



Intermedical Care and Lab Public Company Limited
442 Bangwaek Road, Bangwaek Subdistrict, Phasi Charoen District,
Bangkok 10160, Thailand

Ref. IMH 008/2026

27 March 2026

Subject : Invitation to the Annual General Meeting of Shareholders for the Year 2026
To : Shareholders of the Intermedical Care and Lab Hospital Public Company Limited
Enclosures

1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders held on Monday, 28 April 2025
2. Annual Report 2025 in QR Code format
3. Information of the candidates nominated to replace directors retiring by rotation
4. Background and work experience of the auditors
5. Definition of independent directors
6. Information on the independent directors proposed by the company to act as proxies for shareholders
7. Company's Articles of Association relating to shareholders' meetings and voting
8. Evidence of the right to attend the shareholders' meeting
9. Procedures Attending the Annual General Meeting of Shareholders
10. Proxy forms: Form A (general), Form B (detailed and fixed items to be granted), and Form C (for foreign shareholders appointing a custodian in Thailand)
11. Map showing the meeting venue

Intermedical Care and Lab Public Company Limited resolved, in its Board of Directors' Meeting No. 1/2026 held on Thursday, 26 February 2026, to invite shareholders to the Annual General Meeting of Shareholders for the year 2026, to be held on **Tuesday, 28 April 2026, at 2:00 p.m.**, at S.D. Avenue Hotel (Pinklao), Pinklao Room, 3rd Floor, No. 94 Borommaratchachonnani Road, Bumrung Subdistrict, Bang Phlat District, Bangkok 10700, to consider the matters on the agenda as follows

Agenda Item1 : **Matters for Acknowledgement by the Chairperson**

This agenda item is presented for information only; therefore, no voting will be conducted.

Agenda Item2 : **To consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2025.**

Facts and Rationale : The company delivered the minutes of the 2025 Annual General Meeting of Shareholders on Monday, 28 April 2025. The minutes were prepared within 14 days from the date of



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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 (refer to Enclosure No. 1)

Board's Opinion : The Board of Directors has considered and is of the view that the minutes of the 2025 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 : The resolution shall be passed by a majority vote of the shareholders present and entitled to vote.

Agenda Item 3 : To Acknowledge the Operating Results for the Year 2025 and to Consider for Approval the Annual Financial Statements Ended 31 December 2025

Facts and Rationale : The operating results for the year 2025 and the annual financial statements ended 31 December 2025, prepared in accordance with financial reporting standards, have been reviewed by the Audit Committee and audited and certified by the Company's auditors. Details are presented in the consolidated financial statements section of the 2025 Annual Report (refer to Enclosure No. 2)

In summary, the key points are as follows

Unit: Million Baht

Item	2025	2024 (Restated)	2023 (Restated)
Total Assets	2,100.94	2,288.89	2,411.11
Total Liabilities	1,486.27	1,528.04	1,549.52
Total Shareholders' Equity	614.67	760.86	861.59
Paid-up Share Capital	118.50	107.50	107.50
Revenue from Sales and Services	754.92	756.05	638.28
Net Profit (Loss)	(194.55)	(106.54)	(27.63)
Earnings (Loss) per Share (Baht/Share)	(0.84)	(0.47)	(0.13)

Board's Opinion : The Board of Directors is of the view that the shareholders should approve the annual financial statements for the year ended 31 December 2025

Voting : The resolution shall be passed by a majority vote of the shareholders present and entitled to vote.



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Agenda Item 4 : To Consider and Approve the Retention of Earnings and the Non-Payment of Dividend for the Year 2025

Facts and Rationale : The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of the net profit of the separate financial statements after deducting tax, legal reserves, and other reserves (if any). However, the payment of dividends is subject to the Company's cash flow, investment plans, conditions and requirements under various contracts to which the Company is bound, as well as legal requirements and other necessities or appropriateness in the future. Therefore, the resolution of the Board of Directors to retain earnings and refrain from paying dividends for the year 2025 must be submitted for approval by the shareholders' meeting, except for interim dividends which the Board of Directors is authorized to approve. Any such interim dividends shall be reported to the shareholders at the next meeting.

The statutory reserve must be allocated at a rate of 5% of net profit until it reaches 10% of the registered capital. Currently, the Company's statutory reserve amounts to Baht 10,750,000.00 (ten million seven hundred fifty thousand Baht), which represents 10% of the registered capital. Therefore, no further allocation to the statutory reserve is required.

