



Minutes of the Shareholders' Extraordinary General Meeting

No. 1/2019

5 November 2019

At the Auditorium of Intermedical Care and Lab Hospital Public Company Limited

Date, time and place

Convened on 5 November 2019

- Time 10:00 a.m.
- At the company's auditorium no. 442 Bangwaek Road, Bangwaek Sub-district, Pasi Charoen District, Bangkok

Attendance : 7 shareholders

- | | |
|--------------------|---------------|
| 1. Mr. Sittiwat | Kamkatwong |
| 2. Miss Paramaporn | Pavarojkit |
| 3. Mr. Satien | Pornyuenyong |
| 4. Mrs. Kanda | Pornyuenyong |
| 5. Mr. Amnaj | Prasitdamrong |
| 6. Miss Vimala | Sgulboonrasi |
| 7. Mr. Suwit | Tantisunthorn |

Absent:

- None

2 executive officers

- | | | |
|-----------------------|-------------|--|
| 1. Mr. Vichai | Benjalaporn | President of Accounting and Finance and Chief Executive of Finance |
| 2. Miss Ratchaneeporn | Mokarawut | Accounting Manager |

Company Secretary / recorder of minutes of the meeting

- | | | |
|-----------------|--------|-------------------|
| 1. Miss Sirilux | Rahong | Company Secretary |
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Opening of the Meeting

Mr. Niyom Laoopugsin, Chairman of the Board of Directors was unavailable to attend the meeting. Since there was no Vice Chairman, the meeting selected Mr. Sittiwat Kamkatwong, a shareholder as a chairman of the meeting.

The chairman announced to the meeting that there were 7 shareholders attending, holding total 160,000,000 shares, constituting a quorum in accordance to the company's articles of association. Then the chairman started the meeting and proceed in accordance with the agenda as follows.

Agenda 1 To consider and approve the minutes of the shareholders' ordinary meeting no. 1/2019

The chairman propose to the meeting for consideration and approval on the minutes of Shareholders' Ordinary General Meeting 1/2019, held on 18 April 2019, as shown in the copy of the minutes of the meeting which was sent out to the shareholders with the invitation to the meeting (Attachment 1).

Resolution: After consideration, the meeting unanimously resolved to approve the minutes of the 2014 as proposed by the chairman of the meeting.

Agenda 2 To consider and acknowledge the interim dividend payment and allocation of partial profit as a legal reserves.

The chairman of the meeting asked Mr. Wichai Benjaplaporn (President of the Accounting and Finance) to present further details of the agenda.

The President of the Accounting and finance proposed to the meeting for consideration and acknowledgment the interim dividend payment amounted to THB 15,000,000.00 million and allocation of partial profit as a legal reserves, as shown in attachment 2 which had been considered and approved by the Board of Directors' meeting no. 3/2019 on 14 August 2019 (agenda 4.3).

The statement of financial position, comprehensive income statement and statement of changes in shareholders' equity of the separate financial statement for the year ending 30 June 2019 recorded as follows.

Total shareholders' equity	THB 157,613,483.07
<u>Less issued and paid-up capital</u>	THB 80,000,000.00
<u>Less legal reserve</u>	THB 3,612,081.46
<u>Less other compositions of shareholders</u>	- THB
Remaining profit (loss) , unappropriated	THB 74,001,401.61
To consider the interim dividend payment	<u>THB 15,000,000.00</u>
To consider the legal reserves as of 14 August 2019	
THB 4,387.918.54	
Remaining profit (loss) , after payout.	<u>54,613,483.07</u> THB

The company has policy on legal reserves according to Section 116 which stated that the company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital, unless specified by other regulation or law for higher amount of legal reserve. The executives considered that the legal reserve should be equal to 10 percent of the registered capital.

Calculation of legal reserves

Issued and paid up capital shares	80,000,000.00	THB
Less : Legal reserve	<u>(3,612,081.46)</u>	THB
As of 1 January 2019		
Additional legal reserves	<u>4,387,918.54</u>	THB

The President of the Accounting and Finance inquired the meeting whether any shareholders have a question or inquiry on the said matter. When there was no additional question raised, the President asked the meeting for the consideration and approval on the interim dividend payment to shareholders as mentioned above.

Resolution: After consideration, the meeting unanimously resolved to approve the interim dividend payment amounted to THB 15,000,000.00 and allocation amounted to THB 4,387,918.54 as a legal reserves, according to proposal by the President of Accounting and Finance.

Agenda 3 To consider and acknowledge the assignment of the Thailand Securities Depository Co., Ltd. as a securities registrar of the company.

