



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

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

**Tax ID : 0107561000269**

## Minutes of the Annual General Meeting of Shareholders for the Year 2026

### Intermedical Care and Lab Hospital Public Company Limited

#### Date, Time and Venue

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, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700, Thailand.

As of the present, the Company has a registered capital of Baht 172,001,350 and a paid-up capital of Baht 118,500,900, divided into 237,001,800 ordinary shares with a par value of Baht 0.50 per share. The Company had a total of 2,718 shareholders as of the Record Date, which was set on 18 March 2026.

A total of 11 shareholders attended the meeting in person, representing 107,826,101 shares, or 45.50% of the total shares. In addition, 27 shareholders attended by proxy, representing 11,784,500 shares, or 5.00% of the total shares. In total, 38 shareholders, both attending in person and by proxy, were present at the Meeting, representing an aggregate of 119,610,601 shares, or 50.47% of the total issued and paid-up shares of 237,001,800 shares. Accordingly, a quorum was duly constituted in accordance with the law and Article 37 of the Company's Articles of Association, which stipulates that "at a shareholders' meeting, there must be not less than 25 shareholders and proxies (if any), or not less than one-half of the total number of shareholders, and the total number of shares held by those attending the meeting must be not less than one-third (1/3) of the total issued shares." The Chairman therefore declared the Annual General Meeting of Shareholders for the year 2026 duly convened.

Associate Professor Assoc. Prof. Dr. Thanavath Phonvichai, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "Chairman").

The Chairman declared the Meeting open and assigned Ms. Sirilak Rahong, the Company Secretary, to introduce the members of the Board of Directors of Intermedical Care and Lab Hospital Public Company Limited who attended the Meeting. A total of 7 directors attended, representing 87.50% of the total number of directors. The directors present were as follows

1. Assoc. Prof. Dr. Thanavath Phonvichai Independent Director / Chairman of the Board of Directors
2. Mr. Boonyarit Kalayanamit Independent Director / Chairman of the Audit Committee
3. Dr. Sittiwat Kamkatwong Director / Chairman of the Executive Committee / Chief Executive Officer
4. Miss Poramaporn Pavarjkit Director / Executive Director / Deputy Chief Executive Officer  
/ Chairperson of the Corporate Social Responsibility Working Committee  
/ Member of the Corporate Governance and Sustainability Working

		Committee / Member of the Nomination and Remuneration Committee / Member of the Risk Management Working Committee
5. Mr. Thibdee	Mangkalee	Director / Executive Director / Chairman of the Risk Management Working Committee
6. Miss Tiwaporn	Kuntasuwon	Independent Director / Audit Committee Member / Chairperson of the Nomination and Remuneration Committee / Member of the Corporate Governance and Sustainability Working Committee
7. Mr. Warokart	Tapasanant	Independent Director / Audit Committee Member / Member of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Sustainability Working Committee

One director was absent from the Meeting

1. Dr. Sukhum Karnchanapimai Director / Advisor to the Company due to overseas business commitments.

The Meeting was also attended by the following persons

1. Miss Ratchaneeporn Mokkarawut Chief Financial Officer / Acting Accounting Manager / Executive Director
2. Miss Sirilux Rahong Company Secretary
3. Miss Arreeya Jaengarun Assistant Company Secretary
4. Mr. Worakorn Saengpo Auditor from Dharmniti Auditing Co., Ltd.

The Company would also like to express its appreciation to Dr. Saritsapong Thesabamrung, a shareholders' rights volunteer from the Thai Investors Association, for attending the Meeting. Prior to proceeding with the agenda items, in order to ensure transparency in the vote counting process, the Company assigned Ms. Poonrada Jiropasphokin from OJ International Co., Ltd. to act as an independent witness in the vote counting for this Meeting.

In order to ensure that the Meeting is conducted in accordance with the principles of good corporate governance, particularly with respect to voting procedures, the Company has clearly explained the relevant steps and practices. An instructional video with audio narration was presented, explaining the voting procedures, vote counting process, and the process for asking questions during the Meeting, as follows

1. Voting shall be determined by a majority of votes. Each shareholder shall have one vote per share. In the event that any shareholder has a special interest in any matter, such shareholder shall not be entitled to vote on that matter, except for the election of directors in accordance with Article 41 of the Company's Articles of Association.

For Agenda Item 5, the Company will propose that the Meeting consider and vote on the election of nominated directors on an individual basis. For Agenda Item 6, regarding the approval of directors' remuneration for the year

2026, the resolution must be passed by not less than two-thirds (2/3) of the votes of the shareholders present at the Meeting and entitled to vote.

2. In exercising voting rights, shareholders are requested to use the voting ballots provided by the Company. For each agenda item, shareholders are requested to mark only one box: "Approve," "Disapprove," or "Abstain" on the ballot for that agenda item, and to sign each ballot to verify the shareholder's identity and ensure transparency in the voting process. The Company will collect only the ballots indicating "Disapprove" or "Abstain." Shareholders are requested to raise their hands for the staff to collect such ballots. For shareholders who do not submit a ballot, the Company will consider such votes as "Approve."

3. For vote counting, the Company will deduct the votes marked as "Disapprove" or "Abstain" from the total number of votes of shareholders attending the Meeting. The remaining votes shall be deemed as votes "Approve" for that agenda item.

Shareholders who vote "Approve" on each agenda item are requested to return their ballots to the Company's staff after the Meeting has concluded. All voting at this Meeting is conducted by open ballot; however, all ballots will be collected from the attendees to ensure transparency in the vote counting process.

