



บริษัท โรงพยาบาลอินเตอร์เมดิคัล แคร์ แอนด์ แล็บ จำกัด (มหาชน)

INTERMEDICAL CARE AND LAB HOSPITAL PUBLIC COMPANY LIMITED. Tel. 0-2865-0044-9 Fax. 0-2410-4756
442 ถนนบางแวก แขวงบางแวก เขตภาษีเจริญ กรุงเทพมหานคร 10160 ทะเบียนเลขที่ 0107561000269

Ref. IMH 019/2020

April 8, 2020

- Subject :** Invitation to attend the Annual General Meeting of Shareholders for the year 2020
- To :** Shareholders of the Intermedical Care and Lab Hospital Public Company Limited
- Attachment**
1. Copy of the minutes of the 2019 Extraordinary General Meeting of Shareholders No. 1/2019 ;
 2. 2019 Annual Report (in from of QR code) ;
 3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
 4. Definition of "Independent Director"
 5. Profile of Independent Directors being Nominated as Proxies by Shareholders
 6. Company's Articles of Association Relating to the General Meeting of Shareholders
 7. Document and Evidences Required for the Shareholder to Present for Meeting Attendance
 8. Procedures for attending the 2020 Annual General Shareholders' Meeting
 9. Proxy From A, B and C
 10. Map of the Meeting Venue

The resolutions of the Board of Directors' Meeting No. 3/2020 on Friday 21 February 2020 had recently resolved to hold the AGM for the Year 2020 on **Thursday 23 April 2020 at 09.00 a.m.** at Intermedical Care and Lab Hospital Public Company Limited, 442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok 10160 Thailand.. The agenda of Annual General Meeting for the year 2020 would be as follows:-

Agenda 1 : **To consider and adopt the minutes of the EGM of Shareholders No. 1/2019;**

Purpose and Reason : For the shareholders to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 on November 5, 2019 with a copy of the minutes of the meeting **Attachment No. 1**

Board of Directors' opinion : The Board has considered that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 have been correctly recorded in accordance with the resolution of the shareholders' meeting.

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

Agenda 2 : **To acknowledge of the Company's operating results for the year ended 31st December, 2019;**

Purpose and Reason : The summary of IMH's performance during the year of 2019 is shown in the Annual Report for the year 2019, which is provided here in **Attachment No. 2.**

Board of Directors' opinion : After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2019.

Voting resolution : No voting required since this agenda is intended for acknowledgement purpose.

สำนักงานสาขา (1)	442 ถนนบางแวก แขวงบางแวก เขตภาษีเจริญ กรุงเทพมหานคร
สำนักงานสาขา (2) คลินิกการแพทย์อินเตอร์เมดิคัลเวชกรรม สาขา ปทุมธานี	9/28 หมู่ที่ 19 ตำบลคลองหนึ่ง อำเภอคลองหลวง จังหวัดปทุมธานี
สำนักงานสาขา (3) คลินิกการแพทย์อินเตอร์เมดิคัลเวชกรรม สาขา อยุธยา	1/194-5 หมู่ที่ 5 ตำบลคานหาม อำเภอกอฉก จังหวัดพระนครศรีอยุธยา
สำนักงานสาขา (4) คลินิกการแพทย์อินเตอร์เมดิคัล สาขา สยามอีสเทิร์น	60/31-32 หมู่ที่ 3 ตำบลมาบียงพร อำเภอปลวกแดง จังหวัดระยอง
สำนักงานสาขา (5) คลินิกการแพทย์อินเตอร์เมดิคัลเวชกรรม สาขา ชลบุรี	117/12-14 หมู่ที่ 6 ตำบลอนหัวฬ่อ อำเภอเมืองชลบุรี จังหวัดชลบุรี



Agenda 3 : To consider and approval of the Company financial statements for the year ended December 31, 2019;

Purpose and Reason : In compliance with relevant law stipulating that a company shall prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders, Meeting for approval. Details are appeared in the 2019 Annual Report under the section of "Report and Financial Statements" , which is attached with this notice in Attachment No. 2.

The contents could be largely summarized as follows :

Unit: Million Baht

Items	2017	2018	2019
Total Assets	265.6	290.38	535.16
Total Liabilities	98.32	124.47	12.82
Total Shareholders' Equity	167.28	165.9	451.59
Total paid-up Capital			
Sales and Service Income	273.59	320.25	333.93
Net Income	14.85	14.07	10.5
Earnings per Share (Baht / Share)	50.66	0.09	0.07

Board of Directors' opinion : After due consideration, the Board found it appropriate to propose to the shareholders' meeting for approval of said financial statements.

