



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

Ref. IMH 011/2025

April 11, 2025

**Subject :** Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2025

**To :** Shareholders of the Intermedical Care and Lab Hospital Public Company Limited

**Attachment**

1. Notification Form for the Deduction of Repurchased Shares and Capital Decrease (TS-5)
2. The indicative terms of warrants to purchase ordinary shares of Intermedical Care and Lab Hospital Public Company Limited No.1 (IMH-W1)
3. Capital Increase Report Form (F53-4)
4. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedial Care and Lab Hospital Public Company Limited
5. Report on the Independent Financial Advisor's Opinion.
6. Profile and Work Experience of Mr. Chai Sophonpanich
7. Definition of "Independent Director"
8. Profile of Independent Directors being Nominated as Proxies by Shareholders
9. Company's Articles of Association Relating to the General Meeting of Shareholders
10. Document and Evidence Required for the Shareholder to Present for Meeting Attendance
11. Procedures for attending the Extraordinary General of Shareholders No. 1/2025
12. Proxy From A, B and C
13. Map of the Meeting Venue

The resolutions of the Board of Directors' Meeting No. 1/2025 on Thursdays, February 27, 2025 had recently resolved to hold the Extraordinary General of Shareholders No. 1/2025 on Tuesday, May 20, 2025 at 09.00 a.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 Extraordinary General of Shareholders No. 1/2025 would be as follows:

**Agenda 1 : To consider and approve the decrease of the Company's registered and paid-up capital in the amount of 499,100 baht from the current registered capital of 107,500,000 baht to be the registered capital of 107,000,900 baht by cancelling 998,200 unissued repurchased shares and approve the amendment of the Company's Memorandum of Association Clause 4 to be consistent with the decrease of the Company's registered capital**



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

**Purpose and Reason** : For consideration and approval of the decrease of the Company's registered capital, in the amount of 499,100 Baht from the original registered capital of 107,500,000 Baht to the new registered capital of 107,000,900 Baht, by cancelling 998,200 unissued repurchased shares, with a par value of 0.50 Baht per share, and approved the amendment of the Company's Memorandum of Association Clause 4 to be consistent with the decrease of the Company's registered capital as follows:

" Clause 4.	Total registered capital	107,000,900	Baht	(One hundred seven million nine hundred shares)
	Divided into	214,001,800	shares	(Two hundred fourteen million one thousand eight hundred shares)
	Par value	0.50	Baht	(Fifty satang)
	Divided into:			
	Ordinary shares	214,001,800	shares	(Two hundred fourteen million one thousand eight hundred shares)
	Preference shares	-	shares	(-) "

According to the Board of Directors' meeting no. 5/2021 dated August 30, 2021 has resolved to approve the share repurchase program for financial management purposes in the maximum amount not exceeding 50 million Baht with the amount to repurchase of not exceeding 3,000,000 shares, the Company repurchase shares during September 14, 2021 to March 11, 2022 totalling 1,000,000 shares. At the end of selling period, not more than 3 years after the completion of share repurchase, the Company has 998,200 unissued repurchased shares, with a par value of 0.50 Baht per share which is 0.46% of the total issued shares (215,000,000 shares as of February 27, 2025).

Complying with disclosure of information and other Acts of a listed company in the case that a listed company repurchases their own shares and disposes of such repurchased shares, B.E. 2544 (2001) said that " When the period for the sale of all repurchased shares has passed, if the Company does not sell or does not sell its all, the Company shall reduce the paid-up capital by deducting unissued shares and proceed to register the change of registered capital within 14 days from the transaction date" , as detailed in the Notification of Deduction of Repurchased Shares and Capital Reduction Form (TS-5) (Enclosure 1).

After registering the capital reduction, the Company will have registered capital and paid-up capital of 107,000,900 Baht which is 214,001,800 ordinary shares with a par value of 0.50 Baht

**Board of Directors' opinion:** The Board of Directors agreed to propose to the shareholders' meeting to approve the decrease of the Company's registered and paid-up capital in the amount of 499,100 baht from the current registered capital of 107,500,000 baht to be the registered capital of 107,000,900 baht by



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

cancelling 998,200 unissued repurchased shares and approve the amendment of the Company's Memorandum of Association Clause 4 to be consistent with the decrease of the Company's registered capital and approve to assign the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company shall be authorized to take any action related to the registration of the decrease of registered and paid-up capital, to sign and submit 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 the minutes of the shareholders' meeting, Memorandum of Association and/or various application and/or such documents related to the capital decrease 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 to complete the registration process as per above details.