Shareholders are requested to raise any questions or comments not related to the agenda item currently under consideration during other agenda items or at the end of the Meeting. Shareholders are also kindly requested to keep their questions or comments concise and to refrain from raising repetitive issues, in order to allow other shareholders the opportunity to exercise their rights. The Company therefore seeks the cooperation of all shareholders to ensure that the Meeting proceeds smoothly and within the scheduled timeframe. In this regard, the Meeting will be recorded in the form of video media.

The Meeting facilitator informed the Meeting that the Company had provided shareholders with the opportunity to propose matters for inclusion in the agenda of the shareholders' meeting and to nominate qualified persons for consideration as directors. The relevant details, criteria, and procedures for proposing agenda items and nominating director candidates had been disclosed on the Company's website from 11 November 2025 to 13 February 2026. It appeared that no shareholder proposed any agenda item or nominated any person for consideration as a director.

As there were no further questions from any shareholders, the Company Secretary proceeded with the Meeting in accordance with the prescribed agenda, as follows

**Agenda Item 1** Matters to be Informed by the Chairman to the Meeting

*(During the consideration of this agenda item, 2 additional shareholders attended the Meeting, bringing the total number of shareholders present to 40, representing a total of 142,610,602 shares.)*

The Chairman informed the Meeting of the following important matters

1. The Company received the evaluation results for the quality of the Annual General Meeting of Shareholders for the year 2025 from the Thai Investors Association, achieving a total score of 98 points (4-star rating).
2. The Company received a Corporate Governance Report of Thai Listed Companies (CGR 2025) rating at the level of 3 logos, or "Good," from the Thai Institute of Directors Association.

This agenda item was for acknowledgment; therefore, no voting was required.

**Resolution:** The Meeting acknowledged the matters informed by the Chairman.

**Agenda Item 2** To consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2025

The Meeting facilitator proposed that the Meeting consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2025, which was held on Monday, 28 April 2025. The Company had prepared such minutes and delivered them to the shareholders in advance together with the notice of the Meeting.

The Meeting facilitator invited shareholders to raise any questions or propose amendments to the Minutes. It appeared that no shareholder raised any questions or proposed any amendments; therefore, the Meeting was requested to cast its votes.

The Meeting facilitator informed the Meeting that the resolution for this agenda item must be approved by a majority of the votes of the shareholders present at the Meeting and casting their votes.

The Meeting resolved to approve the Minutes of the Annual General Meeting of Shareholders for the year 2025, which was held on Monday, 28 April 2025, without any amendments, as follows:

Approve	142,610,602	votes	representing	100.0000
Disapprove	0	votes	representing	0.0000
Abstain	0	votes	representing	0.0000
Invalid ballots	0	votes	representing	0.0000

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting of Shareholders for the year 2025, which was held on Monday, 28 April 2025, without any amendments.

**Agenda Item 3** To acknowledge the Company's operating results for the year 2025 and to consider and approve the financial statements for the year ended 31 December 2025

The Chairman of the Meeting proposed that the Meeting acknowledge the Company's operating results for the year 2025 and consider and approve the Company's annual financial statements for the year ended December 31, 2025. The financial statements were prepared in accordance with financial reporting standards and have been audited and certified by Miss Soraya Tintasuwan, Certified Public Accountant No. 8658, from Dharmniti Auditing Co., Ltd. The said financial statements have also been reviewed by the Audit Committee. Details are as presented in the Company's Annual Report for the year 2025 under the section of Financial Statements, which has been delivered to the shareholders in QR Code format together with the Notice of the Meeting.

A summary of the key details is as follows

Statement of Financial Position of Intermedical Care and Lab Hospital Public Company Limited and its subsidiaries as at December 31, 2025.

Unit: Million Baht

Description	Year 2025	Year 2024 (Restated)	Year 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 per Share)	(0.84)	(0.47)	(0.13)

In this agenda item, the Thai Investors Association requires the Company to report on its anti-corruption policy. The Company places great importance on conducting its business with transparency, adhering to the principles of good corporate governance, and strictly complying with its Anti-Corruption Policy. This includes a prohibition on giving or receiving bribes, the prevention of conflicts of interest, and strict compliance with all applicable laws and regulations.

The Company has communicated such policy to its directors, executives, and employees at all levels to ensure their full awareness and strict compliance through various communication channels, including the Company's notice boards, electronic mail (e-mail), Line Official Account, and the Company's website. The Company

also regularly reviews and monitors the implementation to ensure that operations are conducted in accordance with the established policy.

In addition, the Company has established a Whistleblowing Policy and channels for receiving complaints and reports of misconduct. The Company provides all stakeholder groups with the opportunity to report information or submit complaints regarding corruption or improper conduct through multiple channels in a convenient, secure, and confidential manner. The Company also has in place Whistleblower Protection measures and a Non-Retaliation Policy to ensure that whistleblowers are protected from any adverse consequences arising from such reporting.

In 2025, the Company did not identify any material cases of corruption, nor were there any complaints that were substantiated as involving fraudulent or corrupt conduct. The Company has continuously promoted awareness and understanding of its Anti-Corruption Policy among employees. All employees (100%) have acknowledged the policy, and the Company organizes related communication activities or training sessions at least once a year to foster an organizational culture grounded in integrity and transparency in business operations.

The Chairman of the Meeting provided an opportunity for shareholders to raise questions and express their opinions on this agenda item.

Dr. Saritpong Thetsabamrung (representative of the Thai Investors Association) inquired at the meeting that, according to the Company's operating results for the year 2024, the Company initially reported a net profit of approximately Baht 36 million. However, subsequent accounting adjustments were made, including the recognition of additional hospital operating costs of approximately Baht 511 million, which resulted in a change in the operating outcome to a net loss. This also led to continued losses in both 2024 and 2025.

