**Intermedical Care and Lab Hospital Public Company Limited**
**442 Bangwaek Road, Bang Waek Subdistrict, Phasi Charoen District, Bangkok 10160**
**Tax ID : 0107561000269**

Ref IMH. 024/2026

10 July 2026

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2026

To: Shareholders of Intemedical Care and Lab Hospital Public Company Limited

Enclosures:
1. Copy of the Minutes of the 2026 Annual General Meeting of Shareholders
2. The Indicative Terms of Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2)
3. Capital Increase Report Form (F53-4)
4. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited
5. Definition of Independent Director
6. Information regarding the Independent Directors nominated by the Company to act as proxy holders for shareholders
7. The Company's Articles of Association relating to shareholders' meetings and voting procedures
8. Evidence required for entitlement to attend the shareholders' meeting
9. Procedures for attending the Extraordinary General Meeting of Shareholders
10. Proxy Forms A, B, and C
11. Map of the Meeting Venue

Inter Medical Care and Lab Hospital Public Company Limited resolved at the Board of Directors' Meeting No. 2/2026 held on Thursday, 14 May 2026, to convene the Extraordinary General Meeting of Shareholders No. 1/2026 on <u>Monday, 10 August 2026 at 2:00 p.m.</u> at S.D. Avenue Hotel, Pinklao Room, 3rd Floor, No. 94 Borommaratchachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700, to consider the following agenda items:

<u>Agenda 1</u> : <u>To consider and certify the minutes of the 2026 Annual General Meeting of Shareholders.</u>

<u>Facts and Rationale</u> : The Company delivered the minutes of the 2026 Annual General Meeting of Shareholders held on Tuesday 28 April 2026. The minutes were prepared within 14 days from the date of the Annual General Meeting and were submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe required by law. The minutes have also been published on the company's website. In addition, copies of the minutes, together with the invitation to this meeting, have been sent to the shareholders <u>(refer to Enclosure No. 1)</u>

<u>Board's Opinion :</u> The Board of Directors has considered and is of the view that the minutes of the 2026 Annual General Meeting of Shareholders have been accurately and completely recorded in accordance with the resolutions of the meeting. Therefore, it is appropriate to approve the said minutes.

Voting Resolution : Approval shall require a majority vote of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 2 : To consider and approve the issuance and offering of the Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2) to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in an amount of not more than 118,501,214 units, free of charge.

Facts and Rationale : In order to provide benefits to the Company's shareholders and support future business expansion, the Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the issuance and offering of the Company's Warrants to Purchase Ordinary Shares No. 2 (IMH-W2), to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), in an amount not exceeding 118,501,214 units, free of charge, at the allocation ratio of 2 existing ordinary shares to 1 warrant unit (fractional entitlements, if any, shall be rounded down and disregarded). The warrants shall have a term of 1 year from the issuance date. One unit of IMH-W2 warrants shall entitle the holder to purchase 1 ordinary share at the exercise price of 6 THB per share (unless adjusted pursuant to the adjustment of rights), as detailed in the Indicative Terms of Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2) in Enclosure No. 2 and the Capital Increase Report Form (F53-4) in Enclosure No. 3.

Opinion of the Board of Director : The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the issuance and offering of the Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2) to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), in an amount not exceeding 118,501,214 units, free of charge, at the allocation ratio of 2 existing ordinary shares to 1 warrant unit (fractional entitlements, if any, shall be rounded down and disregarded). The warrants shall have a term of 1 year from the issuance date. One unit of IMH-W2 warrants shall entitle the holder to purchase 1 ordinary share of the Company at the exercise price of 6 THB per share (unless adjusted pursuant to the adjustment of rights). The issuance and offering of IMH-W2 warrants are intended to provide additional benefits to the existing shareholders (Sweetener), enhance financial preparedness and flexibility, and reserve funds for working capital purposes, as detailed in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company in Enclosure No. 4. The Board of Directors is of the opinion that the details and exercise price of IMH-W2 warrants are reasonable and in the best interests of the existing shareholders and the Company.

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer to undertake any actions relating to the issuance and allocation of IMH-W2 warrants, including but not limited to determining or amending the rules, conditions, terms and conditions of rights, and other details relating to IMH-W2 warrants. Such authority includes the issuance and allocation of warrants in a single issuance or multiple issuances, determination of allocation ratios, payment methods, the determination of the record date for shareholders entitled to receive IMH-W2 warrants, the first and last exercise dates, and any other relevant terms and conditions. Such persons shall also be authorized to negotiate, execute, and enter into any relevant agreements and documents, and undertake any actions necessary in connection with IMH-W2 warrants and the issuance and allocation thereof, including the listing of IMH-W2 warrants and ordinary shares arising from the exercise of such warrants on the Stock Exchange of Thailand, obtaining approvals from relevant authorities in accordance with applicable laws, and appointing and authorizing any appropriate persons to act as sub-delegates in connection with the foregoing matters.

