



Intermedical Care and Lab Hospital Public Company Limited

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

Tax ID : 0107561000269

Ref. IMH 009/2025

March 28, 2025

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2025

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

Attachment

1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders on Thursday, April 18, 2024
2. 2024 Annual Report (in from of QR code) ;
3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
4. Brief personal profiles and work experience of nominated auditors for the year 2025
5. Definition of “Independent Director”
6. Profile of Independent Directors being Nominated as Proxies by Shareholders
7. Company’s Articles of Association Relating to the General Meeting of Shareholders
8. Document and Evidences Required for the Shareholder to Present for Meeting Attendance
9. Procedures for attending the 2025 Annual General Shareholders’ Meeting
10. Proxy From A (General Proxy Form), Proxy From B (Specific Proxy Form (with detailed and fixed instructions) and Proxy From C (Proxy Form for Foreign Shareholders Appointing a Custodian in Thailand)
11. Map of the Meeting Venue

Intermedical Care and Lab Hospital Public Company Limited has passed a resolution of the Board of Directors No. 1/2025 on Thursday, February 27, 2025 inviting the 2025 Annual General Meeting of Shareholders On **Monday, April 28, 2025, at 09:00 AM.** at S.D. Avenue Hotel (Pinklao), Pinklao Room, 3rd Floor, No. 94 Borommaratchachonnani Road, Bamrung Subdistrict, Bang Phlat District, Bangkok 10700, to consider the following agenda:

Agenda 1 : **To consider and adopt the minutes of the AGM of Shareholders for the Year 2024**

Purpose and Reason : The Company sent the minutes of the 2024 Annual General Meeting of Shareholders on Thursday, April 18, 2024 The minutes were prepared within 14 days from the date of the Annual General Meeting of Shareholders. which was sent to the Stock Exchange of Thailand and the Ministry of Commerce within the time period specified by law. The minutes of the said meeting have also been published on the Company's website and the Company has sent a copy of the minutes along with the meeting invitation letter to the shareholders. According to the attachment number 1

Board of Directors’ opinion : The Board of Directors has considered and is of the opinion that the minutes of the 2024 Annual General Meeting of Shareholders have been recorded completely and accurately in accordance with the resolutions of the shareholders' meeting and that it is appropriate to certify the minutes.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 2 : **To consider and acknowledge the operating results for the year 2024 and approve the annual financial statements ended on December 31, 2024**

Purpose and Reason : Report on operating results for the year 2024 and financial statements for the year ending December 31, 2024 in accordance with financial reporting standards. which has been considered by the Audit Committee



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and has been inspected and certified by an auditor. Details appear in the 2024 annual report in the section on consolidated financial statements. According to the [attachment number 2](#)

In summary, the main points are as follows:

Unit: million baht

Details	2024	2023 (Newly updated)	2022
Total assets	2,104.21	2,213.27	1,094.47
Total debt	1,268.30	1,305.29	264.29
Total shareholders' equity	835.90	907.98	830.18
Value of paid-up shares	107.50	107.50	107.50
Sales and service income	771.07	669.61	639.83
Net profit (loss)	(77.88)	18.76	173.10
Profit (loss) per share (baht / share)	(0.35)	0.009	0.81

Board of Directors' opinion : It is considered that shareholders should approve the financial statements for the year ending 31 December 2024.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 3 : **To consider and approve no profit allocation and no dividend payment for 2024.**

Purpose and Reason : The company has a policy of paying dividends to shareholders at a rate of not less than 40 percent of the company's net profits. Company financial statements after deducting taxes and legal reserves and other reserves (if any). However, The payment of such dividends will depend on cash flow, investment plans, and terms and conditions of various contracts that the Company is bound by including legal requirements other needs and appropriateness in the future as well In this regard, the resolution of The Board of Directors approved the suspension of profit allocation. and refrain from paying dividends for the year 2024 must be presented for approval from the shareholder meeting Except for the payment of interim dividends, which the Board of Directors has the authority to approve the payment of interim dividends. It will be reported to the shareholders' meeting at the next meeting.