In this regard, he further inquired whether the Company is required to restate its financial statements retrospectively for the years 2022, 2021, 2020, and 2019, and what the Company's current management plan is in order to return to profitability in the future.

Mr. Thibdee Mangkalee (Director) clarified to the Meeting that the Company has entered into a land lease agreement for the development of the IMH Bearing Hospital project. However, the Company has not yet commenced utilization of the said area; therefore, no related expenses have been recognized in the financial statements to date. In this regard, the matter has been discussed between the auditor and the Securities and Exchange Commission (SEC). Since the lease agreement was entered into in 2023, such transaction did not appear in the financial statements of prior years.

With regard to the Company's past operating performance, the Company invested in the acquisition of two hospitals during the COVID-19 pandemic. These businesses carried certain outstanding liabilities. The Company has continuously monitored and managed such liabilities. In addition, the Company has considered derecognizing non-economically beneficial accounting items in order to ensure that its financial position more accurately reflects the true financial status of the Company.

Dr. Sittiwat Kamkatwong (Chief Executive Officer) further clarified that following the management of the two hospitals, namely Prachapat Hospital, which has been renamed IMH Thonburi Hospital, and Mahesak Hospital, which has been renamed IMH Silom Hospital, the Company has continuously implemented business restructuring and management improvements. In 2025, the Company carried out accounting adjustments by writing off assets or risk-related items of material significance. As a result, the operating results more accurately reflect the Company's true financial position. This is considered a normal process in the acquisition and turnaround of businesses.

During the past two years (2023–2024), the Company has proceeded with the acquisition and operational improvement of the two hospitals within a relatively short period of time, despite initial challenges encountered during the early stage of integration. However, the Company is confident that following the financial statement adjustments and business restructuring, its operating performance will show an improving trend, and is expected to demonstrate a clearer improvement starting from 2026 onwards.

Dr. Saritpong Thetsabamrung (representative of the Thai Investors Association) inquired at the meeting regarding the accounting goodwill amounting to approximately Baht 600 million, and whether there are any risks that shareholders should be aware of in relation to such goodwill.

Mr. Thibdee Mangkalee (Director) clarified to the Meeting that such goodwill is in accordance with the Financial Reporting Standards, arising from business acquisitions. It represents the difference between the acquisition cost paid by the Company and the fair value of the net identifiable assets acquired. In this regard, the Company conducts an annual impairment assessment of goodwill in accordance with accounting standards (Impairment Test) to determine whether any impairment has occurred. If the acquired businesses are able to perform well and generate sustainable profits, such goodwill will continue to be recognized in the financial statements. However, if the actual operating results do not meet expectations, an impairment loss on goodwill may be recognized, which would affect the Company's operating results for that period.

Dr. Saritpong Thetsabamrung, (representative of the Thai Investors Association), inquired at the Meeting that the Company's Board of Directors structure, which operates in the hospital business, includes only one physician director, namely Dr. Sukhum Kanchanapimai. He noted that, in general, companies in the hospital

business sector typically have multiple physician directors. Therefore, he requested clarification on the rationale and approach behind the Company's Board composition structure.

Dr. Sittiwat Kamkatwong (Chief Executive Officer), clarified that the Company's approach to determining the composition of the Board of Directors is based on Board Diversity, aiming to ensure a variety of knowledge, expertise, and experience to support comprehensive corporate governance and management across multiple dimensions. In addition to medical expertise, which is represented by Dr. Sukhum Karnchanapimai, former Permanent Secretary of the Ministry of Public Health, who possesses extensive experience and expertise in hospital administration, the Board is also composed of directors with diverse backgrounds and competencies.

The Company also has directors with knowledge and expertise in other relevant fields that are beneficial to its business operations, as follows:

- (1) Mr. Warokart Tapasanant Former Marketing Executive of Bumrungrad Hospital
- (2) Miss Tiwaporn Kuntasuwon Former Accounting Executive of Bumrungrad Hospital
- (3) Mr. Boonyarit Kalayanamit Former Permanent Secretary of the Ministry of Commerce
- (4) Mr. Thibdee Mangkalee Expert in finance, accounting, and financial advisory services
- (5) Miss Poramaporn Pavarjkit Experienced in banking and export business management
- (6) Assoc. Prof. Dr. Thanavath Phonvichai President of the University of the Thai Chamber of Commerce, with expertise in economics and organizational management

In this regard, the Company is of the view that having a Board of Directors composed of professionals from diverse fields of expertise helps enhance strategic perspectives, strengthen good corporate governance, and support sustainable organizational growth. This is particularly important during the period in which the Company is expanding its business and has plans for additional hospital acquisitions (takeovers) in the future.

Dr. Saritpong Thetsabamrung, (representative of the Thai Investors Association), inquired at the Meeting that following the Company's publication of the Notice of the 2026 Annual General Meeting of Shareholders, several disclosures had been made in accordance with Form 59. He therefore asked whether such disclosures had any impact on the Company's share price or business operations.

Mr. Thibdee Mangkalee (Director), clarified to the Meeting that reporting under Section 59 of the Securities and Exchange Act B.E. 2535 (1992) is a legal obligation of directors, executives, and relevant persons. Such individuals are required to report any changes in their securities holdings, including those of their spouses and minor children, to the Securities and Exchange Commission (SEC) within the prescribed timeframe in order to ensure transparency in disclosure to investors.

