



**Minutes of the Annual General Meeting of the Shareholders 2024**  
**of**  
**Intermedical Care and Lab Hospital Public Company Limited**

**Date, time, and place**

The meeting was held on Thursday, April 18, 2024, 09.00 hrs. At S.D. Avenue Hotel (Pinklao), Pinklao Room, 3<sup>th</sup> Floor, No. 94 Borommaratchachonnani Road, Bamrung Subdistrict, Bang Phlat District, Bangkok 10700

Total 21 shareholders attended the meeting in person, holding 108,444,328 shares, or 50.44 percent. There were 32 shareholders assigned a proxy holder, holding a total of 17,190,922 shares or 8.00 percent. Total 53 shareholders attending the meeting in person and via proxy holders held 125,635,250 shares or 58.44 percent of the paid-up 215,000,000 shares. Such number constituted a quorum as per articles of association Article 37. which stated that "In the meeting of shareholders, shareholders and proxies attending the meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to an aggregate of not less than one-third (1/3) of all the shares sold of the Company". Accordingly, the chairman of the meeting commenced the Annual General Meeting of Shareholders for the year 2024.

Assoc. Prof. Dr. Thanavath Phonvichai, Chairman of the Board, chaired the meeting ("**chairman of the meeting**").

**The chairman** opened the meeting and assigned Miss Sirilux Rahong, the Company Secretary, introduced the Board of Directors of Intermedical Care and Lab Hospital Public Company Limited that attend the meeting amount 8 people by proportion of directors attending as the meeting equal to 100 percent 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. Sukhum Karachanapimai Director / Chairman of the Company's Advisor
4. Dr. Sittiwat Kamkatwong Director / Chairman of the Executive Committee / Chief Executive Officer
5. Miss Poramaporn Pavarojkit Director / Executive Committee / Deputy Chief Executive Officer / Chairman of the Corporate Social Responsibility Unit / Member of the Corporate Governance Unit / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee
6. Mr. Thibdee Mangkalee Director / Chairman of Risk Management Unit
7. Miss Tiwaporn Kuntasuwon Independent Director / Member of the Audit Committee / Member of the Corporate Governance Unit and Chairman of the Nomination and Remuneration Committee
8. Mr. Warokart Tapsanant Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Unit / Member of the Nomination and Remuneration Committee

Attending directors are as follows.

- |                                  |  |
|----------------------------------|--|
| 1. Miss Ratchaneeporn Mokkarawut | President of Accounting and Finance and Chief /<br>Acting Accounting Manager / Member of Audit Committee |
| 2. Miss Sirilux Rahong           | Company Secretary  |
| 3. Miss Soraya Tintasuwan        | Auditor Dharmniti Auditing Company Limited   |

And thanks to Miss Sumana Rujichansiri, shareholder's rights protection volunteer from the Thai Investors Association who attended this meeting before conducting the meeting according to the agenda. In order to make the vote counting transparent, the company assigned OJ International Co., Ltd. to be a witness for this vote counting.

Then, the meeting moderator informed all shareholders that the Company had invited and informed the information regarding the Annual General Meeting of Shareholders for 2024 to shareholders via 3 platforms.

1. Invitation to the meeting sent via QR Code Scanning to all shareholders by post.
2. Announcement in the newspaper.
3. Publication on the Company's website ([www.imhhospital.com](http://www.imhhospital.com))

To ensure compliance with the good corporate governance regarding the voting in the meeting, the meeting moderator explained voting procedures and counting procedures.

1. In voting, majority votes are required. Every shareholder has one vote per share. In the event that a shareholder has a special interest in any matter Shareholders will not have the right to vote on that matter. In addition to voting for the election of directors according to Article 41 of the Company's Articles of Association. Agenda 6 The Company will propose to vote for each candidate nominated for directorship. For the resolution of Agenda 7 on consideration and approval of remuneration for the Company's directors for the year 2024, a vote of not less than two-thirds (2/3) of the shareholders attending the meeting and having the right to vote is required.

2. The shareholders will vote using the ballot provided for each agenda. The shareholders will mark for agreeing, disagree, or abstain on the ballot and sign his/her name on each ballot to identify the shareholder and ensure transparency. The ballots with disagree or abstain will be collected. After marking on the ballot, raise your hand for the staff to collect the ballot. Those who do not deliver the ballot are deemed as agreed with the resolution.