Allocating reserve funds according to law must allocate 5 percent of net profits until reaching 10 percent of registered capital.Current registration of the company There is a total amount of legal reserve funds. 10,750,000.00 baht (Ten million seven hundred and fifty thousand baht only) which has reached 10 percent of the registered capital. Therefore, there is no need to allocate additional legal reserves.



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Board of Directors' opinion : It is considered that shareholders should approve the omission of profit allocation. and refrain from paying dividends for 2023 Because the company It is necessary to maintain cash flow. for use in operations and supports the expansion of growth Future business, where the company has an investment plan that is appropriate and creates the greatest benefit to shareholders.

Information compared with dividend payout ratio

Separate financial statements	unit	2024 (Proposed Year)	2023	2022
1. Net profit (loss)	Million baht	36.82	(30.45)	5.12
2. Number of shares (excluding treasury shares)	Million baht	214.00	214.00	214.00
3. Dividends paid per share	Baht per share	0.00	0.00	0.14
4. Total dividends paid	Million baht	0.00	0.00	29.96
5. Dividend payout ratio to net profit	%	0.00	0.00	585.16*

*Dividend payout ratio to net profit for 2022 is equal to 585.16% because the company Pay dividends from retained earnings

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 4 : **To consider approve of the re-appointment of directors who retire by rotation and the nomination of a new director**

Purpose and Reason : According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, Section 18, a regular general meeting of shareholders is required every time. One-third (1/3) of the total number of directors shall retire from office. and directors who have resigned from their positions may be re-elected. Currently, the company There are a total of 8 directors. In this general meeting of shareholders, there are 3 directors who are due to retire from their positions as follows:

Name	Position
1. Mr. Thanavath Phonvichai	Independent Director / Chairman of the Board
2. Mr. Boonyarit Kalayanamit	Independent Director / Chairman of the Audit Committee
3. Mr. Sukhum Karnchannapimai	Director / Chairman of the Advisory Board

The Company has given shareholders the opportunity to nominate individuals they deem to have appropriate qualifications and do not have prohibited characteristics. To be considered for election as a director according to the criteria disclosed on the Company's website. From November 13, 2024 to February 14, 2025 however, it appears that no shareholder nominated any other person to be elected as a director.



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The Nomination Committee (excluding directors with conflicts of interest) has reviewed the selection process in accordance with the company's established procedures. The committee has determined that the proposed candidates meet the relevant qualifications and regulatory requirements, as well as align with the company's business operations. Considering their qualifications, experience and expertise, the committee finds it appropriate to propose the reappointment of the three directors whose terms are expiring for another term.

Board of Directors' opinion : The Board of Directors (excluding directors with conflicts of interest) has individually assessed the qualifications of the nominated candidates for directorship. The nominees have undergone the company's prescribed selection process and meet all relevant regulatory requirements. They are well-suited for the company's business operations based on their professional skills, specialized expertise beneficial to the company, and past performance as board members and members of subcommittees. For the two independent director nominees, the Board has reviewed their qualifications and confirmed that they meet all legal and regulatory requirements for independent directors. Additionally, they possess expertise in management, finance, commerce, and the medical field, along with a diverse range of skills. Their ability to provide valuable advice to the company has helped navigate crises effectively. They are capable of offering independent opinions in full compliance with relevant regulations.

The three nominated directors meet all qualifications and do not have any prohibited characteristics as specified under Section 68 of the Public Limited Companies Act B.E. 2535 (including amendments) and the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Therefore, the Board of Directors approved the Nomination Committee's proposal to recommend the reappointment of the following individuals as directors for another term at the shareholders' meeting 1. Mr. Thanavath Phonvichai 2. Mr. Boonyarit Kalayanamit and 3. Mr. Sukhum Kanchanapimai

In this regard, the nominated person does not hold a position as a director/executive in any other business that may cause a conflict of interest or compete in business with the Company, and the Company has attached a biography of the person who has been nominated. Propose names for positions as directors, independent directors, and the definition of independent directors of the company. This is in accordance with the requirements of the Capital Market Supervisory Board. Details appear According to attachment number 3

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights. Voting in this agenda will be for individual directors.