Voting Resolution : Approval shall require a majority vote of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 3 : To consider and approve the reduction of the Company's registered capital by 53,500,135.50 THB, from the existing registered capital of 172,001,350 THB to 118,501,214.50 THB, by cancelling 107,000,271 unissued ordinary shares with a par value of 0.50 THB per share, which were reserved for the exercise of rights under the expired IMH-W1 warrants, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

Facts and Rationale : The reduction of the Company's registered capital by 53,500,135.50 THB, from the existing registered capital of 172,001,350 THB to 118,501,214.50 THB, by cancelling 107,000,271 unissued ordinary shares with a par value of 0.50 THB per share, which had been allocated to reserve for the exercise of IMH-W1 warrants that had already expired, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital, with details as follows:

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| "Clause 4. | Registered Capital: | 118,501,214.50 | THB | (One Hundred Eighteen Million Five Hundred One Thousand Two Hundred Fourteen Baht and Fifty Satang) |
| | Divided into: | 237,002,429 | Shares | (Two Hundred Thirty-Seven Million Two Thousand Four Hundred Twenty-Nine Shares) |
| | Par value per share: | 0.50 | THB | (Fifty Satang) |
| | Classified into: | | | |
| | Ordinary Shares: | 237,002,429 | Shares | (Two Hundred Thirty-Seven Million Two Thousand Four Hundred Twenty-Nine Shares) |
| | Preferred Shares: | - | Shares | (-) " |

Opinion of the Board of Director : The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the reduction of the Company's registered capital and paid-up capital by 53,500,135.50 THB, from the existing registered capital of 172,001,350 THB to 118,501,214.50 THB, through the cancellation of 107,000,271 unissued ordinary shares, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with such reduction of the Company's registered capital. In addition, it is proposed that the shareholders' meeting approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer to implement of such capital reduction, including any amendment of wording or statements in the shareholders' meeting minutes, the Memorandum of Association, and/or various applications, and/or to undertake any actions necessary to comply with the registrar's requirements in connection with the registration of the reduction of registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The details are set out in the Capital Increase Report Form (F53-4) as attached in Enclosure No. 3.

Voting Resolution : Approval shall require votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 4 : To consider and approve the increase of the Company's registered capital by 59,250,607 THB, from the existing registered capital of 118,501,214.50 THB to 177,751,821.50 THB, through the issuance of 118,501,214 newly issued ordinary shares with a par value of 0.50 THB per share, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

Facts and Rationale : The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the increase of the Company's registered capital by 59,250,607 THB, from the existing registered capital of 118,501,214.50 THB to 177,751,821.50 THB, through the issuance of 118,501,214 newly issued ordinary shares with a par value of 0.50 THB per share to accommodate the exercise of rights under the warrants to purchase the Company's ordinary shares No. 2 (IMH-W2), to be allocated to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) at no offering price, as detailed in Agenda Item 2., and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association regarding registered capital to be consistent with such increase of the Company's registered capital, as follows:

| | | | | |
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| "Clause 4. | Registered Capital: | 177,751,821.50 | THB | (One Hundred Seventy-Seven Million Seven Hundred Fifty-One Thousand Eight Hundred Twenty-One Baht and Fifty Satang) |

| | | | |
|---|---|---|---|
| Divided into: | 355,503,643 | Shares | (Three Hundred Fifty-Five Million Five Hundred Three Thousand Six Hundred Forty-Three Shares) |
| Par value per share: | 0.50 | THB | (Fifty Satang) |
| Classified into: | | | |
| Ordinary Shares: | 355,503,643 | Shares | (Three Hundred Fifty-Five Million Five Hundred Three Thousand Six Hundred Forty-Three Shares) |
| Preferred Shares: | - | Shares | (-) " |

Opinion of the Board of Director : The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the increase of the Company's registered capital by 59,250,607 THB from the existing registered capital of 118,501,214.50 THB to 177,751,821.50 THB, through the issuance of 118,501,214 newly issued ordinary shares with a par value of 0.50 THB per share, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with such increase of the Company's registered capital. In addition, it is proposed that the shareholders' meeting approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer to determine the terms and details relating to the implementation of such capital increase, including any amendment of wording or statements in the shareholders' meeting minutes, the Memorandum of Association, and/or various applications, and/or undertake any actions necessary to comply with the registrar's requirements in connection with the registration of the increase of registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The details are set out in the Capital Increase Report Form (F53-4) as attached in Enclosure No. 3.

Voting Resolution : Approval shall require votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 5 : To consider and approve the allocation of not more than 118,501,214 newly issued ordinary shares with a par value of 0.50 THB per share to reserve for the exercise of the Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2), to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), free of charge.