3. For counting votes, the disagree votes or abstain will be deducted from the total votes of shareholders attending the meeting, while the rest is counted as agreeing for each agenda.

For agree votes of each agenda, the ballots are returned to the company officer after the meeting is adjourned. Such voting procedures are transparent, and ballots are collected from all attendees to ensure transparency.

For questions or opinions other than the agenda pending consideration, please raise your questions or opinion in another agenda at the end of the meeting, and please ask a question or give an opinion in summary and please avoid repeating the same question or opinion to allow other shareholders to exercise their rights. We expect your cooperation to enable a smooth process and to maintain the duration within the time frame.

Mr. Thibdee Mangkalee, the director, to act as a meeting moderator ("**meeting moderator**")

**The meeting moderator** reported to the meeting that the Company had given the shareholders an opportunity to propose matters that they deemed appropriate to be included in the agenda of the shareholders' meeting and to nominate persons to be nominated as directors. The details, criteria and methods for proposing agenda items and nominating candidates have been published. to be considered for the election of company directors through the company's website. From November 14, 2023 to February 14, 2024, there was no shareholder proposing an agenda item or nominating a person to be nominated as a director.

When there were no questions raised concerning voting procedures, counting votes, and showing voting results, the meeting moderator proposed to the meeting to consider the agenda as follows.

**Agenda 1**      **To acknowledge the matters notified by the Chairman of the Board**

**The chairman** Welcome to the shareholders and thank you to all shareholders who took their time to attend the 2024 Annual General Meeting of Shareholders of the Company and informed the meeting as follows:

1. The Company received the results of the assessment of the quality of the 2023 Annual General Meeting of Shareholders of companies listed on the Stock Exchange of Thailand with a score of 98 points (4 medals) from the Thai Investors Association.

2. The company has been assessed for corporate governance of listed companies CGR 2023 to be a company. that has corporate governance at level 5, the symbol or Excellent (Excellent CG Scoring) from the Thai Institute of Directors Association (IOD), supported by the Stock Exchange of Thailand

3. The Company operates its business by giving importance to anti-corruption. and adhere to morality, ethics, operate with transparency and be responsible to all stakeholders, such as requesting, accepting, offering or giving assets including any other benefits to government officials or any other person doing business with the Company. The Company has established guidelines for proper conduct of the Board of Directors, the Management and employees in business ethics and employee ethics which is part of The company is in the process of studying for membership in the anti-corruption sector of CAC. The said policy has been announced to the employees of the company thoroughly.

**The chairman of the meeting** allowed shareholders to inquire and express their opinions.

None of the shareholders inquired or expressed opinions.

**Resolution:** Since the first agenda is for informing purposes, there was no resolution required.

**Agenda 2**      **To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders.**

**The meeting moderator** Proposed to the meeting to approve the minutes of the 2023 Annual General Meeting of Shareholders, held on April 29, 2023. The minutes of the shareholders' meeting have been sent to shareholders along with the meeting invitation letter.

**The meeting moderator** allowed the meeting to raise questions or suggestions for revising the content in the minutes of the meeting. When no shareholders raised any questions or suggested revising the meeting minutes, the meeting moderator asked for voting.

(While considering, there were 3 additional shareholders who joined the Meeting making the total to be 56 shareholders present and altogether 125,636,066 shares.)

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

Adopted the minutes of the 2023 Annual General Meeting of Shareholders, held on April 29, 2023 by the majority votes of the shareholders who attend the meeting and cast their votes as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**Resolution:** Adopted the minutes of the 2023 Annual General Meeting of Shareholders on Saturday, April 29, 2023

**Agenda 3:** To acknowledge operating results of the Company for the year 2023 and approve the annual financial statements ended on December 31, 2023

**The meeting moderator** Propose the meeting to consider and acknowledge the operating results for the year 2023 and the annual financial statements ending December 31, 2023 in accordance with financial reporting standards. which has been considered by the Audit Committee and has been audited and certified by the auditor Details appear in the Annual Report 2023 under the topic of Financial Statements. which has already been sent in the form of QR CODE to the shareholders together with the invitation letter for this meeting.

**The key information was summarised as follows.**

Statement of financial position of Intermedical Care and Lab Hospital Public Company Limited and subsidiary as of December 31, 2023.

