4) Mr. Warokart Tapasanant, Age46..... Years,
Residence No. 442, Road Bangwaek, Tembol/ Sub-area..... Bangwaek.....,
District/Area Pasijaroen.....Province Bangkok..... Postal code 10160.....

Individually, as my/our proxy to attend and vote at **The Annual General Meeting of Shareholders for the Year 2023 on Saturday, April 29, 2023 at 13.00 p.m. At the S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand.** or at any adjournment thereof.

Any action(s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

Signed Grantor

(.....)

Signed Proxy

(.....)

Remark A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

Stamp duty of
Baht 20

Proxy Form B.

Made at

Date

(1) I/we, Nationality,
Residence No., Road, Tembol/Sub-area,
Amphoe/Area, Province, Postal code

(2) Being the shareholder of Intermedical Care and Lab Hospital Public Company Limited, holding
a total number of share(s), representing a total number of vote(s) comprising :
..... ordinary share(s), representing Vote(s);
..... preferred share(s), representing Vote(s);

(3) Hereby appoint either one of the following persons:

(1), Age Years,
Residence No., Road, Tembol/Sub-area,
Amphoe/Area, Province, Postal code

(2) Assoc. Prof. Dr. Thanavath Phonyichai, Age 57 Years,
Residence No. 442 Road Bangwaek Tembol/ Sub-area..... Bangwaek.....
District/Area Pasjaroen..... Province Bangkok..... Postal code 10160..... ; or

(3) Miss Tiwaporn Kantasuwon..... Age 53 Years,
Residence No. 442 Road Bangwaek Tembol/ Sub-area..... Bangwaek.....
District/Area Pasjaroen..... Province Bangkok..... Postal code 10160..... ; or

(4) Mr. Warokart Tapasanant..... Age 46 Years,
Residence No. 442 Road Bangwaek Tembol/ Sub-area..... Bangwaek.....
District/Area Pasjaroen..... Province Bangkok..... Postal code 10160.....

Individually, as my/our proxy to attend and vote at **The Annual General Meeting of Shareholders for the Year 2023 on Saturday, April 29, 2023 at 13.00 p.m. At the S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand.** or at any adjournment thereof.

(4) At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy 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 EGM of Shareholders No. 1/2023.

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 3 : To consider and acknowledge the operating results for the 2022 and approve the annual financial statements ended on December 31, 2022

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

- Agenda 4 : To consider and approve profit allocation and dividend payment
- (a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 5 : To consider and approval of the appointment of Auditor and determination of audit fee for the Year 2023.
- (a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 6 : To consider and approval of the re-appointment of Directors who retire by rotation and the nomination of a new director.
- (a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:
- Election of the directors in whole:
- Approve Disapprove Abstain
- Election of individual directors:
- 6.1 Director name Miss.Tiwaporn Kuntasuwon.....
- Approve Disapprove Abstain
- 6.2 Director name Mr.Thibdee Mangkalee.....
- Approve Disapprove Abstain

- Agenda 7 : To consider and approve of the Directors' remuneration for the Year 2023.
- (a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 8 : To consideration of other matters (if any)
- (a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

(5) Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

All acts performed by the Proxy during the course of the Meeting, except for the vote of the Proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/We performed such act.

Signed Grantor
(.....)

Signed Proxy
(.....)

- Remark :
1. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shareholder to several proxies to vote separately.
 2. In the agenda of appointment of director, shareholder is able to elect the whole board of directors or only certain directors.
 3. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

Regular Continued Proxy (From B.)

Authorization on behalf of the Shareholder of Intermedical Care and Lab Hospital Public Company Limited.

As only one of my / our proxy to attend and vote on my / our behalf of the General Meeting of Shareholders for the year 2023 to be held on April 29, 2023 at 13.00 p.m. At the S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand , or at any adjournment thereof to the date, time and venue

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Object Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Object Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Object Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Object Abstain

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(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

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Approve Object Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Name of Director:

Approve

Object

Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Object

Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Object

Abstain

Stamp duty of
Baht 20

Proxy (Form C)

(For foreign shareholders who have custodian in Thailand only)

Made at

Date

(1) I/We Nationality Address
Road Tambol/Sub-area Amphoe/Area
Province Postal code (Custodian)

As the custodian of being a shareholder of Intermedical Care
and Lab Hospital Public Company Limited.