Board's Opinion : The Board of Directors is of the view that the shareholders should approve the retention of earnings and the non-payment of dividends for the year 2025. Since the Company recorded a net loss, it is necessary to preserve cash to maintain liquidity instead of distributing dividends to shareholders.

Comparison with Dividend Payout Ratio

Separate Financial Statements	Unit	2025 (Proposed Year)	2024	2023
1. Net Profit (Loss)	Million Baht	(25.31)	36.82	(30.45)
2. Net Profit after Statutory Reserve	Million Shares	237.00	214.00	214.00
3. Number of Shares (Excluding Treasury Shares)	Baht/Share	0.00	0.00	0.00
4. Total Dividends Paid	Million Baht	0.00	0.00	0.00
5. Dividend Payout Ratio	%	N/A	N/A	N/A

Voting : The resolution shall be passed by a majority vote of the shareholders present and entitled to vote.



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Agenda Item 5 : **To Consider and Approve the Appointment of Directors to Replace Those Retiring by Rotation**

Facts and Rationale : Pursuant to the Public Limited Companies Act B.E. (1992) and Article 18 of the Company's Articles of Association, at every annual ordinary shareholders' meeting, one-third (1/3) of the total number of directors shall retire by rotation. Retiring directors may be re-elected. Currently, the Company has a total of eight (8) directors. At this Annual General Meeting, three (3) directors are due to retire by rotation, namely

List of Directors		Position
1. Mr. Sittiwat	Kamkatwong	Director (Authorized Signatory) / Chairman of Executive Board / Chief Executive Officer (CEO)
2. Mr. Thibdee	Mangkalee	Director /Executive Director / Chairman of Risk Management Committee
3. Ms. Tiwaporn	Kuntasuwon	Independent Director / Audit Committee Member / Corporate Governance and Sustainability Committee / Chairman of Nomination and Remuneration Committee

The Company provided an opportunity for shareholders to propose qualified individuals who are not prohibited by law to be considered for election as directors, in accordance with the criteria disclosed on the Company's website, during the period from 11 November 2025 to 13 February 2026. However, no shareholders submitted any nominations. The Nomination Committee (excluding directors with vested interests) therefore considered the matter in accordance with the Company's established process. All three directors due to retire by rotation meet the relevant qualifications and are deemed suitable for the Company's business, taking into account their qualifications, experience, and expertise. Consequently, the Nomination Committee recommends that all three directors be re-elected for another term.

For Director No. 3, who is an Independent Director, the Nomination Committee (excluding directors with vested interests) has conducted a thorough and careful review. The Committee is of the view that the nominee meets all legal qualifications and requirements related to independent directors.



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The nominee possesses expertise and diverse competencies. Therefore, the Nomination Committee recommends that the Independent Director be re-elected for another term.

Board's Opinion : The Board of Directors (excluding directors with vested interests) held extensive discussions and reviewed the qualifications of each nominated individual for directorship in accordance with the Company's established process. The Board considered the nominees' qualifications, their compliance with relevant regulatory requirements, and their suitability for the Company's business, including professional skills, specific expertise beneficial to the Company, and past performance as company directors and members of sub-committees. Regarding the Independent Director, the Board has considered the nominee and is of the opinion that the individual meets all legal requirements for an independent director. The nominee possesses expertise in technology and management, demonstrates diverse competencies, provides valuable guidance to the Company, and is capable of giving independent and objective opinions in accordance with the applicable criteria.

All three directors possess the required qualifications and do not have any prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 1992 (including subsequent amendments) and the requirements of the Securities and Exchange Commission. Accordingly, the shareholders' meeting resolved to approve the Nomination Committee's recommendation to re-elect the following individuals as directors for another term (1) Mr. Sittiwat Kamkatwong (2) Mr. Tibdee Mangkalee (3) Miss Tiwaporn Kuntasuwon

None of the nominees currently hold positions as directors or executives in any other business that could result in a conflict of interest or create competition with the Company. The Company has attached the profiles of the nominated individuals for election as directors and independent directors, along with the Company's definitions of independent directors, which are in accordance with the requirements of the Securities and Exchange Commission. Details are provided in the documents delivered, Reference No. 3.

Voting : The resolution shall be passed by a majority of the shareholders present and entitled to vote. In this agenda, voting shall be conducted on an individual basis for each director.