In this regard, the Company has strictly disclosed such information in accordance with the regulations of the relevant regulatory authorities and in compliance with its policy on insider information control. The policy requires directors, executives, and employees to refrain from using non-public insider information for personal benefit. It also includes the restriction of securities trading during blackout periods, as well as the requirement to disclose material information accurately, completely, and in a timely manner, to ensure that investors receive information on an equal and fair basis.

Therefore, the disclosure of information under Section 59 reporting is a statutory obligation and a normal practice for listed companies. It does not have any material impact on the Company's share price or business operations. Rather, it reflects the Company's operations under the principles of good corporate governance and transparency.

The Chairman of the Meeting informed the Meeting that the resolution on this agenda item must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

After due consideration, the Meeting resolved to approve the financial statements for the year ended December 31, 2025, with the following voting results:

Approved	142,610,602	votes	representing	100.0000
Disapproved	0	votes	representing	0.0000
Abstained	0	votes	representing	0.0000
Invalid ballots	0	votes	representing	0.0000

**Resolution of the Meeting:** The Meeting resolved to approve the financial statements for the year ended December 31, 2025.

**Agenda Item 4** To consider and approve the non-allocation of profits and the suspension of dividend payment for the year 2025.

The Chairman of the Meeting informed the Meeting that the Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of net profit based on the separate financial statements after deduction of corporate income tax and legal reserve, as well as other reserves (if any). However, such dividend payment is subject to cash flow, investment plans, terms and conditions of various agreements to which the Company is bound, as well as relevant legal requirements, necessity, and other appropriate considerations in the future.

In this regard, the Board of Directors has carefully considered the matter and deemed it appropriate to propose to the shareholders' meeting to approve the non-allocation of profits and the suspension of dividend payment for the operating results for the year 2025. This is due to the Company's net loss, and therefore it is

necessary to preserve cash flow and strengthen the Company's financial liquidity instead of distributing dividends to shareholders.

With respect to interim dividend payments, the Board of Directors has the authority to consider and approve such payments as appropriate, and shall report them to the shareholders' meeting at the next meeting.

The allocation of statutory reserve requires the Company to appropriate 5 percent of net profit until the reserve reaches 10 percent of the registered share capital. Currently, the Company has a statutory reserve in the total amount of Baht 10,750,000 (Ten million seven hundred fifty thousand baht only), which has already reached 10 percent of the registered share capital. Therefore, no further allocation to the statutory reserve is required.

#### Comparative information on dividend payout ratios.

Separate financial statements	Unit	Year 2025 (proposed year)	Year 2024	Year 2023
1. Net Profit (Loss)	Million Baht	(25.31)	36.82	(30.45)
2. Number of Shares (excluding treasury shares)	Million shares	237.00	214.00	214.00
3. Dividend per Share	Baht per share	0.00	0.00	0.00
4. Total Dividend Payment	Million Baht	0.00	0.00	0.00
5. Dividend Payout Ratio to Net Profit	%	N/A	N/A	N/A

The Chairman of the Meeting provided an opportunity for shareholders to raise questions. As there were no questions or comments from any shareholders on this agenda item, the Meeting was requested to proceed with voting.

The Chairman of the Meeting informed the Meeting that the resolution on this agenda item must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

After due consideration, the Meeting resolved to approve the non-allocation of profits and the suspension of dividend payment for the year 2025, as the Company recorded a net loss. It is therefore necessary to preserve cash flow and strengthen the Company's financial liquidity instead of distributing dividends to shareholders. In addition, no allocation to the statutory reserve is required, as the statutory reserve has already reached 10 percent of the registered share capital. The resolution was passed with the following voting results:

Approved	142,610,602	votes	representing	100.0000
Disapproved	0	votes	representing	0.0000
Abstained	0	votes	representing	0.0000
Invalid ballots	0	votes	representing	0.0000

**Resolution of the Meeting:** The Meeting resolved to approve the non-allocation of profits and the suspension of dividend payment for the year 2025, as the Company recorded a net loss. It is therefore necessary to preserve cash flow and strengthen the Company's financial liquidity instead of distributing dividends to shareholders. In addition, no allocation to the statutory reserve is required, as the statutory reserve has already reached 10 percent of the registered share capital.

**Agenda Item 5** To consider and approve the appointment of directors in replacement of those who retire by rotation.

The Chairman of the Meeting proposed that the Meeting consider the election of directors to replace those who retire by rotation and stated that, in accordance with the Public Limited Companies Act B.E. 2535 (1992) and Article 18 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the total number of directors must retire from office. Retiring directors are eligible for re-election. Currently, the Company has a total of 8 directors. At this Annual General Meeting, there are 3 directors who are due to retire by rotation, namely:

Names of Directors of the Company		Positions
1. Dr. Sittiwat	Kamkatwong	Director (Authorized Signatory) / Executive Chairman / Chief Executive Officer
2. Mr. Thibdee	Mangkalee	Director / Executive Director / Chairman of the Risk Management Working Committee
3. Miss Tiwaporn	Kuntasuwon	Independent Director / Audit Committee Member / Corporate Governance and Sustainability Working Committee Member / Chairman of the Nomination and Remuneration Committee

As this agenda item concerns the directors standing for re-election, the three directors will temporarily leave the meeting room to allow the Meeting to freely deliberate and express opinions independently, and to exercise voting rights without influence.