Unit: Million Baht

Details	2023	2022	2021
<b>Total assets</b>	2,034.54	1,094.47	1,180.10
<b>Total debt</b>	1,204.43	264.29	335.70
<b>Total shareholders' equity</b>	830.10	830.18	844.40
<b>Value of paid-up shares</b>	107.50	107.50	107.50
<b>Sales and service income</b>	669.61	639.83	942.64
<b>Net profit (loss)</b>	21.75	173.10	422.70
<b>Profit (loss) per share (baht / share)</b>	0.10	0.81	1.97

In this agenda, the Thai Investors Association has determined that the Company Report on Anti-Corruption Policy corruption too which the company has given importance to the anti-corruption policy (Anti-Corruption Policy) The said policy has been communicated to directors, executives and employees for acknowledgment through various channels of the company such as public relations boards, E-mail, Line Official and the Company's web site, and has a policy to receive complaints and clues. Whistle blowing to be able to report fraud in multiple channels

**The meeting moderator** allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

Approved the annual financial statements ended on December 31, 2023 by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**Resolution:** Approved the annual financial statements ended on December 31, 2023

**Agenda 4 To consider and approve the cessation of profit allocation. and refrain from paying dividends for 2023**

**The meeting moderator** Inform the meeting that the Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of the net profit of the Company's 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, terms and conditions of various contracts that the Company is bound by, as well as legal requirements. other necessity and suitability in the future as well, In this regard, the resolution of the Company's Board of Directors approved the suspension of profit allocation. and refrain from paying dividends for 2023 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 shareholder 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 legal reserve fund of 10,750,000 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.

### Information compared with dividend payout ratio

Separate financial statements	unit	2023 (proposed year)	2022	2021
1. Net profit (loss)	Million baht	(30.45)	5.12	233.60
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	0.14	0.90
4. Total dividends paid	Million baht	0.00	29.96	192.60
5. Dividend payout ratio to net profit	%	0.00	585.16*	82.45

\*The dividend payout ratio for the year 2022 is 585.16% because the company Dividend payment from retained earnings

**The meeting moderator** allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

The meeting considered There was a resolution to approve the allocation of profits. and refrain from paying dividends for 2023 because the company It is necessary to maintain cash flow. for use in operations and support the expansion of business growth in the future, with the Company having an investment plan that is appropriate and creates the greatest benefit to shareholders. and do not have to allocate legal reserves This is because the legal reserve has reached 10 percent of the registered capital. The meeting has approved this agenda by simple majority as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**Resolution:** Approve to refrain from allocation of profits and refrain from paying dividends for 2023 because the company It is necessary to maintain cash flow. for use in operations and support the expansion of business growth in the future, with the Company having an investment plan that is appropriate and creates the greatest benefit to shareholders. and do not have to allocate legal reserves This is because the legal reserve has reached 10 percent of the registered capital.

### **Agenda 5** To consider and approve of the appointment of the Auditors and determination of the auditing fee for the Year 2023.

**The meeting moderator** Proposed to the meeting to consider and approve the appointment of auditors and determine their remuneration for the year 2024 and report to the meeting that In order to comply with the Company's Articles of Association, Article 58. and the Public Limited Company Act 1992 which requires that the Annual General Meeting of Shareholders appoint auditors and determine their 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 2024 in the amount of 4 persons from Dharmniti Auditing Company Limited, whose names are as follows:

- |                   |                |  |
|-------------------|----------------|--|
| 1. Miss. Soraya   | Tintasuwan     | Certified Public Accountant No. 8658<br>as the Company's auditor for the years 2022-2023, or 2 years. or |
| 2. Miss. Sulalit  | Ardsawang      | Certified Public Accountant No. 7517<br>as the Company's auditor - None. Or                              |
| 3. Miss. Methawee | Chanasongkram  | Certified Public Accountant No. 12784<br>as the Company's auditor - None. or                             |
| 4. Mr. Peradate   | Pongsathiansak | Certified Public Accountant No. 4752<br>as the Company's auditor - None. or                              |

All 4 auditors are not shareholders of the Company. No relationship with the company and does not serve as a consultant to the Company in any way, thus being independent in auditing and expressing opinions on the financial statements of the Company with detailed historical information and working experiences of auditors According to the Attachment No. 3

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 persons related to such persons in any way. The Company does not pay compensation for other services to the auditing firm that the auditor Affiliation Persons or businesses related to the auditor and the audit firm to which the auditor is affiliated.