**Voting resolution:** The resolution for this agenda item must be approved by not less than three-fourths (3/4) of the total votes of shareholders attend the Meeting and entitle to vote.

**Agenda 2 : To consider and approve 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 107,000,900 units (without offering value)**

**Purpose and Reason** : As the return for shareholders and to support the company's future business expansion, the Board of Directors agreed to propose to the shareholders' meeting to approve 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 107,000,900 units without offering value at the ratio of 4 ordinary shares per 1 unit of warrants. Besides, the term of the warrant is 1 year after the issuance and offering of the warrant, whereby 1 unit of IMH-W1 warrant has the right to purchase 1 common share at the exercise price of 6 baht per share as appeared in the details of the warrants (IMH-W1) Enclosure 2 and Capital Increase Report Form (F53-4) as per Enclosure 3

**Board of Directors' opinion:** The Board of Directors agreed to propose to the shareholders' meeting to approve 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



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

Offering), in the amount of not exceeding 107,000,900 units (without offering value). The issuing and offering of the IMH-W1 warrants at this time, it is to provide returns to existing shareholder as a Sweeteners, prepare and create financial flexibility, and reserve as a working capital in the company as appeared in Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedial Care and Lab Hospital Public Company Limited (Enclosure 4). The Board of Directors has the opinion that the details and exercise price of the IMH-W1 Warrants are reasonable and has the greatest benefit to existing shareholders and the Company as considering of their current financial burden and the improvement or addition of facilities related to the business, such as building improvements, various tools, etc., or other investments to enhance the competitiveness of the business. If shareholders exercise their rights to purchase additional common shares under the IMH-W1 Warrants in full, the Company will be able to raise funds up to approximately 642.01 million baht. However, the number of shares to be exercised under the IMH-W1 Warrants and the actual payment may be less than the number of shares the Company intends to offer, which may result in the Company receiving less money than expected. In such case, the Company's plan for utilizing the proceeds of the capital increase may differ from the stated plan.

The Board of Directors opined and deemed it appropriate to request the shareholders' meeting to consider and approve to assign the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company is authorized to take any action related to the issuance and allocation of IMH-W1 Warrants, including but not limited to determining or amending the criteria, conditions, terms and other details related to the IMH-W1 Warrants, including the issuance and allocation of warrants in one or multiple times, allocation rate, payment method, determination of the record date of shareholders entitled to receive the allocation of IMH-W1 Warrants, the first and last exercise dates, and other related terms and details, and granting such persons the authority to negotiate, agree and sign documents and contracts related to the matter, including taking necessary actions related to the IMH-W1 Warrants and the issuance and allocation of the IMH-W1 Warrants, listing the IMH-W1 Warrants and common shares resulting from the exercise of the rights to purchase common shares under such warrants as listed securities on the Stock Exchange, and applying for permission from relevant agencies in pursuant to the applicable laws and appoint and assign other suitable persons to act as sub-attorneys to carry out the above actions.

**Voting resolution:** The resolution for this agenda item must be approved by the majority vote of shareholders attend the Meeting and entitle to vote.



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

**Agenda 3 : To consider and approve the increase of the Company's registered capital in the amount of 65,000,450 baht from the current registered capital of 107,000,900 baht to be the registered capital of 172,001,350 baht By issuing additional common shares in the amount of 130,000,900 shares and approve the amendment of the Company's Memorandum of Association Clause 4. Reregistered Capital to be consistent with the increase of the Company's registered capital**

**Purpose and Reason:** To support the company's future business expansion related to hospital business and create financial flexibility and reserve for working capital, the Board of Directors agreed to propose to the shareholders' meeting to approve the increase of the Company's registered capital in the amount of 65,000,450 baht from the current registered capital of 107,000,900 baht to be the registered capital of 172,001,350 baht by issuing additional common shares in the amount of 130,000,900 shares 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	172,001,350	Baht	(One hundred seventy-two million one thousand three hundred and fifty shares)
	Divided into	344,002,700	shares	(Three hundred forty-four million and two thousand seven hundred shares)
	Par value	0.50	Baht	(Fifty satang)
	Divided into:			
	Ordinary shares	344,002,700	shares	(Three hundred forty-four million and two thousand seven hundred shares)
	Preference shares	-	shares	(-) "

The details appear in the Capital Increase Report Form (F53-4) (Enclosure 3).