Agenda 5 : **To consider and approval of the directors' remuneration for the year 2025.**

Purpose and Reason : In order to comply with the Company's regulations, Article 33., which stipulates that directors receive remuneration from the company. In the form of rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with the regulations or as the shareholder meeting will consider. and the Nomination and Remuneration Committee The remuneration of directors and various sub-committee members for the year 2025 has been considered. which the Board of Directors Considered and agreed with the Nomination and Remuneration



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Committee. and considered it appropriate to propose to the shareholder meeting to approve remuneration for the board of directors and sub-committees.

The directors' remuneration is determined in accordance with the criteria and policies established by the Board of Directors, following an initial review by the Nomination and Remuneration Committee. The remuneration is considered based on performance standards and the responsibilities of the directors. The company has set a clear and transparent remuneration policy, ensuring that the compensation remains at an appropriate and competitive level.

The criteria for determining the remuneration of directors will be based on the results of the evaluation of the performance of the Board of Directors, powers, duties and responsibilities. Growth and operating results of the company business liquidity and the performance of each director's duties including the amount of remuneration approved by the general meeting of shareholders. Amount of compensation paid in the past year and compare with the levels practiced in the same business group.

For the year 2025, the Nomination and Remuneration Committee has reviewed and proposed the directors' remuneration structure, which includes monthly compensation and meeting allowances, with a total amount not exceeding THB 3,500,000 (Three Million Five Hundred Thousand Baht). The details are as follows:

(Unit: Baht)

Position	Directors' Remuneration (Baht)			
	2025 (Proposed Year)		2024	
	Monthly Compensation	Meeting Allowance per Meeting	Monthly Compensation	Meeting Allowance per Meeting
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	-	-	-	-

Note : (1) Executive directors do not receive meeting allowances for the Board of Directors. and the Nomination and Remuneration Committee
(2) Executive directors do not receive monthly compensation.
(3) Meeting allowance If there are more than 1 meeting within that month, you will receive meeting allowance only 1 time/month.



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The consideration of the aforementioned remuneration criteria must be approved by the Board of Directors and shall not exceed the total amount approved by the Shareholders' Meeting.

Board of Directors' opinion : The Board of Directors, after consideration, recommends that the shareholders approve the directors' remuneration for the year 2025 in the form of monthly compensation and meeting allowances, with a total amount not exceeding THB 3,500,000 (Three Million Five Hundred Thousand Baht) the same as the previous year with no additional benefits.

Voting resolution : A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

Agenda 6 : **To consider and approve of the appointment of Auditor and determination of audit fee for the Year 2025.**

Purpose and Reason : In order to comply with Article 58. of the Company's Articles of Association and the Public Limited Company Act 1992, which requires that the Annual General Meeting of Shareholders appoint the auditor and determine the remuneration every year. The Audit Committee has considered the performance of the auditors in the past year, experiences, readiness of personnel. the presence of accepted operating standards and have an opinion The auditors are knowledgeable, capable, and have good working standards. Have an understanding of the business of the Company Group and have independence in performing duties as well as being fully qualified according to the Company's regulations and regulations of the Securities and Exchange Commission Therefore, it was deemed appropriate to propose to the Board of Directors' meeting. To propose to the shareholders' meeting to consider the appointment of the Company's auditors for the year 2025 in the amount of 3 persons from Dharmniti Auditing Company Limited, whose names are as follows

1. Miss. Soraya Tintasuwan Certified Public Accountant No. 8658
Number of years of auditing in the past 7 years: 3 years
(Sign your name on the company's financial statements for the year 2022-2024) or
2. Miss. Sulalit Ardsawang Certified Public Accountant No. 7517
Number of years of auditing in the past 7 years: -None- or
3. Mr. Peeradej Phongsathiansak Certified Public Accountant No. 4752
Number of years of auditing in the past 7 years: -None-