#### Audit remuneration details proposed for 2024 as compared to 2023

Unit : Baht

Company	2024	2023	change	(%)
<b>Intermedical Care and Lab Hospital Public Company Limited</b>				
1. Audit Fee	1,540,000	1,540,000	-	-
2. Non-Audit Fee	Actual cost	100,586	-	-

The committee will ensure that the financial statements can be prepared in a timely manner on behalf of Dharmniti Auditing Co., Ltd. as the company's auditor for the year 2024, with one person to perform the audit and express opinions. The financial statements of the company and in the event that the above certified auditor is unable to perform the work, the company Dharmniti Auditing Co., Ltd. hires other certified auditors of the company. You can audit Dharmniti Accounting Limited instead and it is appropriate to approve the company's audit fee for the year 2024 in the amount of 1,540,000 baht (equal to last year) as proposed by the Audit Committee. which does not include other service fees related With the details presented above.

**The meeting moderator** gave the meeting an opportunity to ask questions and express their opinions on this agenda.

**The meeting moderator** allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

The meeting approved the appointment Miss Soraya Tintasuwan, Certified Public Accountant No. 8 6 5 8 or Miss Sulit Atswang, Certified Public Accountant No. 7 5 1 7 or Miss. Methawee Chanasongkram, Certified Public Accountant No. 12784 or Mr. Peeradej Pongsathien. divinity Certified Public Accountant No. 4 7 5 2 in the name of Dharmniti Auditing Company Limited as the Company's auditor for the year 2024 by having one person to audit and express an opinion on the Company's financial statements and in the event that the aforementioned certified auditors are unable to perform their duties, the Company shall Dharmniti Audit Co., Ltd. Procure other certified auditors of the company. and it is appropriate to approve the auditing fee of the Company for the year 2024 in the amount of 1,540,000 baht (equal to last year) by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**Resolution:** Approved the appointment of Ms. Soraya Tintasuwan, CPA No. 8658 or Ms. Sulalit Artsawang, CPA No. 7517 or Ms. Methawee Chanasongkram, CPA No. 12784 or Mr. Peeradet Pongsathiensak. CPA No. 4752 on behalf of Dharmniti Auditing Company Limited as the Company's auditor for the year 2024 and approved the audit fee of the company for the year 2024 in the amount of 1,540,000 baht.

**Agenda 6: To consider approve of the re-appointment of directors who retire by rotation and the nomination of a new director**

**The meeting moderator** Proposed to the meeting to consider the election of directors to replace those who retired by rotation. and said that according to the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Association, every ordinary general One-third (1/3) of the total number of directors shall retire from office. and the outgoing directors may be re-elected. Currently the company There are a total of 8 directors. In this Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation as follows:

Name	Position
1. Dr. Sittiwat Kamkatwong	Company Director (Authorized Signatory) / Executive Chairman/ Chief Executive Officer
2. Miss Poramaporn Pavarojkit	Company Director (Authorized Signatory) / Nomination and Remuneration Committee / Executive Committee / Corporate Governance Working Group /



	Risk Management Working Group / Chairman of the Social Responsibility Working Group / Deputy Chief Executive Officer
<b>3. Mr. Warokart      Tapasanant</b>	Independent Director / Audit Committee / Nomination and Remuneration Committee / Chairman of the Corporate Governance Working Group

Due to this agenda, all 3 directors will temporarily leave the meeting room. for the meeting to consider and express opinions independently and fully exercise their voting rights

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 14 November 2023 to 14 February 2024 but it appears that no shareholder nominated any other person to be elected as a director. Nomination Committee This does not include directors who have conflicts of interest. Therefore, the suitability and qualifications according to the Public Company Limited Act B.E. 2535 have been considered. and announcements of the Stock Exchange of Thailand Office of the Securities and Exchange Commission and the Capital Market Supervisory Board determines

Nomination Committee Consideration has been made to select individual directors. According to the criteria and methods for recruiting individuals to be considered for election as company directors. We have considered the appropriateness that will benefit the Company's operations. Combined with the qualifications, knowledge, abilities, and experiences of directors who want to recruit to be diverse. and consistent with the company's business strategy by using an analysis of the skills, experience, knowledge, and expertise of the committee. Therefore, it is considered appropriate to propose Dr. Sittiwat Kamkatwong, Miss. Poramaporn Pavarojkit returned to serve as directors for another term. For Mr. Worokart Tapasanant, who is an independent director and has served as a director of the company for 4 years. The committee has considered and is of the view that the person nominated to be an independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors. Therefore, it is considered appropriate to propose Mr. Worokart Tapasanant to return to the position of director for another term. In this regard, it is proposed to elect directors who must retire from office upon the said term. Individuals who are nominated to serve as directors have undergone a thorough screening and consideration process. with caution Both in terms of professional skills Specialized expertise that is beneficial to the company's business Including performance results as company directors and sub-committee members during the past period.