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

Agenda 4 : To consider and approval of no dividend payment of the Year as ended December 31, 2019 and no allocation of the net profits as the legal reserve;

Purpose and Reason : The company has a policy to pay dividends to shareholders. At the rate of not less than 40% of the net profit of the company financial statements after tax deduction and legal reserve and other reserves (if any). However, such dividend payment may be subject to change Which will depend on the performance, financial status, liquidity, business expansion The need for working capital for operations Investment plans and future business expansion, market conditions, suitability and other factors Related to the operations and administration of the company Under the condition that The company must have enough cash for business operations. And the aforementioned action must bring maximum benefit to the shareholders as the Board of Directors and / or the shareholders of the company deems appropriate.

Board of Directors' opinion : Board resolutions Approve the omission of dividend payment for the year 2019 and no profit allocation as legal reserve Must be proposed for approval from the shareholders' meeting Because the company has to invest in assets To expand the business in the future Except for the interim dividend payment which the Board of Directors Has the power to approve the payment of interim dividends Which will report to the shareholders' meeting in the next meeting.

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

Agenda 5 : To consider and approval of the appointment of Auditor and determination of audit fee for the Year 2020:

Purpose and Reason : In compliance with the Public Company Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. The Audit Committee considered the performance of the company auditors in the past year and was of the view that the company auditors were considered to be knowledgeable and capable persons advocating good corporate practice principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission. Accordingly, The Audit Committee resolved to recommend to The Board of Board of Directors to further propose to the shareholder' meeting for appointment of company auditors for year 2020 from A.M.T. & Associates according to name list of auditors as follows:

- | | | |
|------------------|----------------|--|
| 1. Mr. Chaiyuth | Angsuwithaya | Certified Public Accountant No. 3885
as the Company's auditor for the years 2015-2019, or 4 years. or |
| 2. Mrs. Natsarak | Sarochanunjeen | Certified Public Accountant No. 4563
as the Company's auditor - None. or |
| 3. Miss. Daranee | Somkamnerd | Certified Public Accountant No. 5007
as the Company's auditor - None. or |
| 4. Miss. Jarunee | Nuammae | Certified Public Accountant No. 5596
as the Company's auditor - None. or |

Anyone of these four authorized to conduct the audit and express an opinion on the company's financial statements. In the event that those auditors are unable to perform their duties, A.M.T. & Associates is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

Audit remuneration details proposed for 2020 as compared to 2019

Unit: Baht

Company	2020	2019
Intermedical Care and Lab Hospital Public Company Limited		
1. Audit Fee	1,780,000	1,780,000
2. Non-Audit Fee	-	-
Subsidiary company		
Accufas Lab center CO., LTD		
1. Audit Fee	650,000	650,000
2. Non-Audit Fee	-	-
Total	2,430,000	2,430,000

Board of Directors' opinion : The Board recommends the Meeting to consider and approved the appointment of Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 and/or Miss. Daranee Somkamnerd, Certified Public Accountant No. 5007 and/or Miss. Jarunee Nuammae, Certified Public Accountant No. 5596 of A.M.T. & Associates to be the auditors of the Company for the year 2020.

In this regard, one of such person shall audit and give an opinion to the financial statements of the Company. In case such auditors could not perform the work as the Company's auditors, the audit firm shall provide other certified public accountants to carry out the work. And determined their remuneration of auditing fee of the Company for the year 2020 to be 2,430,000.00 Baht according to proposal of the Audit Committee. This matter will be proposed to the shareholders' meeting for further consideration and approval.

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

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

Purpose and Reason : According to The Public Company Act B.E. 2535 and the Article 18 of the Company's Articles of Association, at the annual shareholders' meeting each year, one-third of the sitting directors would be required to retire upon term completion, whereby such retiring directors were eligible for re-election to serve another term. Out of the total 7 company directors, 1 director due to retire upon term completion at the shareholders' general meeting were as follows:

Name of directors		Position
1. Miss. Tiwaporn	Kuntasuwon	Independent Director / Audit Committee / Corporate Governance Working Committee / Chairman of the Nomination and Remuneration Committee /
2. Maj.Gen. Vasan	Thapvongse *	Independent Director / Audit Committee /

Remark : * Maj.Gen. Vasan Thapvongse will not continue as director for another term due to other responsibilities.