All 3 auditors are not shareholders of the company. No relationship with the company and does not provide consulting services to the Company in any way. Therefore, it is independent in auditing and expressing opinions on the



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Company's financial statements. with detailed historical information and work experience of auditors According to attachment number 4

The company's auditor and subsidiaries Use the same auditing office which is independent no relationship or interest between the auditor and the company, subsidiaries, executives, major shareholders or those related to such persons in any way Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

Audit remuneration details proposed for 2025 as compared to 2024

Unit : Baht

Company	2025	2024	change	(%)
Intermedical Care and Lab Hospital Public Company Limited				
1. Audit Fee	1,540,000	1,540,000	-	-
2. Non-Audit Fee	Actual cost	55,527	-	-

Board of Directors' opinion : The Board of Directors has considered the opinions of the Audit Committee. It is deemed appropriate to propose to the shareholder meeting to consider appointing (1) Ms. Soraya Tintasuwan, Certified Public Accountant No. 8658 or (2) Ms. Sullit Ardsawang, Certified Public Accountant No. 7517 or (3) Mr. Peeradej Phongsathiansak Certified Public Accountant No. 4752

On behalf of Dharmniti Auditing Company Limited, the Company's auditor for the year 2025 will be appointed by one person to inspect and express opinions on the Company's financial statements. And in the event that the certified public accountant mentioned above is unable to perform the job for the company Dharmniti Auditing Co., Ltd. hires other certified auditors of the company. Dharmniti Auditor Co., Ltd. on behalf of and should approve the audit fee of the company for the year 2025. The amount is 1,540,000 baht (one million five hundred and forty thousand baht) which does not include other service fees. related as proposed by the Audit Committee

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 7 : To consideration of other matters (if any)

The Board had no other matters to propose to the meeting for consideration. The Company provided an opportunity for shareholders to propose agenda items between November 13, 2024 and February 14, 2025 but it appeared that no shareholders proposed additional agenda items. meeting in advance

In this regard, the Board has set the date for determining the names of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders (Record Date) on March 21, 2025 (the XM sign will be posted or the day that they are not entitled to attend the meeting on March 20, 2025)



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The company cordially invites all shareholders to attend the meeting on the specified date, time, and venue. Shareholders can scan the QR Code to access relevant meeting documents, which have also been published on the company's website www.imhhospital.com since March 28, 2025. This allows shareholders ample time to review the meeting agenda in advance. On the meeting day, registration will open at 07:00 AM using a Barcode System for a smooth and efficient check-in process. To expedite registration, shareholders and proxy holders attending the meeting are requested to bring the registration form, along with one of the following identification documents for verification National ID card or Passport or Government official ID card or Driver's license. These documents must be presented to the registration staff before entering the meeting, as detailed in the Shareholders' Meeting Attendance Rights document [attachment number 8](#)

For the convenience of shareholders, the company recommends granting a proxy to one of the Independent Directors, Ms. Tiwaporn Kantasuwan or Mr. Vorokas Tapasanan, to represent them at the meeting. Both Independent Directors have no special interests different from other directors in any agenda item. Details and profiles of the Independent Directors serving as proxy holders can be found in [attachment number 6](#) Shareholders are kindly requested to submit Proxy Form B [attachment number 10](#) to the company by April 18, 2025 at the following address:

Company secretary

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If any shareholder has questions regarding the meeting or wishes to inquire about important company information, they may submit their questions in advance to the company via email at sirilux.r@intermedthai.com.

For questions submitted by shareholders or proxy holders prior to the meeting, the company will compile and address those related to the meeting agenda during the session. Other general inquiries or suggestions will be documented in the appendix of the Shareholders' Meeting Report, which will be published on the Stock Exchange of Thailand (SET) system and on the company's website (www.imhhospital.com) under the Investor Relations – Shareholders' Meeting section within 14 days after the meeting concludes.

Please be informed accordingly and requesting cooperation in action

Sincerely yours,

(Dr. Sittiwat Kamkatwong)

Chief Executive Officer

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