



12 April 2017

Subject : Resolutions of 2017 Annual General Meeting of Shareholders

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")

We, Bangkok Dusit Medical Services Public Company Limited (Company), hereby report on the resolutions of the Shareholders' Annual General Meeting for the year 2017, which held on 12 April 2017 at His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd floor, Royal Golden Jubilee Building, Soi Soonvijai, New Petchburi Road, Bangkok. There are 1,773 shareholders present in person and proxies attending the meeting, with their shares totaling 11,476,653,737 shares equivalent to 74.0862 % of the paid up shares of the company. The details of the resolutions are as follows:

1. Approved the minutes of the 2016 Annual General Meeting of Shareholders on 21 April 2016.

	Number of votes		Percent*
Approved	11,514,675,049	Votes	99.9997
Disapproved	29,540	Votes	0.0003
Abstained	642,500	Votes	-
Total	11,515,347,089	Votes	100

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 2016
3. Approved the Company and its subsidiaries' audited consolidated financial statements for 2016

	Number of votes		Percent*
Approved	11,636,479,909	Votes	99.9998
Disapproved	19,500	Votes	0.0002
Abstained	5,560,942	Votes	-
Total	11,642,060,351	Votes	100

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

4. Approved the allocation of the Company's net profit for the year 2016 by distributing dividend for 15,490,956,540 shares at the rate of Baht 0.29 per share, totaling Baht 4,492,377,396.60 or 64.8% of the net profit on the Company's financial statements, which is in line with the Company's dividend policy; "the dividend shall be paid at minimum 50% of net profit on the Company's financial statements".

Referred to the interim dividend payment for the first half of 2016 operating results, which was paid at Baht 0.10 per share, totaling Baht 1,549,095,654 on 30 September 2016. Therefore, the final payment of dividend for 2016 performance will be Baht 0.19 per share, divided by the dividend derived from profit under BOI privilege Baht 0.01 per share and from profit under non-BOI privilege Baht 0.18 per share, amounting to Baht 2,943,281,742.60. The dividend payment shall be made on 26 April 2017.

	Number of votes		Percent*
Approved	11,648,634,159	Votes	99.9997
Disapproved	37,800	Votes	0.0003
Abstained	42,112	Votes	-
Total	11,648,714,071	Votes	100

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 Mr. Prasert Prasarttong-Osoth, M.D. Director

	Number of votes		Percent*
Approved	11,636,044,566	Votes	99.9145
Disapproved	9,957,700	Votes	0.0855
Abstained	2,760,032	Votes	-
Total	11,648,762,298	Votes	100

5.2 Mr. Chatree Duangnet, M.D. Director

	Number of votes		Percent*
Approved	11,596,765,892	Votes	99.5773
Disapproved	49,222,210	Votes	0.4227
Abstained	2,774,196	Votes	-
Total	11,648,762,298	Votes	100

5.3 Mr. Pradit Theekakul Director

	Number of votes		Percent*
Approved	11,525,645,876	Votes	98.9684
Disapproved	120,136,629	Votes	1.0316
Abstained	2,979,793	Votes	-
Total	11,648,762,298	Votes	100

5.4 Mr. Sripop Sarasas

Independent Director

	Number of votes		Percent*
Approved	11,065,170,904	Votes	95.0153
Disapproved	580,501,230	Votes	4.9847
Abstained	3,090,163	Votes	-
Total	11,648,762,297	Votes	100

5.5 Mr. Weerawong Chittmittrapap

Independent Director

	Number of votes		Percent*
Approved	11,142,798,754	Votes	95.6904
Disapproved	501,837,151	Votes	4.3096
Abstained	4,097,193	Votes	-
Total	11,648,733,098	Votes	100

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.