In this regard, the Company had provided shareholders with the opportunity to nominate qualified individuals who possess suitable qualifications and do not have any prohibited characteristics for consideration as directors, in accordance with the criteria disclosed on the Company's website from November 11, 2025 to February 13, 2026. However, no shareholders submitted any nomination for election

Therefore, the Nomination Committee, excluding directors who have conflicts of interest, has considered the suitability and qualifications in accordance with the Public Limited Companies Act B.E. 2535 (1992), as well as

the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Capital Market Supervisory Board. The Committee has taken into account the appropriateness and benefits to the Company's operations, as well as the qualifications, knowledge, competence, and experience of the directors to be nominated, ensuring diversity and alignment with the Company's business strategy. This was done through an analysis of the Board's skills, experience, knowledge, and specialized expertise. Accordingly, the Committee deems it appropriate to propose that the three aforementioned directors be re-elected to serve as directors for another term.

For the third director, Ms. Thiwaporn Kantasuwan, who serves as an Independent Director, the Nomination and Remuneration Committee (excluding directors with conflicts of interest) has carefully and thoroughly considered her nomination. The Committee is of the view that the individual proposed for re-appointment as an Independent Director meets all qualifications required under applicable laws and regulations governing independent directors. Furthermore, she is able to perform her duties and provide independent opinions without any conflict of interest. Accordingly, the Committee deems it appropriate to propose that the Independent Director be re-elected to serve another term.

In this regard, the nomination of individuals for election as directors in replacement of those who retire by rotation has been conducted on an individual basis. The nominated persons have undergone a thorough and careful screening process, taking into consideration their professional skills, specialized expertise that supports the Company's business operations, as well as their performance as members of the Board of Directors and sub-committees throughout the past period.

The Chairman of the Meeting provided an opportunity for shareholders to raise questions. As no shareholders raised any questions or expressed any opinions on this agenda item, the Meeting was requested to proceed with voting.

The Chairman of the Meeting informed the Meeting that the resolution on this agenda item must be approved by a majority vote of the shareholders attending the Meeting and casting their votes. In addition, voting on this agenda item shall be conducted individually for each nominated director.

After due consideration, the Meeting resolved to approve the re-election of three directors to serve as directors for another term. The election of directors was conducted on an individual basis, with the following voting results:

5.1 Dr. Sittiwat Kamkatwong (Director) The Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Approved	142,610,602	votes	representing	100.0000
Disapproved	0	votes	representing	0.0000
Abstained	0	votes	representing	0.0000
Invalid ballots	0	votes	representing	0.0000

5.2 5.2 Mr. Thibdee Mangkalee (Director) The Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Approved	142,610,602	votes	representing	100.0000
Disapproved	0	votes	representing	0.0000
Abstained	0	votes	representing	0.0000
Invalid ballots	0	votes	representing	0.0000

5.3 Ms. Tiwaporn Kuntasuwon (Independent Director) The Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Approved	142,560,602	votes	representing	99.9649
Disapproved	0	votes	representing	0.0000
Abstained	50,000	votes	representing	0.0351
Invalid ballots	0	votes	representing	0.0000

The Chairman of the Meeting invited the three directors to return to the meeting room and expressed congratulations on their re-appointment to serve as directors for another term.

**Resolution of the Meeting:** The Meeting resolved to approve the re-election of three directors, namely (1) Dr. Sittiwat Kamkatwong, (2) Mr. Thibdee Mangkalee, and (3) Miss Tiwaporn Kuntasuwon, to serve as directors for another term.

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

*(During the consideration of this agenda item, an additional shareholder arrived at the Meeting, resulting in a total of 41 shareholders attending the Meeting, representing a total of 142,611,002 shares.)*

The Chairman of the Meeting proposed that the Meeting consider and approve the determination of the remuneration of the Company's directors for the year 2026, and stated that, 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 rewards, meeting allowances, bonuses, or other forms of benefits as stipulated in the Articles of Association or as determined by the shareholders' meeting. The Nomination and Remuneration Committee has considered the

remuneration for the Board of Directors and various sub-committees for the year 2025. The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee, and therefore deemed it appropriate to propose to the shareholders' meeting for approval of the remuneration for the Board of Directors and sub-committees.

The remuneration of the Company's directors is determined in accordance with the criteria and policy established by the Board of Directors, and is initially reviewed by the Nomination and Remuneration Committee, taking into account the duties, responsibilities, and performance of the directors. The Company has clearly and transparently established its policy on directors' remuneration, ensuring that the remuneration is set at an appropriate level.

For the year 2026, the Board of Directors has considered and proposed the determination of directors' remuneration in the form of monthly remuneration and meeting allowances, with a total amount not exceeding Baht 3,500,000 (Three million five hundred thousand baht only), which is equivalent to the previous year, and with no other benefits. This proposal is in accordance with the details recommended by the Nomination and Remuneration Committee, which has been duly endorsed by the Board of Directors. The details are as follows:

Board of Directors	Position	Directors' Remuneration (Baht)				Other Benefits	
		Year 2026 (proposed year)		Year 2025		Year 2026 (proposed year)	Year 2025
		Monthly remuneration	Meeting allowance per meeting	Monthly remuneration	Meeting allowance per meeting		
Board of Directors	Chairman	50,000	20,000	50,000	20,000	None	None
	Director	20,000	12,000	20,000	12,000	None	None
Audit Committee	Chairman	50,000	20,000	50,000	20,000	None	None
	Director	-	12,000	-	12,000	None	None
Nomination and Remuneration Committee	Chairman	-	20,000	-	20,000	None	None
	Director	-	12,000	-	12,000	None	None

Notes : (1) Directors who are executives do not receive meeting allowances for the Board of Directors and the Nomination and Remuneration Committee.

- (2) Directors who are executives do not receive monthly remuneration.
- (3) Meeting allowances: if more than one meeting is held in a month, only one meeting allowance per month will be paid.
- (4) The Chairman of the Audit Committee does not receive monthly remuneration as a director, as he/she already receives monthly remuneration in the capacity of Chairman of the Audit Committee.