Holding the total amount of shares with the voting rights of votes
as follows:

Ordinary share shares with the voting rights of votes

(2) Herey appoint

(1) , Age Years,
Residence No., Road , Tambol/Sub-area ,
Amphoe/Area , Province , Postal code

(2) Assoc. Prof. Dr. Thanavath Phonvichai Age 57 Years,
Residence No. 442 Road Bangwaek Tambol/ Sub-area Bangwaek ,
District/Area Pasijaroen Province Bangkok Postal code 10160

(3) Miss Tiwaporn Kantasuwon Age 53 Years,
Residence No. 442 Road Bangwaek Tambol/ Sub-area Bangwaek ,
District/Area Pasijaroen Province Bangkok Postal code 10160

(4) Mr. Warokart Tapasanant Age 46 Years,
Residence No. 442 Road Bangwaek Tambol/ Sub-area Bangwaek ,
District/Area Pasijaroen Province Bangkok Postal code 10160

As only one of my / our proxy to attend and vote on my / our behalf of the General Meeting of Shareholders for
the year 2023 to be held on April 29, 2023 at 13.00 p.m. At the S.D. Avenue hotel, Pinklao Room 3 Floor,
94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand , or at any adjournment thereof
to the date, time and venue.

(3) I/We authorize my / our Proxy to cast the votes according to my / our intentions 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 EGM of Shareholders No. 1/2023.

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

- Approve
- Disapprove
- Abstain

Agenda 3 : To consider and acknowledge the operating results for the 2022 and approve the annual financial statements ended on December 31, 2022

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 4 : To consider and approve profit allocation and dividend payment

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 5 : To consider and approval of the appointment of Auditor and determination of audit fee for the Year 2023.

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

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

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Election of the directors in whole:

Approve Disapprove Abstain

Election of individual directors:

6.1 Director name Miss Tiwaporn Kuntasuwon.....

Approve Disapprove Abstain

6.2 Director name Mr. Thibdee Mangkalee.....

Approve Disapprove Abstain

Agenda 7 : To consider and approve of the Directors' remuneration for the Year 2023.

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 8 : To consideration of other matters (if any)

(a) I/We grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/We grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the proxy which is not in accordance with this Proxy From.

Signed Grantor
(.....)

Signed..... Proxy
(.....)

- Remarks
1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
 2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
 3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy From C. as enclosed.

Regular Continued proxy (From C.)

Authorization on behalf of the Shareholder of Intermedical Care and Lab Hospital Public Company Limited.

As only one of my / our proxy to attend and vote on my / our behalf of the General Meeting of Shareholders for the year 2023 to be held on April 29, 2023 at 13.00 p.m. At the S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand, or at any adjournment thereof to the date, time and venue

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Object Abstain

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Approve Object Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Name of Director:

Approve

Object

Abstain

Agenda No. Subject :

(a) The Proxy is entitled to cast the votes on my / our behalf at its own direction.

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Approve

Object

Abstain

Agenda No. Subject :

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Approve

Object

Abstain

Map of the Meeting Venue

S.D. Avenue hotel, Pinklao Room 3 Floor, 94 Borommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, Thailand

Map of the Meeting Venue

SP S.D. AVENUE HOTEL
โรงแรม เอส. ดี. อเวนิว

94 ถนนราชชนนี แขวงบ้านกุหลาบ เขตบางพลัด กรุงเทพฯ 10700
94 Borommarat Chachonnani Rd., Bang Bamru,
Bang Phlat, Bangkok 10700.
Tel. +66 (0) 2434 0400 Fax. +66 (0) 2434 6496
www.sdavenue.com

**โปรดใช้ทางเดินรถปกติ
เลี่ยงทางคู่ขนานลอยฟ้า**
**Please keep driving along
the main road and avoid
the elevated frontage road**

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Privacy Notice for the shareholder meeting

Intermedical Care and Lab Hospital Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as Email, IP Address (in case of online access to the meeting).

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes.

However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the shareholder meeting as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019) : for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. the Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E. 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to correct, delete or destroy your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology's service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels : **Intermedical Care and Lab Hospital Public Company Limited**, 442 Bang Waek Road, Bang Waek Subdistrict, Phasi Charoen District, Bangkok 10160, e-mail: sirilux.r@intermedthai.com