1. Remuneration of Directors**1.1 Meeting fee**

- Chairman 75,000 Baht / per meeting
- Director (each) 50,000 Baht / per meeting

1.2 Remuneration of 69.1 Million Baht

(Director's Remuneration shall be allocated among themselves)

Remuneration of sub-committee; details of meeting allowance are as follows

	Approved
2.1 Audit committee	
Chairman of Board	105,000 Baht per meeting
Director (each)	70,000 Baht per meeting
2.2 Executive Committee	
Chairman of Board	90,000 Baht per meeting
Director (each)	60,000 Baht per meeting
2.3 Nomination and Remuneration Committee	
Chairman of Board	75,000 Baht per meeting
Director (each)	50,000 Baht per meeting
2.3 Risk Management Committee*	
Chairman of Board	75,000 Baht per meeting
Director (each)	50,000 Baht per meeting

	Number of votes		Percent*
Approved	11,174,016,765	Votes	95.9244
Disapproved	471,628,578	Votes	4.0487
Abstained	3,124,255	Votes	0.0268
Total	11,648,769,598	Votes	100

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

7. Appointed Ms. Kamontip Lertwitworatep CPA License No. 4377 and/or Ms. Siriwan Suratepin CPA License No. 4604 and/or Mrs. Sarinda Hirunprasurtwutti from EY Office Company Limited as the Company's auditors for the year 2017 and fixed audit fee as follow;

Audit fee	2017
Quarterly review fee	957,000
Annual audit fee	<u>1,283,000</u>
Total Audit fee	<u>2,240,000</u>

	Number of votes		Percent*
Approved	11,630,489,756	Votes	99.8667
Disapproved	15,527,197	Votes	0.1333
Abstained	2,781,885	Votes	-
Total	11,648,798,838	Votes	100

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

8. Approved the issuance and offering of debentures in the amount of not exceeding Baht 40,000 million, details of terms and conditions are as follows:

Types	Unsubordinated debentures, with or without bond representative and unsecured
Currency	THB and/or other foreign currency
Principal amount	Baht 40,000 million or in an equivalent amount in another currency. The Company can additionally issue debenture and / or to replace redeemed debenture, however, outstanding debenture shall not exceed Baht 40,000 million at any time.
Offering	Public offering and / or private placement, institutional investors, ultra high-net worth and / or high-net worth, pursuant to the notification of The Securities and Exchange Commission and / or the Office of the Securities and Exchange Commission to local investors and / or overseas, in one or several offerings.
Maturity	Not exceeding 12 years
Interest rate	Depending upon the appropriateness and the market condition at the time of the issue and offer for sale.

Repayment	Amortizing or bullet payment
Call option	The Company may have the call option to redeem the debentures before maturity, or may repurchase debentures, subject to the conditions as to be specified by the Company
Put option	The debenture holders may be granted with put option, or may resell the debentures, subject to the conditions as to be specified by the Company
Secondary market	The Company may apply for listing of debentures with the Thai Bond Dealing Center or other foreign bond dealing center

In this connection, the shareholders' meeting has resolution to authorized the President and / or the Chief Financial Officer or any persons delegated by the President and / or the Chief Financial Officer (the "Delegate") to determine criteria, conditions and other details relating to the issuance and offering for sale of debentures which have not yet been determined as necessary and appropriate according to the laws, including the listing of debentures on the Stock Exchange of Thailand, the Thai Bond Market Association or any other domestic and foreign secondary markets. The power also extends to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, appoint advisors or relevant persons with respect to the issuance and offering of debentures as well as to enter into, execute and amend relevant documents and contracts, and take any action relating to the issuance and offering of debentures as necessary and appropriate.