**The meeting moderator** allowed shareholders to raise a question and express their opinions.

**The meeting moderator** informed the meeting that this agenda must be affirmed by a majority of the votes of attending shareholders who voting.

The meeting approved the election of the 3 directors to replace the directors who retire by rotation to be directors of the Company for another term by voting for each director individually as per the following votes:

6.1 Dr. Sittiwat Kamkatwong (Director): The meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000

Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

6.2 Miss Poramaporn Pavarojkit (Director): The meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	125,630,866 vote	equivalent to	99.9959
Disapproved by	5,200 vote	equivalent to	0.0041
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

6.3 Mr. Worokart Tapasanant (Independent Director /Audit Committee): The meeting resolved with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**The meeting moderator** Inviting all 3 directors to return to the meeting room. and congratulated everyone on returning continue to hold the position of director for another term.

As a result, there are 8 Directors on The Board of The Directors

1. Assoc. Prof. Dr. Thanavath Phonvichai
2. Dr. Sukhum Karnchanapimai
3. Dr. Sittiwat Kamkatwong
4. Miss Poramaporn Pavarojkit
5. Mr. Thibdee Mangkalee
6. Mr. Boonyarit Kalayanamit
7. Miss Tiwaporn Kantasuwon
8. Mr. Worokart Tapasanant

**Resolution:** Approve to appoint 1. Dr. Sittiwat Kamkatwong 2. Miss Poramaporn Pavarojkit and 3. Mr. Worokart Tapasanant to repeat their positions for another term

## **Agenda 7 To consider and approval of the directors' remuneration for the year 2024.**

**The meeting moderator** Propose to the meeting to consider and approve the determination of compensation for company directors for the year 2024 and said to follow Article 33 of the Company's Articles of Association, which stipulates that directors will receive remuneration from the company in the form of prize money, meeting allowances, gratuities, bonuses, or other types of benefits. According to the regulations or the shareholder meeting will consider. and the Nomination and Remuneration Committee The remuneration of directors and various sub-committee members for the year 2024 has been considered. Considered and agreed with the Nomination and Remuneration Committee. and considered it appropriate to propose to the shareholder meeting to approve remuneration for the board

of directors and sub-committees starting from January 1, 2024 onwards until the shareholder meeting resolves to change otherwise.

Directors' remuneration is provided in accordance with the criteria and policies set by the Board of Directors. It has passed the first stage of consideration by the Nomination and Remuneration Committee. According to the work performance criteria and responsibilities of directors and the company has established a compensation policy. the Company's directors clearly and transparently The compensation is at an appropriate level.

For the year 2024, the Board of Directors Considered and proposed to determine the remuneration of various directors. in the form of monthly compensation and meeting allowances The total amount does not exceed 3,500,000 baht (three million five hundred thousand baht only) and has no other benefits. This is in accordance with the details of the proposal of the Nomination and Remuneration Committee which the Board of Directors has approved. The details are as follows:

(Unit: Baht)

Position	Directors' remuneration (Baht)	
	Monthly	Meeting allowance/time
Chairman of the Board of Directors	50,000	20,000
Chairman of the Audit Committee	50,000	20,000
Chairman of the Nomination and Remuneration Committee	-	20,000
Non-Executive Director	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.

**The meeting moderator** allowed the meeting to raise questions. When no shareholders raised any questions or suggested this agenda, the meeting moderator asked the meeting to vote.

**The meeting moderator** informed the meeting that the agenda must receive no less than two-thirds (2/3) of total votes from the shareholders who attend the meeting and vote.

The meeting considered It was resolved to approve the determination of remuneration for company directors. and various sub-committees for the year 2024 in the form of monthly compensation and meeting allowances The total amount does not exceed 3,500,000 baht and has no other benefits. Starting from January 1, 2024 with the following votes:

Approved by	125,636,066 vote	equivalent to	100.0000
Disapproved by	0 vote	equivalent to	0.0000
Abstained by	0 vote	equivalent to	0.0000
Voided ballot	0 vote	equivalent to	0.0000

**Resolution:** Approved the determination of directors' remuneration and various sub-committees for the year 2024 in the form of monthly remuneration and meeting allowances for various committees. The total amount does not exceed 3,500,000 baht and has no other benefits. Starting from January 1, 2024 onwards as proposed.