The company had earlier provided the shareholders with the opportunity to nominate candidate to consider as company director to the shareholders' meeting for 2020 in advance, during the period of January 31, 2020 until March 2, 2020. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For said nomination process, proper careful consideration were exercised by The Nominating Committee in selecting qualified candidates on an individual basis as the members of The Nominating Committee with interests did not vote to select themselves, in compliance with existing company rules and criteria relating to such position consideration. The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate above 1 outgoing director to the shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors.

Board of Directors' opinion : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis. Due consideration were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements. The Board of Directors ensured that candidates did not possess any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, and the requirement of The Securities and Exchange Commission. Accordingly, The Board of Directors resolved to endorse the proposal by the Nominating Committee, to nominate 1 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors, namely Miss. Tiwaporn Kuntasuwon.

Enclosed please find the profile of the persons being nominated as directors and the definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per Attachment No. 3

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

Agenda 7 : To consider and approval of the directors' remuneration for the year 2020:

Purpose and Reason : According to Clause 22 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer, meeting allowance, and annual retainer. The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with responsibility and performance also, to be as an incentive for the directors. The committee recommended that the remuneration budget for the Board and its sub-committee in 2020 should be starting from 1 May 2020 until the shareholders' meeting resolves otherwise.

The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with the responsibility and performance also, to be as an incentive for the directors. To approve this matter, a resolution must be passed by a vote of not less than two-thirds of the shareholders who attend the meeting.

Details of the criteria for the directors' remuneration were based on the consideration of the Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with other companies in similar businesses.

For the year 2020, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding Baht 5 hundred thousand which increased from last year Baht one hundred thousand or 25%, according to remuneration details as follows:

Details	2020	2019	2018
Budget / baht	500,000	400,000	400,000

1. Board of Director

Chairman	20,000 Baht / Time	12,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	10,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No

2. The Audit Committee

Chairman	20,000 Baht / Time	12,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	10,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No

3. Nomination and Remuneration Committee

Chairman	20,000 Baht / Time	12,000 Baht / Time	12,000 Baht / Time
Director (Non-executive)	12,000 Baht / Time	10,000 Baht / Time	10,000 Baht / Time
Director (Executive)	No	No	No

Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting.

Board of Directors' opinion : Approved the determination of the remuneration of the directors for the year 2020 in from of meeting allowance and other consideration in the amount of not exceeding Baht five hundred thousand which increased from last year Bath one hundred thousand or 25%

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

Agenda 7 : To consider of other matters (if any).

You are cordially invited to attend this meeting at the date, time and venue stated above. You can scan the QR Code to view documents related to this meeting. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.intermedthai.com) from April 8, 2020 enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 08.00 a.m. To speed up the registration process, you are requested to fill out the Registration Form and bring your identity card, or passport, or government official identity card, or driver's licence as evidence of your right to attend the meeting (please refer to Attachment 7)

In order for the company to expedite the verification procedures for related necessary documents, may we seek your cooperation to please send your proxy appointment form, so as to reach the company by Friday, April 17, 2020 at the latest, to the following address;

Company Secretary
Intermedical Care and Lab Hospital Public Company Limited
442 Bangwaek road, Bangwaek sub-district, Phasi Charoen district, Bangkok, 10160, Thailand

A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: sirilux.r@intermedthai.com

In addition to the situation of the spread out of corona virus disease (COVID-19). The company is concerned about the situation and in order to prevent the spread out of disease. Outbreak should follow the suggestion of the Securities and Exchange Commission and appoint any of the Company's independent directors in **Attachment No. 5**. To attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form C in **Attachment No. 9**. Or download the Proxy Form from the Company's website. Furthermore, the shareholders or proxy holders who have body temperatures of 37.5 degrees Celsius or higher or who are exhibiting other high-risk symptoms, are requested **not to attend** the meeting in accordance with public health standards.

Policy on Corporate Gifts

In compliance with regulator guidance, the Company provides no gifts at the General Meeting of Shareholders, encouraging shareholders to focus on the Company's performance.

Please be informed accordingly and requesting cooperation in action



Yours faithfully,

(Dr. Sittiwat Kamkatwong)

Chief Executive Officer

Intermedical Care and Lab Hospital Public Company Limited