The chairman explained to the meeting that according to Article 4 (12) of the regulation of the Stock Exchange of Thailand regarding the acceptance of listed securities, disclosure of information, report of securities holding and delisting in "Market for Alternative Investment (MAI)" B.E. 2558 which requires that the company requesting for listing in the MAI for assign the Stock Exchange or external person approved by the Stock Exchange as a securities registrar. After consideration and approval of the Extraordinary General Meeting of Shareholders no. 3/2018 on 25 October 2018 (Agenda 6), and the financial advisor's and legal advisor's opinion, the company approved the Thailand Securities Depository as a main security registrar of the company (please see Attachment 3).

In this regard, the meeting should then consider the assignment of Thailand Securities Depository Co., Ltd. as a main securities registrar of the company.

Resolution: After consideration, the meeting unanimously resolved to assign Thailand Securities Depository Co., Ltd., as a main registrar of the company as proposed by the chairman of the meeting.

Agenda 4 To consider and approve the allocation of premium on shares from existing shareholders

The chairman proposed to the meeting for consideration and approval on the allocation of premium on shares from existing shareholders "Greenshoe Option" for this offering. Since the company put 55,000,000 shares to the IPO, and in case the number of subscribers is higher than total shares offered, the lead underwriter may approve the allocation of shares not exceeding 8,250,000 shares or 15 percent of total shares offered to subscribers,

However, the allocation is depended on discretion of the company and the lead underwriter. the shares were provided by 2 shareholders of the company namely Pornyuenyong Family which included Mr. Sathien Pornyuenyong and Mrs. Kanda Pornyuenyong with total 8,250,000 shares as a shareholder. The Pornyuenyong Family delivered the shares to subscribers which allocated within the same period as the deliver of shares to subscribers allocated from the issued shares according the discretion of the lead underwriter. Globex Securities Co., Ltd., as a over-allotment agent would start allotting the shares after the closing date of this offering and would complete within 30 days from the first date of trading in the Stock Exchange of Thailand. The allotment for return to shareholders can be proceeded in various way

according to notification of the Capital Market Advisory Board no. ThorThor. 72/2552 subject subject: over-allotment (please see Attachment 4).

The chairman of the meeting inquired the meeting whether any shareholders has questions. When there was no more questions, the chairman asked the meeting to consider and approve the matter as reported previously.

Resolution: After consideration, the meeting unanimously resolved to approve the over-allotment of shares from existing shareholders as proposed by the chairman of the meeting.

Agenda 5 To consider and approve opening account for additional share subscription and to determine the authorized person and the conditions of withdrawing money from the account assigned for additional subscription.

The chairman of the meeting informed the meeting that in case the shareholders' meeting approve the capital increase of the company as the Board of Directors had passed a resolution to propose to the shareholders for consideration in the Extraordinary General Meeting of shareholders no. 2/2018 (agenda 4), the company would then open the bank account for receipt of payment. With reference from the resolution of the Board of Directors' meeting no. 4/2018 held on 9 October 2018 (agenda 4.11) proposing the meeting to approve the opening of current account under the name "Inter Medical Care and Lab Public Company Limited with Kasikorn Bank Public Company Limited Thonburi Commercial College Branch" which in the Board of Directors' meeting no. 4/2562 held on 25 October 2019 proposed to change account to "Inter Medical Care and Lab Public Company Limited with Thai Military Bank Public Company Limited, Paradise Park Branch" for the convenience of communication with the bank.

The authorized person and condition of withdrawing money from account are as follows.

- Mr. Sitthiwat Kamkatwong jointly signs his name with Miss Paramaporn Pawarotkit as an authorized person to withdraw the money from the bank account opened for payment of capital increase shares, and have the company seal affixed.

Then the chairman asked to meeting to consider

Resolution: After consideration, the meeting passed unanimously resolution to approve the opening of current account with Thai Military Bank Public Company Limited, Paradise Park Branch and assign Mr. Sitthiwat Kamkatwong jointly signs his name with Miss Paramaporn Pawarotkit as an authorized person to withdraw the money from the bank account opened


for payment of capital increase shares, and have the company seal affixed as proposed by the chairman of the meeting.

Agenda 6 Other business (if applicable)

- No other business was presented.


The chairman allowed shareholders to raise questions or express opinions. As it appeared no additional questions or opinions, the chairman of the meeting thanked shareholders for their time and opinions which were beneficial to the company and then declared the meeting closed.

The meeting was closed at 12:00 p.m.

Signature.....

(Mr. Sittiwat Kamkatwong)

Chairman of the meeting

Signature.....

(Miss Sirilux Rahong)

Company Secretary / recorder of minutes of the meeting