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Agenda Item 6 : **To consider and approve the remuneration of the Company's directors for the year 2026**

Facts and Rationale : In accordance with Article 33 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of awards, meeting allowances, gratuities, bonuses, or other benefits as stipulated in the Articles or as determined by the shareholders' meeting. The Nomination and Remuneration Committee has reviewed and proposed the directors' remuneration and that of the various sub-committees for the year 2026. The Board of Directors has considered and endorsed the proposal of the Nomination and Remuneration Committee and recommends that the shareholders' meeting approve the remuneration for the directors and sub-committees.

The directors' remuneration is determined in accordance with the criteria and policies established by the Board of Directors. It is first reviewed by the Nomination and Remuneration Committee based on the directors' duties, responsibilities, and performance. The Company has established a clear and transparent policy on directors' remuneration, ensuring that the compensation is set at an appropriate level.

The criteria for determining directors' remuneration are based on the evaluation of the Board of Directors' performance, their powers, duties, and responsibilities, the Company's growth and operational performance, business liquidity, and the individual performance of each director. Consideration is also given to the total amount of remuneration approved by the shareholders' meeting, the remuneration paid in the previous year, and a comparison with the prevailing level in the same industry.

For the year 2026, the Nomination and Remuneration Committee has reviewed and proposed the directors' remuneration in the form of monthly fees and meeting allowances for non-executive directors, with a total amount not exceeding THB 3,500,000 (Three Million Five Hundred Thousand Baht), with details as follows



(Unit: Baht)

Position	Directors' Remuneration (Baht)			
	2026 (Proposed Year)		2025	
	Monthly Fee	Meeting Allowance/Session	Monthly Fee	Meeting Allowance/Session
Chairman of the Board	50,000	20,000	50,000	20,000
Chairman of the Audit Committee	50,000	20,000	50,000	20,000
Chairman of the Nomination and Remuneration Committee	-	20,000	-	20,000
Non-Executive Director	20,000	12,000	20,000	12,000
Executive Director	-	-	-	-

- Notes :**
- (1) Executive directors shall not receive meeting allowances for the Board of Directors or the Nomination and Remuneration Committee.
 - (2) Executive directors shall not receive monthly fees.
 - (3) If there is more than one meeting in a month, the meeting allowance shall be paid only once per month.

Other Benefits	2026	2025
Other Benefits	None	None

The above-mentioned criteria for determining directors' remuneration are subject to approval by the Board of Directors and shall not exceed the total amount approved by the shareholders' meeting.

Board's Opinion : The Board of Directors has considered and is of the view that the shareholders should approve the directors' remuneration in the form of monthly fees and meeting allowances for the year 2026, with a total amount not exceeding THB 3,500,000 (Three Million Five Hundred Thousand Baht), the same as the previous year, with no other benefits. The determination of such remuneration has been duly reviewed and endorsed by the Nomination and Remuneration Committee.



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Voting : The resolution shall be passed by a vote of not less than two-thirds (2/3) of the total votes of the shareholders present and entitled to vote.

Agenda Item 7 : **Consideration for the Appointment of Auditors and Determination of Their Remuneration for the Year 2026**

Facts and Rationale : In accordance with Article 58 of the Company's Articles of Association and the Public Limited Companies Act B.E. 1992, the annual general meeting of shareholders is required to appoint auditors and determine their remuneration each year. The Audit Committee has reviewed the auditors' performance in the previous year, their experience, staff readiness, adherence to recognized professional standards, and concluded that the auditors possess adequate knowledge, competence, and professional standards, understand the Group's business, and maintain independence in performing their duties. They also fully comply with the Company's Articles of Association and the regulations of the Securities and Exchange Commission. Therefore, it is recommended that the Board of Directors propose to the shareholders' meeting the appointment of three auditors from Dhuramniti Audit Co., Ltd., with the following auditors' names

- | | | |
|------------------|----------------|--|
| 1. Ms. Soraya | Tintasuwan | Certified Public Accountant No. 8658
Years of auditing the Company in the past 7 Years :
4 years (Signed the Company's financial statements for 2022-2025) |
| 2. Mr. Peeradech | Pongsathiansak | Certified Public Accountant No. 4752
Years of auditing the Company in the past 7 years :
None |
| 3. Ms. Methawi | Chanasongkram | Certified Public Accountant No. 12784
Years of auditing the Company in the past 7 years:
None |

All three auditors are not shareholders of the Company, have no relationship with the Company, and have not provided any advisory services to the Company. Therefore, they maintain independence in auditing and providing opinions on the Company's financial statements. Details of their backgrounds and professional experience are provided in the attached document, Attachment No. 4.

Furthermore, the auditors of the Company and its subsidiaries use the same audit firm, which is independent and has no relationship or interests with the Company, its subsidiaries, management,



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major shareholders, or any related parties. Accordingly, they are independent in auditing and providing opinions on the Company's financial statements.