The Chairman of the Meeting provided an opportunity for shareholders to raise questions. As no shareholders raised any questions or expressed any opinions on this agenda item, the Meeting was requested to proceed with voting.

The Chairman of the Meeting informed the Meeting that the resolution on this agenda item must be approved by not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting.

After due consideration, the Meeting resolved to approve the determination of remuneration for the Board of Directors and various sub-committees for the year 2026, in the form of monthly remuneration and meeting allowances, with a total amount not exceeding Baht 3,500,000 (equivalent to the previous year), and with no other benefits. The resolution was passed with the following voting results:

Approved	142,611,002 votes	representing	100.0000
Disapproved	0 votes	representing	0.0000
Abstained	0 votes	representing	0.0000
Invalid ballots	0 votes	representing	0.0000

**Resolution of the Meeting:** The Meeting resolved to approve the determination of remuneration for the Board of Directors and various sub-committees for the year 2026, in the form of monthly remuneration and meeting allowances for the respective committees, with a total amount not exceeding Baht 3,500,000 (equivalent to the previous year), and with no other benefits, as proposed.

**Agenda Item 7** To consider and approve the appointment of the auditor and the determination of audit fees for the year 2026.

The Chairman of the Meeting proposed that the Meeting consider and approve the appointment of the auditor and the determination of audit fees for the year 2026, and informed the Meeting that, in accordance with Article 58 of the Company's Articles of Association and the Public Limited Companies Act B.E. 2535 (1992), the Annual General Meeting of Shareholders is required to appoint the auditor and determine the audit fee on an annual basis. The Audit Committee has considered the performance of the auditor in the previous year, including experience, personnel readiness, and adherence to widely accepted auditing standards. The Committee is of the opinion that the auditor possesses sufficient knowledge and capability, maintains high professional standards, has a good understanding of the Group's business, and is independent in performing duties. The auditor also meets all qualifications required under the Company's Articles of Association and the regulations of the Securities and

Exchange Commission. Accordingly, the Board of Directors deems it appropriate to propose to the shareholders' meeting the appointment of the Company's auditors for the year 2026, comprising three auditors from Dharmniti Auditing Co., Ltd., with the following names:

1. Ms. Soraya Tintasuwan Certified Public Accountant No. 8658  
Number of years as auditor within the past 7 years: 4 years  
(Signatory of the Company's financial statements for the years 2022–2025), or
2. Mr. Piradet Pongsateansak Certified Public Accountant No. 4752  
Number of years as auditor within the past 7 years: None
3. Ms. Methavee Chanasongkram Certified Public Accountant No. 12784  
Number of years as auditor within the past 7 years: None

All three auditors are not shareholders of the Company and do not have any relationship with the Company, nor do they provide any advisory services to the Company in any capacity. Therefore, they are independent in performing the audit and expressing their opinion on the Company's financial statements. Details of their profiles and work experience are presented in Enclosure No. 4.

In this regard, the auditors of the Company and its subsidiaries are from the same audit firm, which is independent and has no relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders, or any related persons. The Company does not pay any remuneration for other non-audit services to the audit firm to which the auditors belong, nor to any person or entity related to the auditors or the audit firm.

Details of the audit fees proposed for 2026 compared with 2025 are as follows:

Unit: Baht

Company	Year 2026 (proposed year)	Year 2025	Increase / (Decrease)	Percentage (%)
Intermedical Care and Lab Hospital Public Company Limited (Public Company Limited)				
1. Audit Fees	1,540,000	1,540,000	-	-
2. Other Service Fees	Actually	65,945	-	-

The Board of Directors will ensure that the preparation of the financial statements is completed in accordance with the prescribed timeline. Dharmniti Auditing Co., Ltd. is appointed as the Company's auditor for

the year 2026, with one of the auditors authorized to audit and express an opinion on the Company's financial statements. In the event that any of the three auditors is unable to perform their duties, Dharmniti Auditing Co., Ltd. shall be authorized to assign another certified public accountant within the firm to act in their place. It is deemed appropriate to approve the Company's audit fee for the year 2026 in the amount of Baht 1,540,000 (equivalent to the previous year), as proposed by the Audit Committee. This amount excludes other related service fees, with details as presented above.

**Chairman of the Meeting** provided an opportunity for shareholders to raise questions and express their opinions on this agenda item.

Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person) inquired at the Meeting whether the audit fee of Baht 1,540,000 is applicable to the Company only or whether it also includes its subsidiaries.

Ms. Ratchaneeporn Mokkarawut, Chief Financial Officer, clarified to the Meeting that the audit fee of Baht 1,540,000 applies only to Intermedical Care and Lab Hospital Public Company Limited (the Company). For its five subsidiaries, the total audit fee amounts to Baht 2,170,000. Accordingly, the total audit fee for both the Company and its subsidiaries is Baht 3,710,000.

Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person) inquired at the Meeting whether, in 2026, the Company will have any other service fees in addition to the audit fee, as the Notice of the Meeting indicated that in 2025 there were other service fees amounting to Baht 65,945. He further noted that, in general professional practice, auditors should not provide services other than auditing services.

Ms. Ratchaneeporn Mokkarawut, Chief Financial Officer, clarified to the Meeting that in 2026, the Company may incur other service fees as necessary for operational purposes, the amount of which cannot yet be precisely determined, as such expenses are based on actual occurrence. Such other service fees do not constitute additional professional audit services but are operational expenses related to the audit engagement, such as travel expenses, overtime expenses, postal and communication costs. In cases where fieldwork is required in upcountry areas, additional expenses may include accommodation and per diem allowances for personnel.

