



BDMS
Bangkok Dusit Medical Services

ทะเบียนเลขที่ 0107537000025

บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)
2 ซอยสุขุมวิท 7 ถนนเพชรบุรีตัดใหม่
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March 11, 2015

To: Singapore Exchange Securities Trading Limited
2 Shenton Way # 19-00
SGX Center 1
Singapore

BANGKOK DUSIT MEDICAL SERVICES PUBLIC COMPANY LIMITED

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

With reference to the Bangkok Dusit Medical Services Public Company Limited’s Baht 10,000,000,000 U.S. Dollar Settled Zero Coupon Convertible Bonds due 2019 currently listed on the Singapore Exchange Securities Trading Limited (SGX-ST).The company would like to disclose **“Schedule the 2015 annual general meeting of shareholders and dividend payment”**

The Board of Directors of Bangkok Dusit Medical Services Public Company Limited’s Extraordinary Meeting No. 1/2015 held on 11th March 2015 has passed the following resolutions:

1. To schedule the 2015 Annual General Meeting of Shareholders on Friday 17th April 2015 at 13:30 hours at His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd floor, Royal Golden Jubilee Building, Soi Soonvijai 7, New Petchburi Road, Bangkok.
2. Approved that (i) a list of shareholders entitled to attend the 2015 Annual General Meeting of Shareholders and receive dividend, be determined on 26 March 2015 (the Record Date) and (ii) the names of shareholders be gathered on 27 March 2015 (the Book Closing Date) in accordance with section 225 of the Securities and Exchange Act, 1992 (as amended).To consider the agenda as follows:

Agenda 1: To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 5th August 2014

The Board of Directors’ Opinion : the AGM should certify the aforesaid minutes.

Agenda 2: To acknowledge the Company’s performance for 2014

Agenda 3: To approve the Company and its subsidiaries’ audited consolidated financial statements for 2014

The Board of Directors’ Opinion : the AGM should approve the Company and its subsidiaries’ audited consolidated financial statements for the year ended 31st December 2014.

Thailand



Overseas



Agenda 4: To approve the allocation of profit and dividend payment of 2014

The Board of Directors' Opinion : the AGM should approve for the allocation of the Company's net profit and retained earnings, by distributing dividend for 15,490,956,540 shares at the rate of Baht 0.23 per share (par value Baht 0.10 each); divided by the dividend derived from profit under BOI privilege Baht 0.03 per share, and from 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 of the company financial statements

In line with the Company's dividend policy; "the dividend shall be paid at minimum 50% of Company's net profit". The dividend payment shall be made on 6th May 2015 and subjected to the approval of the AGM 2015.

According to the Company's Article of Association, the Company has full legal reserve of the Company registered capital. Therefore, the Company has no need to allocate the Company's net profit as a legal reserve.

Agenda 5: To consider and approve the appointment directors whose retire.

The Board of Directors' Opinion : Reference to the Company's Article of Association "At every Annual General Meeting of Shareholders, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third must retire from office. A retiring director is eligible for re-election." At the present the Company has 15 directors, therefore, there are 5 directors who are going to retire, which are;

- | | |
|---|----------|
| – Prof. (Emeritus) Arun Pausawasdi, M.D | Director |
| – Mr. Chuladej Yossundharakul, M.D. | Director |
| – Mr. Chirothana Sucharto, M.D. | Director |
| – Mr.Thongchai Jira-alongkorn | Director |
| – Miss Poramaporn Prasarttong- Osoth M.D. | Director |

The Company is expanding the business and would like to have persons who are able to support the Company to develop physicians and medical staff, as well as help the Company to prepare for competition in the ASEAN region. Moreover, the Company has increased collaboration with other leading medical institutions such as last year's collaboration on academics and research with the Faculty of Medicine Siriraj Hospital and MD Anderson (University of Texas: MD Anderson Cancer Center – MDACC). To this end, the Board and the Nomination and Remuneration Committee propose to nominate Prof. (Clinic) Udom Kachintorn, M.D., whose qualifications meet the eligibility criteria of the Company and the Capital Market Supervisory Board, as an Independent Director of the Company to replace Mr. Chirothana Sucharto, M.D. and recommend that those 4 directors who are retiring by rotation be re-elected for another term. (Names as shown below)

- | | |
|---|----------------------|
| 5.1 Prof. (Emeritus) Arun Pausawasdi, M.D | Director |
| 5.2 Mr. Chuladej Yossundharakul, M.D. | Director |
| 5.3 Prof. (Clinic) Udom Kachintorn, M.D. | Independent Director |
| 5.4 Mr.Thongchai Jira-alongkorn | Director |
| 5.5 Miss Poramaporn Prasarttong- Osoth M.D. | Director |

The 4 directors who related in this agenda were abstained.