Proposed Audit Fees for 2026 Compared with 2025

Unit: Baht

Company	2026 (Proposed Year)	2025	Change (Increase / Decrease)	%
Intermedical Care and Lab Hospital Public Company Limited				
1. Audit Fee	1,540,000	1,540,000	-	-
2. Other Services Fee	Actual	65,945	-	-

Board's Opinion : The Board of Directors, having considered the recommendation of the Audit Committee, deems it appropriate to propose to the shareholders' meeting the appointment of :

(1) Ms. Soraya Tintasuwan, Certified Public Accountant No. 8658, or (2) Mr. Peeradech Pongsathiansak, Certified Public Accountant No. 4752, or (3) Ms. Methawi Chanasongkram, Certified Public Accountant No. 12784 as the Company's auditors for the year 2026.

In the name of Dhuramniti Audit Co., Ltd., the firm shall act as the Company's auditor for the year 2026, with any one of the above-mentioned certified public accountants responsible for auditing and expressing an opinion on the Company's financial statements. In the event that the appointed CPA is unable to perform the duties, Dhuramniti Audit Co., Ltd. may assign another certified public accountant from the firm as a replacement. It is also proposed that the audit fee for the Company for the year 2026 be approved at THB 1,540,000 (One Million Five Hundred Forty Thousand Baht), the same as the previous year, excluding any other related services as recommended by the Audit Committee.

Voting : The resolution shall be passed by a majority vote of the shareholders present and entitled to vote.



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Agenda Item 8 : Other Matters (if any)

The Board of Directors has no other matters to propose to the meeting. The Company provided an opportunity for shareholders to propose additional agenda items from 11 November 2025 to 13 February 2026; however, no shareholders submitted any proposals in advance.

The Board of Directors has set the Record Date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders on 18 March 2026 (with the ex-dividend date (XD) or the date of shares not entitled to attend the meeting on 17 March 2026).

The Company hereby invites all shareholders to attend the Annual General Meeting of Shareholders on the date, time, and at the venue indicated above. Shareholders may scan the QR Code to access the documents related to this meeting, which have also been published on the Company's website at www.imhhospital.com since 27 March 2026, to allow shareholders sufficient time to review the agenda items. On the meeting day, the Company will provide registration using the Barcode system for shareholders to attend the Annual General Meeting, starting from 12:00 noon onwards. For convenience and faster registration, shareholders and their proxies are requested to bring the registration form on the meeting day, along with a government-issued identification card, passport, official civil servant ID card, or driver's license, to present to the registration staff before entering the meeting, as detailed in the Shareholder Attendance Evidence, attached as Attachment No. 8.

The Company will record the meeting in video format throughout the duration of the Annual General Meeting. Shareholders are therefore requested to review the Personal Data Protection Notice for the 2026 Annual General Meeting of Shareholders, available on the Company's website at www.imhhospital.com, under the Investor Relations section, sub-section Shareholders' Meeting.

For the convenience of shareholders, the Company recommends that you appoint an independent director, Mr. Boonyarit Kalayanamit or Mr. Worakarn Tapasanan, as your proxy. Both independent directors have no conflicting interests different from other directors in any agenda item. The information and profiles of the independent directors appointed as proxies are provided in Attachment No. 6. The Company kindly requests shareholders to submit the Proxy Form B, as provided in Attachment No. 10. You may request a hard copy of the proxy form from the Company Secretary at least 14 days prior to the meeting or download the form from the Company's website at www.imhhospital.com. Please submit the completed proxy form to the Company by April 20, 2026, at the following address:



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Company Secretary
Intermedical Care and Lab Hospital Public Company Limited
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Tel : 02 865 0044 ext. 4000

Shareholders who have questions regarding the meeting or wish to inquire about important information of the Company may submit their questions in advance to the Company or via email at sirilux.r@intermedthai.com. Questions submitted in advance by shareholders or their proxies will be compiled and addressed only if they relate to the agenda items during the meeting. Other questions or suggestions will be summarized in the minutes of the shareholders' meeting, which the Company will publish through the Stock Exchange of Thailand system and on the Company's website at www.imhhospital.com, under the Investor Relations section, sub-section Shareholders' Meeting, within 14 days after the conclusion of the meeting.

For your information.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Sittiwat Kamkatwong', written over the typed name.

(Dr. Sittiwat Kamkatwong)

Chief Executive Officer

Intermedical Care and Lab Hospital Public Company Limited