	Number of votes		Percent*
Approved	11,524,667,389	Votes	98.9344
Disapproved	121,379,157	Votes	1.0420
Abstained	2,752,292	Votes	0.0236
Total	11,648,798,838	Votes	100

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

9. Approved the reduction of the Company's registered capital in the amount of Baht 46,472,869.60 from the current registered capital of Baht 1,649,786,871.40 to the new registered capital of Baht 1,603,314,001.80 by cancelling its 464,728,696 authorized but unissued ordinary shares (excluding the shares for accommodation of the conversion of convertible debentures in an amount of 542,183,478 shares) at par value of Baht 0.10 per share and the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital by cancelling the existing provision and replacing it with the following provision:

New provision

“No. 4	Registered capital	Baht 1,603,314,001.80	(One thousand six hundred and three million three hundred fourteen thousand and one Baht and eighty Satang)
	Divided into	16,033,140,018 shares	(Sixteen thousand and thirty-three million one hundred and forty thousand eighteen shares)
	With par value of	Baht 0.10	(Ten Satang)
Divided into			
	Ordinary shares	16,033,140,018 shares	(Sixteen thousand and thirty-three million one hundred and forty thousand eighteen shares)
	Preferred shares	None	-”

	Number of votes		Percent*
Approved	11,113,264,739	Votes	95.4088
Disapproved	531,412,461	Votes	4.5622
Abstained	3,376,948	Votes	0.0290
Total	11,648,054,148	Votes	100

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

10. Approved the increase of the Company’s registered capital under the General Mandate in the amount of Baht 154,909,565.40 from the current registered capital of Baht 1,603,314,001.80 to the new registered capital of Baht 1,758,223,567.20, by issuing 1,549,095,654 new ordinary shares at par value of Baht 0.10 per share and the amendment to Article 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital by cancelling the existing provision and replacing it with the following provision:

New provision

“No.4	Registered capital	Baht 1,758,223,567.20	(One thousand seven hundred and fifty-eight million two hundred twenty-three thousand five hundred sixty-seven Baht and twenty Satang)
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Divided into	17,582,235,672 shares	(Seventeen thousand and five hundred eighty-two million two hundred thirty-five thousand six hundred seventy-two shares)
With par value of	Baht 0.10	(Ten Satang)
Divided into		
Ordinary shares	17,582,235,672 shares	(Seventeen thousand and five hundred eighty-two million two hundred thirty-five thousand six hundred seventy-two shares)
Preferred shares	None	–

	Number of votes		Percent*
Approved	10,846,223,161	Votes	93.1162
Disapproved	628,847,928	Votes	5.3987
Abstained	172,984,317	Votes	1.4851
Total	11,648,055,406	Votes	100

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

11. Approved the allocation of newly issued ordinary shares under the General Mandate in the amount of not exceeding 1,549,095,654 shares at par value of Baht 0.10 per share in the following manners:

- (1) not exceeding 774,547,827 shares, representing 5 per cent of the Company's paid-up capital, by way of a public offering; and/or
- (2) not exceeding 774,547,827 shares, representing 5 per cent of the Company's paid-up capital, by way of a private placement.

In this connection, the shareholders' meeting has resolution to authorize the Board of Directors of the Company with full power and authority to do the followings:

- to consider the offering for sale of the Company's newly issued ordinary shares (whether in a single or multiple tranches) by either or both means set out in (1) and/or (2) above which shall in aggregate not exceed 5 per cent of the Company's paid-up capital as at the date on which the Board of Directors approved the capital increase or 774,547,827 shares;
- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly issued ordinary shares, provided that (a) the newly issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the

Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement (“Market Price” means the weight average of the Company’s ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price; and

- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly issued ordinary shares of the Company.

However, the allocation of the newly issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

	Number of votes		Percent*
Approved	10,586,573,752	Votes	92.2833
Disapproved	885,242,569	Votes	7.7167
Abstained	176,246,427	Votes	-
Total	11,648,062,748	Votes	100

Remark: * equal to the total number of votes of the shareholders attending the meeting and cast vote
Please be informed accordingly.

Yours sincerely,

Yours sincerely

Signed by Mrs. Narumol Noi-am
(Mrs. Narumol Noi-am)
Chief Financial Officer