**Agenda 8      Other business (if applicable)**

-None-

(While considering, there were 4 additional shareholders who joined the Meeting making the total to be 60 shareholders present and altogether 125,660,291 shares.)

**The meeting moderator** allowed shareholders to express their opinions and suggestions on various matters.

**Dr. Sittiwat Kamkatwong (Chief Executive Officer)** speaking at the meeting Thank you to the shareholders who attended the 2024 Annual General Meeting of Shareholders. The shareholders did not have any questions or inquiries. Therefore, I would like to clarify the intent of this meeting on several agenda items as follows:

1. Remuneration of company directors for the year 2024, which is an agenda item with no questions. or any questions from shareholders. 4 years ago, in 2019, IMH was registered on the stock exchange. It can be seen that the directors have never received monthly compensation. until now
2. In 2021, IMH originally acquired the business of Prachapat Hospital The name was changed to IMH Thonburi Hospital with 100 beds and last year 2023 IMH acquired the business. Mahesak Hospital Currently, the name has been changed to IMH Silom Hospital with 132 beds. Therefore, the IMH hospital group now has a total of 232 beds, which has increased by more than 100% in the past 1 year. It is a hospital that has developed in leaps and bounds. resulting in last year's operating results being profitable Some came from Operation, some came from setting aside reserves for restructuring Mahesak Hospital. Therefore, we will refrain from paying dividends in 2023 for the maximum benefit of shareholders.
3. In the past year 2023, IMH has grown more than 100%. Currently, IMH is about to build a large IMH Bearing hospital with 300 beds, located on an area of 12 rai, next to BTS Bearing, near Bangna intersection, near Bangkok Mall. The largest modern shopping center in Thailand, 15 minutes from Suvarnabhumi Airport. IMH Bearing Hospital is now in the process of submitting an application for an environmental impact assessment report. (Environmental Impact Assessment; EIA), which is expected to be completed by the end of this year. As for the construction period, approximately 24 months, construction will be completed no later than 2027, with Architects 49 Company Limited or A49 being the designer. (One of the most respected architectural firms in Thailand) and in 2024 IMH has not yet taken over a new hospital.

4. At present, IMH has used loans from financial institutions. carefully and it is expected that there will be no impact on shareholders By issuing additional shares of the company's capital.

**Mr. Thitipong Sophonudomphon (shareholder)** asked what the budget for investment in IMH Bearing Hospital was.

**The meeting moderator** Said that the current interest rate has decreased on the loan of IMH Bearing Hospital, gradually building each building in sections. and will gradually open the service one building at a time.

**Dr. Sittiwat Kamkatwong (Chief Executive Officer)** Said that the main reason for IMH to build a new hospital is This is because when IMH goes to Take Over or buys the business, it will buy approximately 100 beds and it is a relatively old hospital.

Advantages of building a new hospital

1. Get a larger hospital with 300 beds.
2. The hospital design is quite modern.

**Mr. Somchai Thekingnam (shareholder)** asked about the operating results in 2021, 2022 and 2023, the profit percentage rate. Net in 2021 = 44%, 2022 = 26% and 2023 = 3.2%. When looking at the expense category in 2022, operating costs are 185 million baht and in 2023 = 312 million baht in the year. 2022 for administrative expenses of 103 million baht and 2023 = 161 million baht. Therefore, administrative expenses in 2022 = 430 million baht, increasing to 605 million baht. I would like to ask that while sales are similar. What is the cause of the increased costs?

**Miss. Ratchaneeporn Mokkarawut (Chief Financial Officer)** said that in 2021 and 2022, which was the epidemic period. COVID-19 in terms of Margin will be better and in the end of 2022 is the period to enter the hospital business. It is a period when there is rarely a COVID-19 epidemic, and in 2023 there will be investments, resulting in increased costs.

**Mr. Hangchai Akkhawasakul (on behalf of the shareholders Thai Investors Association)** offered suggestions and asked: Please help specify the name of the person who asked the question in the meeting report.

**The meeting moderator** Said that the company secretary should also specify the names of those asking questions at this meeting.