**Board of Directors' opinion:** The Board of Directors agreed to propose to the shareholders' meeting to approve the increase of the Company's registered capital in the amount of 65,000,450 baht from the current registered capital of 107,000,900 baht to be the registered capital of 172,001,350 baht by issuing additional common shares in the amount of 130,000,900 shares 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 and approved to assign the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer of the Company shall be authorized have the authority to determine the conditions and details of actions related to the increase of capital; as well as correcting the wording or text in the minutes of the shareholders' meeting, Memorandum of Association and/or various application and/or take any action in order to comply with the Registrar's order in filing the



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

application for registering the increase of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

**Voting resolution:** The resolution for this agenda item must be approved by not less than three-fourths (3/4) of the total votes of shareholders attend the Meeting and entitle to vote.

**Agenda 4 : To consider and approve the allotment of the newly issued ordinary shares in the amount not exceeding 130,000,900 shares with a par value of 0.50 baht per share, the total amount is 65,000,450 baht as follows**

**Agenda 4.1: To consider and approve the allocation of the newly issued ordinary shares in the amount not exceeding 107,000,900 shares to reserve the exercise of rights to purchase ordinary shares of company No.1 (IMH-W1) to be allotted to the existing shareholders of the company in proportion to their shareholdings (Right Offering) (without offering value)**

**Purpose and Reason:** In accordance with Agenda 2, the Board of Directors agreed to propose to the shareholders' meeting to approve the allotment of the newly issued ordinary shares in the amount of not exceeding 107,000,900 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 details of the transactions are shown in Capital Increase Report Form (F53-4) (Enclosure 3) and Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedial Care and Lab Hospital Public Company Limited (Enclosure 4).

**Board of Directors' opinion:** The Board of Directors agreed to propose to the shareholders' meeting to approve the allocation of the newly issued ordinary shares in the amount not exceeding 107,000,900 shares to reserve the exercise of rights to purchase ordinary shares of company No.1 (IMH-W1) to be allotted to the existing shareholders of the company in proportion to their shareholdings (Right Offering) (without offering value) and approve to assign the Board of Directors or Executive Committee or the Chief Executive Officer or a person authorized by the Board of Directors or Executive Committee or the Chief Executive Officer has the authority to determine the details considering the newly issued ordinary shares allotment as well as amend, add, change the term and details of such offering, including but not limit to

- (1) Allotment of newly issued ordinary shares one time or from time to time, offering period, selection of investors, change of names and number of shares allocated to get the most



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

benefits and does not contradict or conflict the law and/or relevant rules or regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and/or other related agencies.

- (2) Entering into an agreement and signing any related documents and contracts and having the authority to take any necessary and appropriate actions regarding the newly issued ordinary shares offering.
- (3) Signing any application and necessary evidence related to the allotment and offering of newly issued ordinary shares, including providing information, document submissions or any application and necessary related evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and other related agencies. as well as listing the newly issued ordinary shares as securities on the Stock Exchange of Thailand.

**Voting resolution:** The resolution for this agenda item must be approved by the majority vote of shareholders attend the Meeting and entitle to vote.

**Agenda 4.2: To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 23,000,000 shares to accommodate the offering through private placement to BKI HOLDINGS PUBLIC COMPANY LIMITED (“BKI”) at the offering price of 2.1028 baht/share amounting to 48,364,400 baht. BKI shall not receive the allotment of IMH-W1 and Mr. Chai Sophonpanich (Chairman of BKI) shall be appointed as the Company's Advisory Chairman after the allotment.**

**Purpose and Reason** : The allotment of the newly issued ordinary shares in the amount of not exceeding 23,000,000 shares with a par value of 0.50 baht per share to accommodate the offering through private placement to BKI HOLDINGS PUBLIC COMPANY LIMITED (“BKI”) at the offering price of 2.1028 baht/share, representing approximately 9.70% of the total issued shares of the Company (after the registration of the Company's paid-up capital after this issuance of newly issued shares). **BKI shall not receive the allotment of IMH-W1.**

**Summary of the key terms of the memorandum of understanding between the Company and BKI**

- Date of Memorandum of Understanding: February 20, 2025
- BKI agrees to subscribe for additional shares of the Company and the Company agrees to issue and allocate additional shares to BKI in the total amount of 23,000,000 shares in accordance with the law, in accordance with the Company's regulations and free from any obligations.





