



BDMS
Bangkok Dusit Medical Services

ทะเบียนเลขที่ 0107537000025

บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)
2 ซอยศูนย์วิจัย 7 ถนนเพชรบุรีตัดใหม่
กรุงเทพฯ 10310

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Bangkok Dusit Medical Services Public Company Limited

Baht 10,000,000,000 U.S. Dollar Settled Zero Coupon Convertible Bonds due 2019(the “Bonds”)

We, Bangkok Dusit Medical Services Public Company Limited (Company), hereby report on the resolutions of the Shareholders’ Annual General Meeting for the year 2015, which held on 17th April 2015 at His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd floor, Royal Golden Jubilee Building, Soi Soonvijai, New Petchburi Road, Bangkok. There are 1,799 shareholders present in person and proxies attending the meeting, with their shares totaling 10,156,136,995 shares equivalent to 65.56% of the paid up shares of the company. The details of the resolutions are as follows:

1. Approved the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 5th August 2014.

	Number of votes		Percent*
Approved	10,532,935,202	Votes	99.9999
Disapproved	642	Votes	0.0000
Abstained	138,400	Votes	-
Total	10,533,074,244	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

2. Acknowledged the company’s performance for the year 2014

3. Approved the Company and its subsidiaries’ audited consolidated financial statements for 2014

	Number of votes		Percent*
Approved	11,212,587,988	Votes	99.9922
Disapproved	876,132	Votes	0.0078
Abstained	8,793,170	Votes	-
Total	11,222,257,290	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

4. Approved for the allocation of the Company’s net profit and retained earnings, by distributing dividend for 15,490,956,540 shares (par value Baht 0.10 each) at the rate of Baht 0.23 per share; consist of profit under BOI privilege Baht 0.03 per share and profit under non-BOI privilege Baht 0.20 per share; totaling Baht 3,562,920,004.20 which is equal to 109% of the Company’s net profit according to the Company’s financial statements. The payment will be made on 6th May 2015.

	Number of votes		Percent*
Approved	11,257,321,602	Votes	99.9935
Disapproved	726,742	Votes	0.0065
Abstained	274,000	Votes	-
Total	11,258,322,344	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

5. Approved to appoint 5 Directors, names are as follow.

5.1 Prof. (Emeritus) Arun Pausawasdi, M.D. Director

	Number of votes		Percent*
Approved	11,172,568,734	Votes	99.2729
Disapproved	81,830,918	Votes	0.7271
Abstained	3,855,800	Votes	-
Total	11,258,255,452	Votes	-

5.2 Mr. Chuladej Yossundharakul, M.D. Director

	Number of votes		Percent*
Approved	10,564,697,656	Votes	93.8700
Disapproved	689,901,396	Votes	6.1300
Abstained	3,656,400	Votes	-
Total	11,258,255,452	Votes	-

5.3 Prof. (Clinic) Udom Kachintorn, M.D. Independent Director

	Number of votes		Percent*
Approved	11,254,518,410	Votes	99.9999
Disapproved	8,442	Votes	0.0001
Abstained	3,728,600	Votes	-
Total	11,258,255,452	Votes	-

5.4 Mr. Thongchai Jira-alongkorn Director

	Number of votes		Percent*
Approved	11,204,396,910	Votes	99.5547
Disapproved	50,113,542	Votes	0.4453
Abstained	3,745,000	Votes	-
Total	11,258,255,452	Votes	-

5.5 Miss Poramaporn Prasarttong- Osoth, M.D. Director

	Number of votes		Percent*
Approved	11,153,568,592	Votes	99.1063
Disapproved	100,583,556	Votes	0.8937
Abstained	3,731,420	Votes	-
Total	11,257,883,568	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

6. Approved the director's remuneration; details are as follows.

Remuneration of directors

- Meeting fee
 - Chairman 60,000 Baht / per meeting
 - Director (each) 40,000 Baht / per meeting
- Remuneration of 56 Million Baht (Director's Remuneration shall be allocated among themselves)

Remuneration of sub-committee; details are as follows

	Approved
2.1 Audit committee	
Chairman of Board	75,000 Baht/ per meeting
Director (each)	50,000 Baht/ per meeting
2.2 Nomination and Remuneration Committee	
Chairman of Board	60,000 Baht/ per meeting
Director (each)	40,000 Baht/ per meeting
2.3 Executive Committee	
Chairman of Board	75,000 Baht/ per meeting
Director (each)	50,000 Baht/ per meeting

	Number of votes		Percent*
Approved	11,256,522,326	Votes	99.9879
Disapproved	962,142	Votes	0.0085
Abstained	399,100	Votes	0.0035
Total	11,257,883,568	Votes	100.0000

Remark: * equal to the total number of votes of the shareholders attending the meeting.

7. Appointed Mr. Wichart Lokatekrawee CPA License No. 4451 and/or Ms. Kamontip Lertwitworatep CPA License No. 4377 and/or Ms. Siriwan Suratepin CPA License No. 4604 from EY Office Company Limited as the Company's auditors for the year 2015 and fixed audit fee.

Audit fee	2015
Quarterly review fee	870,000
Annual audit fee	<u>1,030,000</u>
Total Audit fee	<u>1,900,000</u>

	Number of votes		Percent*
Approved	11,147,307,406	Votes	99.1207
Disapproved	98,885,542	Votes	0.8793
Abstained	11,431,710	Votes	-
Total	11,257,624,658	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

	Number of votes		Percent*
Approved	11,147,307,406	Votes	99.1207
Disapproved	98,885,542	Votes	0.8793
Abstained	11,431,710	Votes	-
Total	11,257,624,658	Votes	-

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote

8. Approved the amendment of the Company's objectives by adding an additional objective to allow the Company to carry out the medical research; and to approve the amendment of Article 3 of the Company's Memorandum of Association, to be in line with the amendment of the Company's objectives as follows:

The amendment to the Company's objectives

"(41) engage in and carry out research in medicine, public health and healthcare, as well as carry out any kind of research."

The amendment of Article 3 of the Company's Memorandum of Association, regarding the amendment of the Company's objectives by cancelling the existing clause and replacing it with the following clause:

New clause

"Article 3 The Company has 41 objectives as per the attached Form BorMorJor. 002."

	Number of votes		Percent*
Approved	11,257,069,716	Votes	99.9951
Disapproved	261,642	Votes	0.0023
Abstained	293,300	Votes	0.0026
Total	11,257,624,658	Votes	100.0000

Remark: * equal to the total number of votes of the shareholders attending the meeting and entitle to vote

Please be informed accordingly.

Yours sincerely,



(Mrs. Narumol Noi-am)
Chief Financial Officer