**Mr. Hangchai Akkhawasakul (on behalf of the shareholders Thai Investors Association)** He thanked the executives. If in the future there is fundraising to bring new shares to the Stock Exchange of Thailand. I would like to consider the portion of IPO shares that will offer new shares to existing shareholders who hold shares on the date that new shares are introduced into the IPO and become a listed company in the future. I would like to leave the president Should respect the rights of existing shareholders to have the right to purchase IPO shares.

**The meeting moderator** Said that beside the said information there are already specified rules that must grant rights to shareholders.

**Mr. Hangchai Akkhawasakul (on behalf of the shareholders Thai Investors Association)** Inquire about Warrant shares or warrants for the purchase of common shares. How much is the conversion price? And what are the details of the holding period and expiration date? In order to give shareholders The future exercise of rights has been calculated.

**The meeting moderator** Said that IMH has not issued warrant shares because at the Extraordinary General Meeting of Shareholders No. 1/2023 on Monday, March 20, 2023, there was a resolution at the meeting not to approve the issuance of warrant shares.

**Mr. Thitipong Sophonudomphon (shareholder)** In the 2023 annual report (page 39), what are the details of 80% of the shares being held by IMH and the other 20%

**Dr. Sittiwat Kamkatwong ( Chief Executive Officer)** Said 20% are partnerships of landowners. Location of IMH Bearing Hospital

**Mr. Hangchai Akkhawasakul (on behalf of the shareholders Thai Investors Association)** He praised the executives. and the team of officials who welcomed the shareholders at this meeting with great pride and was proud of 2 things as follows :

1. Ownership rights of investors and saw the importance of organizing an onsite meeting today to meet executives and shareholders but if possible, next year I would like to request that there be a Hybrid meeting, which is an Online and Onsite meeting at the same time. which can talk Communicate with each other as if you were in the same conference room. with modern technology platforms
2. Want to add to the story Increasing beds at IMH Bearing Hospital in preparation for increased personnel according to the size of the hospital. and in the future regarding medical care It may become another soft power field in medicine and public health.

**Ms. Sumana Rujichansiri (Thai Investors Association)** asked if looking at the information from the Department of Industrial Works. It is known that the factory has grown in size. I would like to ask what the executives' guidelines are for running the business.

**The meeting moderator** Said that the segment we are in and the segment of the Department of Industrial Works may be different segments.

**The meeting moderator** Inquired at the meeting whether any shareholders wished to ask for additional information. when no one asked further questions Then thanked and next in line to invite the chairman to close the meeting.

**Chairman of the meeting** Thank you to all shareholders and attendees who came to the meeting today. and gave suggestions to the company to the direction of growth The Board of Directors is committed to developing IMH to grow and stay relevant in the Thai medical industry. As for IMH Bearing Hospital, which

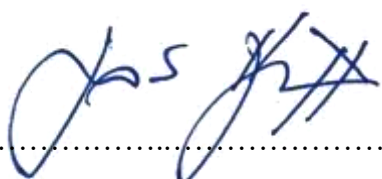


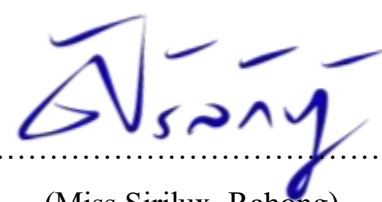
will be a large hospital. The Board of Directors has carefully considered various matters. and adhere to the interests of shareholders as important

Therefore, on the day of the 2024 Annual General Meeting of Shareholders this time, we would like to thank the shareholders very much for their kindness and asking questions and making suggestions on useful issues. And it is hoped that at the general shareholder meeting in 2025, there will be kindness from shareholders coming together to meet in unison. and presented good opinions For the benefit of further development of the company

At the closing time of the meeting, there were 26 shareholders attending the meeting in person, holding a total of 108,469,349 shares, representing 50.45 percent of the total shares. and 34 proxies holding a total of 17,190,942 shares, representing 8.00 percent of the total shares. In total, there were 60 shareholders both in person and by proxy, holding a total of 125,660,291 shares, representing 58.45 percent of the total paid-up shares of 215,000,000 shares.

The Meeting adjourned at 09.56 hrs

Signature .....  ..... Chairman of the meeting  
(Assoc. Prof. Dr. Thanavath Phonvichai)

Signature.....  ..... Company Secretary  
(Miss Sirilux Rahong) Person recording minutes of the meeting