**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

- The parties agree to set the subscription price for additional shares at approximately THB 2.1028 per share, totaling THB 48,364,400.
- The parties will use their best efforts to ensure that the purchase and sale of additional shares complies with the procedures and timeframe specified by law, with an initial completion date of within 4 months from the date of this Memorandum of Understanding.
- The Company agrees to enter into an agreement to appoint Mr. Chai Sophonpanich as the Company's Advisory Chairman, whereby the Company's Advisory Chairman will provide advice on business strategy, management, organizational development, and financial and investment consulting to promote growth and improve the Company's operational efficiency, as well as perform other actions related to the Company's management as necessary. For the best interest of the Company and BKIH, we agree to have Mr. Chai Sophonpanich enter into a contract according to the details that both parties will mutually agree upon.

Currently, the Company has no agreement, promise, or plan with BKIH and no other agreement to purchase shares, including the period of holding shares in BKIH. However, BKIH do not have a right to send individuals to be appointed as directors and/or executives of the Company. However, as the Company and the investor has commitment that the company will appoint Mr. Chai Sophonpanich (Chairman of BKIH) as the Company's Advisory Chairman. The Advisory Chairman will provide advice on business strategy, management, organizational development, and financial and investment consulting as necessary for the utmost benefit of the Company. It is a case-by-case basis without compensation and without decision-making power. It is only to provide opinions and share experiences on that matter. Mr. Chai Sophonpanich has no power to control or command the company in any way. IMH is managed by IMH's directors, and none of IMH's directors is a BKIH's director. In addition, the number of shares that BKIH acquired this time is not enough to control IMH.

However, after BKIH invests in the additional shares of the Company and Mr. Chai Sophonpanich has been appointed as the Company's Advisory Chairman, the Company will proceed to enter into a confidentiality agreement between the Company and BKIH to maintain business secrets and reduce conflicts of interest that may occur in the future.

Whereas each investor is not a connected person of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (and as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies





**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

Concerning Connected Transactions B.E. 2546 (and its amendments) (“Connected Transactions Notifications”).

Moreover, such issuance of newly issued ordinary shares is an offering of shares in which the Board of Directors resolved to determine a definitive offering price for proposing to the shareholders' meeting to consider and determine the definitive offering price at 2.1028 Baht per share, totaling 48,364,400 Baht, discount 51.32% of the market price, which is lower than 90% of the market price of the Company’s shares according to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares through private Placement dated 28 December 2565 (and as amended) (“Notification TorJor. 28/ 2565”). Whereas, the market price is calculated based on the weighted average price of the Company’s shares in the Stock Exchange of Thailand (“SET”) for not less than 15 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting of the Company to approve the offering of the newly issued ordinary shares, which is the period between 5 February 2025 to 26 February 2025 with the price equal to 4.3 2 Baht per share (information from SETSMART [www.setsmart.com](http://www.setsmart.com))

The objectives of the newly issued ordinary shares as follow: to support the Company's business strategy adjustment to become a full-fledged Cash Hospital, the Company plans to invest more as stated in the table below. (Cash Hospital means a hospital that focuses on providing services to patients who pay for treatment by themselves or claim under health insurance rights but are not customers who claim treatment costs from government.)

Purposes	Approximate amount* (Million Baht)	Timeframe for the funds to be used
The offering through private placement		
1 To support the company's business expansion related to hospital business consist of the opening of MRI center and Mammogram center of IMH Silom and/or	30.00	2025 – 2026
2 To prepare and create financial flexibility to expand the business in the future and reserve for working capital within the business	18.36	2025 - 2026
Total	48.36	



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

This issuing and offering newly issued ordinary shares to specific persons (Private Placement) is an offering to financially suited individuals. The number of shares and the offering price are fixed, which allows the Company to raise funds within a short period of time and alleviate the burden on existing shareholders when it comes to capital raising. Consequently, the Company will experience improved liquidity and operating results

The offering of shares through private placement to each person with a definitive offering price lower than 90% of the aforementioned market price must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and are entitled to vote, and no shareholder holding more than 10% of the total number of votes of shareholders attending the meeting and are entitled to vote object the offering of shares through private placement. Including to appoint an independent financial advisor (IFA), who must be financial advisors approved by the Office of Securities and Exchange Commission ("SEC") to provide opinions regarding such transactions.

According to the Notification TorJor. 28/2565, the Company must complete the offering of shares within the period approved by the shareholders' meeting, which should not exceed 3 months from the date that the shareholders' meeting approved the offering of newly issued shares.

