



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 แล็บ จำกัด (มหาชน)

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

Ref. IMH 013/2023

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