The Chairman of the Meeting informed the Meeting that the resolution on this agenda item must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

After due consideration, the Meeting resolved to approve the appointment of Ms. Soraya Tintasuwan, Certified Public Accountant No. 8658, or Ms. Sulalit Adsawang, Certified Public Accountant No. 7517, or Mr. Piradet Pongsateansak, Certified Public Accountant No. 4752, all of Dharmniti Auditing Co., Ltd., as the Company's auditors for the year 2026. Any one of the above auditors shall be authorized to audit and express an opinion on the Company's financial statements. In the event that all three auditors are unable to perform their duties, Dharmniti Auditing Co., Ltd. shall be authorized to assign another certified public accountant within the firm to act in their

place. The Meeting also resolved to approve the audit fee of the Company for the year 2026 in the amount of Baht 1,540,000 (equivalent to the previous year), with the following voting results:

Approved	117,120,796 votes	representing	100.0000
Disapproved	0 votes	representing	0.0000
Abstained	0 votes	representing	0.0000
Invalid ballots	0 votes	representing	0.0000

**Resolution of the Meeting:** The Meeting resolved to approve the appointment of Ms. Soraya Tintasuwan, Certified Public Accountant No. 8658, or Ms. Sulalit Adsawang, Certified Public Accountant No. 7517, or Mr. Piradet Pongsateansak, Certified Public Accountant No. 4752, all of Dharmniti Auditing Co., Ltd., as the Company's auditors for the year 2026. In the event that all three auditors are unable to perform their duties, Dharmniti Auditing Co., Ltd. shall be authorized to assign another certified public accountant within the firm to act in their place. The Meeting also resolved to approve the Company's audit fee for the year 2026 in the amount of Baht 1,540,000 (equivalent to the previous year).

#### Agenda Item 8 Other matters (if any)

*(During the consideration of this agenda item, an additional shareholder arrived at the Meeting, resulting in a total of 42 shareholders attending the Meeting, representing a total of 142,613,802 shares.)*

- None -

The Chairman of the Meeting provided an opportunity for shareholders to express their opinions and make suggestions on various matters.

Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person) expressed his appreciation to the Board of Directors for holding the 2026 Annual General Meeting of Shareholders in an onsite format, which provided shareholders with the opportunity to attend the Meeting and directly meet with the Board of Directors.

In this regard, he further inquired about the auditor's report regarding the Key Audit Matter related to goodwill, which is a material item. He requested clarification on the criteria and methodology used in assessing impairment of goodwill of the Company, and also noted that certain subsidiaries are involved in the consideration of such impairment.

Mr. Worakorn Saengpo (the auditor), clarified to the Meeting that the assessment of goodwill impairment is conducted in accordance with financial reporting standards. The Company performs goodwill impairment testing on a regular basis, and it is considered a significant matter, particularly at the end of each reporting period. In this regard, the Company has engaged an independent external appraiser, who is on the list of valuers recognized by

the Securities and Exchange Commission (SEC), to perform the valuation. The auditor is responsible for reviewing the appropriateness of such valuation report.

Mr. Thibdee Mangkalee (Director), further clarified that in business acquisitions, the Company considers the value arising from the acquisition in two components: (1) goodwill and (2) intangible assets. Intangible assets are amortized over their specified useful lives, such as land lease agreements, among others.

For goodwill, the Company performs an annual impairment test by assessing each Cash Generating Unit (CGU) of the acquired businesses separately. The recoverable amount expected from operations is compared with the carrying amount. If the recoverable amount is higher than the carrying amount, no impairment is recognized. However, if there are indicators that goodwill may be impaired during the reporting period, the Company will perform an impairment test and recognize any impairment loss immediately in that period.

In this regard, based on the most recent period-end assessment, the recoverable amount of each business remains higher than the carrying amount of goodwill recorded in the accounts; therefore, no impairment has been recognized. However, the Company has conducted such impairment testing with the involvement of an independent third-party valuer, together with a review by the auditor, in order to comply with accounting standards and to enhance confidence among shareholders.

Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person) inquired about the valuation of the two businesses, which are not listed companies on the Stock Exchange, and asked what sources of information or methodologies the Company uses in determining such valuation.

Mr. Thibdee Mangkalee (Director), clarified to the Meeting that the valuation of such businesses is conducted in accordance with generally accepted valuation principles and methodologies. The Company has engaged an independent external valuer with relevant expertise, who is on the list of valuers recognized by the Securities and Exchange Commission (SEC), to perform the valuation.

In this regard, such valuation is based on relevant assumptions and financial information, including future cash flows, growth rates, and discount rates, among others. However, detailed assumptions and valuation models used in the assessment are considered internal information of the Company and therefore cannot be disclosed.

Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person) further inquired regarding the Key Audit Matters, in which the auditor identified three matters for the current year. In particular, he expressed concern over the recognition of revenue from medical services and revenue recognition of the occupational health hospital business. He therefore requested the auditor to clarify the reasons for identifying these as key audit matters, as well as the audit approach and procedures applied in this regard.

Mr. Worakorn Saengpo (the auditor), clarified to the Meeting that the determination of Key Audit Matters is conducted in accordance with auditing standards. Revenue-related matters are generally considered material to the financial statements in most businesses, as they are significant to operating results and involve complexity in revenue recognition.

For the Company, which operates in the hospital business, revenue is primarily divided into two key categories:

- (1) Revenue from services provided to government agencies, such as the Social Security Office and the National Health Security Office (NHSO), where revenue recognition must comply with the conditions, criteria, and reimbursement rates specified by such agencies; and
- (2) Revenue from general patients, which requires consideration of the accuracy, completeness, and occurrence of transactions.