Nonetheless, the offering price of newly issued ordinary shares through private placement to each person is lower than 90% of the market price of the Company's shares before the Stock Exchange of Thailand's accept the newly issued ordinary shares as listed securities, the Company has a duty to prohibit an investor from selling all newly issued ordinary shares received from the offering in the amount and period (Silent Period) as follows:

- (1) Prohibit the sale of all newly issued shares during the period of 6 months from the first trading day of the newly issued shares on the Stock Exchange of Thailand.
- (2) At the expiration of the period under (1), the person subjected to the prohibition of sale can gradually sell the prohibited shares in the amount of 25% of the total number of shares subjected to the sale prohibition and the remaining 75% of the prohibited shares can be sold after a period of 1 year from the first trading day of the Company's newly issued shares on Stock Exchange of Thailand.

In this regard, the prohibition from selling all newly issued ordinary shares are in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

Preferred Shares as for the capital increase as listed securities B.E. 2558 dated 11 May 2558 (and as amended).

The details of the transactions are shown in Capital Increase Report Form (F53-4) (Enclosure 3), Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedial Care and Lab Hospital Public Company Limited (Enclosure 4), and report on the Independent Financial Advisor's Opinion for the newly issued shares to private placement. (Enclosure 5).

**Board of Directors' opinion** : The Board of Directors agreed to propose to the shareholders' meeting to approve the allocation of newly issued ordinary shares in the amount of not exceeding 23,000,000 shares to accommodate the offering through private placement to BKI HOLDINGS PUBLIC COMPANY LIMITED ("BKI") at the offering price of 2.1028 baht/share amounting to 48,364,400 baht. However, the issuance and offering of the Company's newly issued ordinary shares to investors this time is an offering to those who are financially ready, and the number of shares and offering price are specified. This will allow the Company to raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital, which will result in the Company's liquidity and better performance.

The Board of Directors opined and deemed it appropriate to request the shareholders' meeting to consider and approve to assign the authorization of the Board of Directors or the Executive Committee or Chief Executive Officer and/or the person authorized by the Board of Directors or the Executive Committee or Chief Executive Officer to proceed with any actions related to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, which includes but not limited to the following proceedings:

- (1) Determine and/or modify any other necessary details related to the allocation of newly issued ordinary shares of such company as appropriate and to the extent that it is not contrary or inconsistent with relevant announcements, rules or laws, the determination, amendment of the subscription date and the offering date of the newly issued ordinary shares, the payment of shares may be determined at the time of allocation and subscription for one time or several times.
- (2) Communicate, negotiate, enter into, sign, amend the contract, application request, request for waiver, notice as well as evidences necessary and relevant to the allocation of the newly issued ordinary shares of the Company, including but not limited to Share Subscription Agreement, registration to the Ministry of Commerce, communicate and



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

submission of applications for permission, requests for waivers, notices, documents and evidence to the Office of the SEC, Stock Exchange of Thailand, government agency or other relevant agencies in order to make amendments to or altering applications or statements in the relevant documents as well as the listing of such newly issued ordinary shares as listed securities on the Stock Exchange of Thailand; and

- (3) Take any necessary and relevant actions for the accomplishment of the allocation of the newly issued ordinary shares of the Company. Appointing and assigning other suitable people as sub-delegates to perform the above activities.

**Voting resolution** : The resolution for this agenda item must be approved by not less than three-fourths (3/4) of the total votes of shareholders attend the Meeting and entitled to vote excluding the votes of the interested shareholders. In addition, there shall not more than an aggregate of 10% or more of the total votes of shareholders attend the Meeting and entitled to vote object the offering of shares at such offering price.

**Agenda 5 : To consider of other matters (if any)**

You are cordially invited to attend this meeting at the date, time and venue stated above. You can scan the QR Code to view documents related to this meeting. The Company will publish the convening notice for this meeting and the other supporting documents on its website ([www.imhhospital.com](http://www.imhhospital.com)) from May 2, 2025 enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 07.00 a.m. To speed up the registration process, you are requested to fill out the Registration Form and bring your identity card, or passport, or government official identity card, or driver's license as evidence of your right to attend the meeting (please refer to [Enclosure 9](#))

In case of appointing an independent director to attend and vote on his/her behalf at this meeting, Request your cooperation in sending the Proxy Form B. to the Company within May 9, 2025 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



**Intermedical Care and Lab Hospital Public Company Limited**

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

**Tax ID : 0107561000269**

A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: [sirilux.r@intermedthai.com](mailto:sirilux.r@intermedthai.com)

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