



Intermedical Care and Lab Hospital Public Company Limited

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

Tax ID : 0107561000269

Attachment No.3

Capital Increase Report Form

Intermedical Care and Lab Hospital Public Company Limited

27 February 2025

We, Intermedical Care and Lab Hospital Public Company Limited (the “Company”), hereby report that the Board of Directors’ Meeting No. 1/2025, held on 27 February 2025 has resolution regarding the capital increase and allocation of the newly issued shares as follows:

**1. Capital Increase**

- 1.1 The Board of Directors' Meeting resolved to propose to the Meeting of Shareholders to consider and approve the decrease of the Company's registered capital in the amount of 499,100 Baht from the existing 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 the par value of 0.50 Baht per share which is 0.46% of the total issued shares (215,000,000 shares as of 27 February 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).
- 1.2 The Board of Directors' Meeting approved to propose to the Meeting of Shareholders to consider and approve the increase of the Company's registered capital, in the amount of 65,000,450 Baht from the existing registered capital of 107,000,900 Baht to a new registered capital of 172,001,350 Baht, by issuing newly issued ordinary shares in an amount not exceeding 130,000,900 shares, at a par value of 0.50 Baht per share.

The types of capital increase are as follows:

Capital Increase	Type of shares	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specific Use of Proceeds	Ordinary Preference	130,000,900	0.50	65,000,450
<input type="checkbox"/> General Mandate	Ordinary Preference			



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## 2. Allocation of newly issued shares

### 2.1 Specific Use of Proceeds

Allotted to	Number of shares	Ratio (Existing : New)	Sale price (Baht/share)	Date and time of subscription and share payment	Remarks
Reserving for the exercise of warrant (IMH-W1) support	Not exceeding 107,000,900 shares	2 : 1	<ul style="list-style-type: none"> <li>Allotted to the existing shareholders and the subscriber shareholders at the ratio of 2 ordinary shares per 1 unit of warrant (in case there are fraction, such fraction shall be rounded down). Warrant has no offering value</li> <li>1 unit of the warrant is eligible to purchase the ordinary shares of the Company for 1 share with the exercise price at 6 Baht per share.</li> </ul>	Please see Enclosure 2, 4	Please see the below remark
Private Placement, namely, BKI HOLDINGS PUBLIC COMPANY LIMITED	Not exceeding 23,000,000 shares	-	2.1028	Please see Enclosure 4	Please see the below remark
Total	Not exceeding 130,000,900 shares				

#### Remark:

- In this regard, 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



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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, the date for determining the names of shareholders who are entitled to subscribe for newly issued ordinary shares (Record Date), payment date, and exercise price for the Company to get the most 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

2. The issuance of such newly issued ordinary shares for Private Placement is an offering for sale of shares in which the Board of Directors resolved to determine the definitive offering price for proposing to the shareholders' meeting to consider and determine the definitive offering price at 2.1028 Baht per shares, totaling 48,364,400 Baht, 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 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 between 5 February 2025 to 26 February 2025 with the price equal to 4.32 Baht per share (information from SETSMART [www.setsmart.com](http://www.setsmart.com)).

3. 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:



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- (a) 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.
- (b) 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 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 an 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
- (c) 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.

## **2.2 Action to be taken by the Company in case there are fractions of shares**

Such a fraction shall be round down.

## **3. Schedule for a shareholders' meeting to approve the capital increase/allotment**

Determination of the Extraordinary General Meeting of Shareholders No. 1/2025 on 20 May 2025 at 9.00 a.m. at the S.D. Avenue hotel (Pinklao), Pinklao Room, 3 Floor, No. 94 Barommarat Chachonnani Road, Bang Bamru, Bang Phlat, Bangkok. The list of shareholders who are eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date) shall be determined on 21 March 2025

## **4. Application for approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

- 4.1** The Company's shareholders' meeting resolves to approve the increase of capital, amend the Memorandum of Association, and issuance and offering IMH-W1.
- 4.2** The Company's shareholders' meeting resolves to approve the issuance and allocation of newly issued ordinary shares to offering through private placement and This increase of registered capital must be



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approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote.

**4.3** The Company must be deemed to be approved to offer newly issued ordinary shares through private placement by the Office of Securities and Exchange Commission as specified in the Notification TorJor. 28/2565.

**4.4** The Company will register the increase of the registered capital, amend the Memorandum of Association, and change the paid-up capital with the Department of Business Development, the Ministry of Commerce.

## **5. Objectives of the capital increase**

1. To support the company's future business expansion related to hospital business
2. To prepare and create financial flexibility to expand the business in the future and reserve for working capital within the business
3. As the return for shareholders of the company

## **6. Benefits that the Company will receive from the capital increase/share allocation**

The Company will have a source of funds for working capital in their daily business and will help increase the Company's capital to support the expansion of their company in the future to generate income and profits for the Company

## **7. Benefits that the Shareholders will receive from the capital increase/share allocation**

### **7.1 Dividend policy**

The Company has a dividend policy at the rate of not less than 40 percent of net profit after the deduction of corporate income tax and legal reserve of the Company's separate financial statements depending on economic conditions, performance financial status, liquidity and future business plans of the Company.

### **7.2 The right to receive dividends from the Company's operations**

Those who have been allocated newly issued ordinary shares through private placement this time will be entitled to receive dividends from the operations of the Company, after being registered as a shareholder of the Company and the Company has declared dividend payment, in accordance with the relevant laws and regulations.

## **8. Other details are necessary for shareholder decision making to approve the capital increase/share allocation**

Please consider information on Enclosure 2: The indicative terms of warrants to purchase ordinary shares of Intermedical Care and Lab Hospital Public Company Limited No.1 (IMH- W1) and Enclosure 4: Information



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Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Intermedical Care and Lab Hospital Public Company Limited

**9. Timetable in case of the Board of Director has resolve to approve the capital increase/share allotment**

No	Procedures	Date/Month/Year
1	The Board of Directors' meeting no.1/2025	27 February 2025
2	Record Date to be eligible for attend the Extraordinary General Meeting of Shareholders No.1/2025	21 March 2025
3	The Extraordinary General Meeting of Shareholders No.1/2025	20 May 2025
4	Registration date of capital decrease/increase and Memorandum of Association amendment with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
5	Record Date to be eligible for the warrant allotment and offering (IMH-W1)	28 May 2025 <u>However, the determination of eligible for the IMH-W1 warrant allotment is still uncertain until approval from the shareholder's meeting</u>
6	The Company offers newly issued ordinary shares issued and offered through private placement to Investor.	Within 3 months from the date of that shareholders' meeting approve the offering of newly issued shares. (Offering after allocation of IMH-W1)
7	Registered the paid-up capital for newly issued ordinary shares issued and offered through private Placement to Investor to the Department of Business Development, Ministry of Commerce	Within 14 days from the closing date and the Company has received payment for the newly issued ordinary shares from investor.

Remark: The above schedule is subject to be changed.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Yours respectfully,

Intermedical Care and Lab Hospital Public Company Limited

(Dr. Sittiwat Kamkatwong)

Authorized Director

(Ms. Poramaporn Pavarojkit)

Authorized Director