In this regard, the auditor has performed audit procedures by evaluating the internal control system related to revenue recognition, performing sample testing of transactions, examining supporting documents for medical services rendered, and verifying the consistency of reimbursements with the conditions of relevant government agencies. This is to ensure that revenue is recognized in accordance with financial reporting standards. Based on the Company's financial statements for the year 2025, revenue from medical services represents the Company's primary source of income, which further reflects the significance of this matter in the audit process.

Therefore, the identification of such matters as Key Audit Matters does not indicate any irregularities. Rather, it highlights areas that are significant and complex, which require special attention from the auditor during the audit process in order to enhance the confidence of users of the financial statements.

Mr. Wikhrom Prateepkanjana (proxy of BKI Holdings Public Company Limited) inquired at the Meeting regarding the progress of the construction project of IMH Bearing Hospital, as well as the Company's future merger and acquisition (M&A) plans.

Dr. Sittiwat Kamkatwong (Chief Executive Officer), clarified to the Meeting that, with regard to the merger and acquisition (M&A) plans, the Company is currently unable to disclose detailed information or identify specific target companies, as such disclosure may have an impact on the Company's share price. However, the Company continues to maintain its policy of business expansion through ongoing acquisitions. Since its listing on the Stock Exchange in 2019, the Company has expanded its investments by acquiring an additional two hospitals.

For the IMH Bearing Hospital construction project, the Company has revised the project design to a larger and more suitable scale, taking into account recommendations from experienced professionals in the industry. Currently, the project is in the process of preparing and submitting the Environmental Impact Assessment (EIA)

report, which has experienced some delay due to the design modification. The total project area is approximately 12 rai. In the initial phase, the Company plans to develop approximately 6 rai of the land area in order to manage investment efficiently and reduce investment risk. The Company expects to submit the EIA report by early 2027 and plans to proceed with construction for completion within an appropriate timeframe. The project is located in a prime area near BTS Bearing Station and in proximity to large-scale commercial development projects, which is expected to enhance service potential and support the Company's future growth.

In addition, the Chief Executive Officer expressed his appreciation to BKI Holdings Public Company Limited, in its capacity as a shareholder, for its continued support of the Company, including financial investment, knowledge, and business networks, which have significantly contributed to the Company's development and growth.

Dr. Sittiwat Kamkatwong (Chief Executive Officer), stated prior to the adjournment of the Meeting that he was highly honored by the attendance of BKI Holdings Public Company Limited (BKI), the Company's major shareholder, at this Meeting. He also expressed his appreciation and gratitude to Mr. Sathaporn Kothiranurak (a shareholder attending the Meeting in person), who is a respected expert in finance and accounting, well known as a lecturer and speaker at leading academic institutions, and who also serves as a director of several listed companies. The Company sincerely thanked him for his valuable suggestions and for sharing his knowledge in finance and accounting, which are highly beneficial to the Company.

The Chairman of the Meeting inquired whether any shareholders wished to raise additional questions. As there were no further questions, he expressed his appreciation to all attendees and then invited the Chairman of the Meeting to deliver the closing remarks and formally adjourn the Meeting.

The Chairman expressed his appreciation to all shareholders and participants for honoring the Company by attending the Meeting. He also extended his gratitude for the suggestions and comments, which reflect their concern for and expectations toward the Company's direction, particularly in matters that are beneficial to the Company's sustainable development.

The Chairman expressed his appreciation to all shareholders and participants for honoring the Company by attending this Meeting. He stated that the Company had chosen to conduct the Meeting in an onsite format in order to provide shareholders with the opportunity to meet and directly raise questions with the Board of Directors, despite the fact that many listed companies currently opt to hold meetings in online or hybrid formats.

In this regard, shareholders have expressed their views and provided constructive and beneficial suggestions to the Company. The Board of Directors, Independent Directors, and the Audit Committee are aware

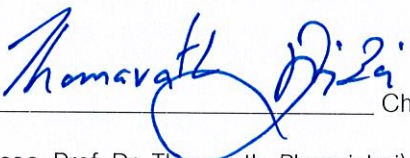
of their roles and responsibilities as representatives of shareholders in overseeing and monitoring the Company's operations to ensure transparency and efficiency.

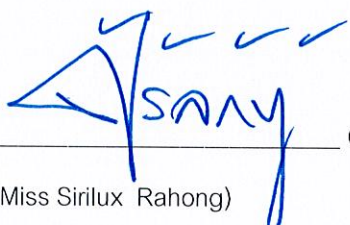
The Company believes that its hospital business plays an important role for society and the country, both in providing healthcare services to the public and in creating long-term value for shareholders. This also includes the development of preventive healthcare services (Wellness), which represents a key direction for the business in the future.

In closing, the Company would like to express its sincere gratitude to all shareholders for taking the time to attend the Meeting and for their continued support of the Company.

At the time of adjournment, there were 14 shareholders attending the Meeting in person, holding a total of 107,829,302 shares, representing 45.50% of the total issued shares. In addition, there were 28 shareholders attending by proxy, holding a total of 34,784,500 shares, representing 14.68% of the total issued shares. In total, there were 42 shareholders attending the Meeting either in person or by proxy, holding an aggregate of 142,613,802 shares, representing 60.17% of the total paid-up shares of 237,001,800 shares.

The meeting was adjourned at 2:53 p.m.

Signed  Chairman of the Meeting  
(Assoc. Prof. Dr. Thanavath Phonvichai)

Signed  Company Secretary  
(Miss Sirilux Rahong) Minutes Recorder