Facts and Rationale : To be consistent with Agenda Item 2, the Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the allocation of 118,501,214 newly issued ordinary shares with a par value of 0.50 THB per share to reserve for the exercise of the Company's Warrants to Purchase Ordinary Shares No. 2 (IMH-W2), to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), free of charge, at the allocation ratio of 2 existing ordinary shares to 1 warrant unit (fractional entitlements, if any, shall be rounded down and disregarded). The warrants shall have a term of 1 year from the issuance date. One unit of IMH-W2 warrants shall entitle the holder to purchase 1 ordinary share of the Company at the exercise price of 6 THB per share (unless adjusted pursuant to the adjustment of rights).

The Company will further notify the shareholders of the date for determining the list of shareholders entitled to receive the allocation of IMH-W2 warrants (Record Date) and the issuance date of the IMH-W2 warrants.

The details are set out in the Capital Increase Report Form (F53-4) as attached in Enclosure No. 3 and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited as attached in Enclosure No. 4.

Opinion of the Board of Director : The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the allocation of not more than 118,501,214 newly issued ordinary shares to reserve for the exercise of the Warrants to Purchase Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited No. 2 (IMH-W2), to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), free of charge. In addition, it is proposed that the shareholders' meeting approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer to determine other details relating to the allocation of such newly issued ordinary shares, including any amendment, modification, or change to the terms and conditions and details relating to such share offering, including but not limited to:

(1) The allocation of newly issued ordinary shares, whether in a single allocation or multiple allocations, the offering period, the selection of investors, and any changes to the names of investors and the number of shares allocated, in order to maximize the benefits of the Company and provided that such actions do not conflict with or violate applicable laws and/or relevant rules and regulations of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or any other relevant authorities.

(2) To negotiate, enter into agreements, and execute any relevant documents and contracts, as well as to undertake any necessary and appropriate actions in connection with the offering of the newly issued shares.

(3) To execute various applications and supporting documents required in connection with the allocation and offering of newly issued ordinary shares, including the submission of information, applications, documents, and supporting evidence to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and other relevant authorities, as well as the listing of the newly issued ordinary shares on the Stock Exchange of Thailand.

Voting Resolution : Approval shall require a majority vote of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 6 : To consider other matters (if any).

The Company would like to cordially invite shareholders to attend the meeting on the date, time, and venue specified above. Shareholders may scan the QR Code to access documents relating to this meeting. Such documents have also been made available on the Company's website at **www.imhhospital.com** from 10 July 2026 onwards to provide shareholders with an opportunity to review the agenda items in advance.

On the meeting date, registration for attendance at the Extraordinary General Meeting of Shareholders No. 1/2026 will commence from 12:00 p.m. onwards. For convenience and expediency in registration, the shareholders and/or proxies who will attend the Meeting are kindly requested to complete and bring the registration form on the Meeting date, together with their identification card, passport, government official identification card, or driver's license, to be presented to the registration staff for identity verification prior to attending the Meeting, as detailed in the Evidence Required for Attending the shareholders' meeting as attached in Enclosure No. 8.

In this regard, for the convenience of the shareholders, the Company recommends that the shareholders appoint either of the independent directors, namely Mr. Boonyarit Kalayanamit or Miss Tiwaporn Kuntasuwon or Mr. Warokart Tapasanan, as their proxy. Both independent directors have no special interest that differs from the other directors in any agenda item. The information and profiles of the independent directors who may be appointed as proxies are set out in Enclosure No. 6.

The Company kindly requests your cooperation in submitting Proxy Form B, as set out in Enclosure No. 10. Shareholders may download the Proxy Form from the Company's website at www.imhhospital.com. Alternatively, a hard copy of the Proxy Form may be requested by contacting the Company Secretary at least 14 days prior to the meeting date. Please submit the said documents to the Company by 5 August 2026 at the following address:

Company Secretary

Intermedical Care and Lab Hospital Public Company Limited

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

Should any shareholder have any questions regarding the Meeting or wish to inquire about important information of the Company, such shareholder may submit questions to the Company in advance of the Meeting or via email at sirilux.r@intermedthai.com. For questions submitted in advance by shareholders or proxies prior to the Meeting, the Company will compile and respond to the questions at the Meeting only insofar as they are relevant to the meeting agenda items. For other questions or suggestions, the Company will provide clarifications as an attachment to the minutes of the shareholders' meeting, which will be disclosed through the system of the Stock

Exchange of Thailand and on the Company's website at www.imhhospital.com under the Investor Relations section, Shareholders' Meeting subsection, within 14 days from the date of completion of the Meeting.

Please be informed accordingly. and your strict cooperation in complying with the above is kindly requested.

Yours sincerely,

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(Dr. Sittiwat Kamkatwong)

Chief Executive Officer

Intermedical Care and Lab Hospital Public Company Limited

**QR Code**

**Notice of Meeting, Proxy Form, and Meeting Documents**