Agenda 6: To affix the directors' remuneration.

The Board of Directors' Opinion : with recommendation of the Nomination and Remuneration Committee, has considered on various factors including comparing with the companies that were same size of the company, macroeconomics, the

increasing of Company's revenue and net profit and the number of directors. The Board recommended the AGM to approve the remuneration of the Company's directors and the directors of sub-committee as follows.

(Unit: Million Baht)

	2014	2013	2012
<u>Consolidated Income Statements</u>			
Revenue from hospital operations	54,341	49,170	44,307
Percentage of changes	10.5%	11.0%	25.8%
Total Revenue	56,975	51,407	47,862
Percentage of changes	10.8%	7.4%	28.1%
Net profit attributable to equity holders of the company	7,394	6,261	7,849
Percentage of changes	13.0%	12.2%	16.4%
<u>Benefit to shareholders</u>			
Dividend (Baht per share)	0.23*	2.00	1.80
Par value (Baht)	0.10	1.00	1.00
Market capitalization	266,444	182,019	175,409
Percentage of changes	46%	4%	38%
Number of directors (person)	15	15	15

* Dividend payment for operational year 2014 is subjected to the approval of the AGM 2015

1. Remuneration of the Company directors

1.1 Meeting fee (same as the previous years)

- Chairman of Board Baht 60,000 / per meeting
- Director (each) Baht 40,000/ per meeting

1.2 Director's Remuneration: at Baht 56 Million, this shall be allocated by the Board among themselves.

The Company has determined the guidelines for calculating the remuneration of the company directors, at the rate of 0.1 % of total revenue from 2014 Company and its subsidiaries' audited consolidated financial statements. (same as the previous years)

2. Meeting fee of sub-committee including Audit committee, Nomination and Remuneration Committee and Executive committee

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

Agenda 7: To appoint the Auditors for 2015 and affix audit remuneration

The Board of Directors’ Opinion : with recommendation of the Audit Committee that the AGM should appoint

List of Auditors to be Appointed	CPA License No.	Commencement of Services
Mr. Wichart Lokatekrawee, and/or	4451	2009
Ms. Kamontip Lertwitworatep and/or	4377	2009
Ms. Siriwan Suratepin	4604	2014

From EY Office Limited as the Company’s auditors for 2015 and fix audit fee for the amount of Baht 1,900,000, which were same amount as the previous year; details are as follow.

Audit fee per year(Baht)	2015	2014
Quarterly (3 quarters)	870,000	870,000
Annual fee	1,030,000	1,030,000
Total audit fee	1,900,000	1,900,000

Those 3 auditors are the same auditors for subsidiaries of the Company. The nominated auditors have no any relationship and/or conflict of interests with the Company, associates, subsidiaries, executives, major shareholders or related persons of the aforesaid parties. Therefore, they are independent in auditing and providing their opinion on the financial statements.

Agenda 8: To approve the amendment of the Company's objectives and Clause 3. of Memorandum of Association background

The Board of Directors’ Opinion : the AGM should approve the amendment of the Company's objectives and Clause 3. of Memorandum of Association background.

Since all 40 items of Company’s objectives are not clearly stated that the Company can engage in business of research in medicine, public health and other research. Therefore, the Company has to request for the approval from the shareholders’ meeting to add an additional objective to allow the Company to carry out the medical research; and to approve the amendment of Article 3 of Memorandum of Association, to be in accordance with the amendment of the Company’s objectives as follows:

Details of 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 Memorandum of Association, to be in accordance with the amendment of the Company's objectives, the existing statement of Article 3 of Memorandum of Association will be repealed and replaced by the following statement:

New statement

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

Agenda 9: To consider other matters (if any)

Please be informed accordingly

Yours faithfully,

Bangkok Dusit Medical Services Public Company Limited

Signed by Pradit Theekakul

(Mr. Pradit Theekakul)

Director