



BDMS
Bangkok Dusit Medical Services

ทะเบียนเลขที่ 0107537000025

บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)
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26 October 2016

Subject: Acquisition of the entire business of Mayo Polyclinic Company Limited

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

Bangkok Dusit Medical Service Public Company Limited
Baht 10,000,000,000 U.S. Dollar Settled Zero Coupon Convertible Bonds due 2019 (the "Bonds")

Bangkok Dusit Medical Services Public Company Limited (the "**Company**") would like to notify certain key resolution of the meeting of its Board of Directors No. 10/2016 held on 26 October 2016 as follows:

Approved that Paolo Medic Co., Ltd. ("**Paolo**"), a subsidiary in which the Company holds approximately 99.99% of its total issued shares, acquires and receives the transfer of the entire business of Mayo Polyclinic Co., Ltd. ("**MYPC**") which is a company operating a private hospital under the name "Mayo Hospital". In this regard, Paolo will acquire all assets, liabilities, rights and obligations under agreements, and all employees of MYPC which are in existence as of the date on which MYPC transfers its entire business to Paolo (the "**Business**") under the terms and conditions in the entire business transfer agreement between Paolo, MYPC, and a group of shareholders of MYPC (the "**Entire Business Transfer Agreement**"). Paolo will pay a total consideration of not more than Baht 1,395 million to MYPC, using its internal cash flow and/or loan. The transaction is expected to be completed by January 2017.

However, the completion of the Entire Business Transfer by Paolo is subject to the fulfilment of the conditions precedent, for instance, (a) the parties have undertaken the relevant and necessary actions to transfer the Business to Paolo pursuant to the terms of the Entire Business Transfer Agreement, and (b) there is no circumstance which would give rise to a material adverse effect to MYPC's financial status, assets, business operations, or business.

This transaction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand (the "**SET**") entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (the "**Major Transaction Rules**"). When considering the size of this transaction pursuant to the Major Transaction Rules and based on the reviewed consolidated financial statements of the Company as of 30 June 2016, the transaction size is of the highest value when calculated based on the total consideration paid which equals to 1.37 per cent of the total assets of the Company and its subsidiaries.

During the past 6 months, the Company and its subsidiaries have acquired other assets in the amount of Baht 16,968 million, representing the total transaction size of 16.7 per cent as disclosed to the SET on 28 September 2016 and the information memorandum of which had been prepared and circulated to all shareholders.

Thailand



Overseas



U.S.

As the size of this transaction is lower than 15 per cent, it falls under the approval authority of the Board of Directors of the Company and the Company is neither required to prepare and disclose the information memorandum to the SET nor to obtain an approval from its shareholders. In addition, this transaction is not considered a related party transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Related Party Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Related Party Transactions, 2003. However, the meeting of the Board of Directors deemed it appropriate to set out below material details with regard to the above transaction as follows:

1. Name of Business : Mayo Polyclinic Co., Ltd.
2. Date of Incorporation : 17 April 1978
3. Nature of Business : Operating a private hospital under the name “Mayo Hospital” which is a secondary care hospital with 162 registered beds
4. Paid-up Capital : Baht 33,000,000, divided into 330,000 shares with a par value of Baht 100 per share
5. Hospital Location : 2012/5-6 Phaholyothin Road, Senanikom Sub-District, Chatuchak District, Bangkok on its freehold land area of approximately 7.25 rai
6. Shareholding Structure :

(as of 21 April 2016)	List of Shareholders (A total of 12 shareholders)	Shareholding Percentage (%)
	(1) Mr. Kaweerat Keyuraphan	8.33
	(2) Mrs. Thipawan Keyuraphan	8.33
	(3) Mr. Preedee Hettrakul	8.33
	(4) Mrs. Kleo-Thong Hettrakul	8.33
	(5) Mr. Kasem Sirikolkarn	8.33
	(6) Mrs. Krueawan Sirikolkarn	8.33
	(7) Mr. Somchai Sirikolkarn	8.33
	(8) Mrs. Arunee Sirikolkarn	8.33
	(9) Mr. Boonserm Jiempreecha	8.33
	(10) Mrs. Lakana Jiempreecha	8.33
	(11) Mr. Somkai Srisa-Ard	8.33
	(12) Mrs. Patcharee Srisa-Ard	8.33
	Total	100.00

7. Summary of Material Financial Information as shown in the MYPC’s Audited Financial Statements for the fiscal year ending 31 December 2013, 2014, and 2015

(Unit: Baht millicn)

	Y2013	Y2014	Y2015
Total Assets	334.9	339.4	350.7
Total Liabilities	132.9	127.4	126.5
Shareholders' Equity	202.0	212.0	224.2
Total Revenue	585.8	596.0	611.1
Net Profit	31.6	38.0	41.3

8. Expected Benefits from the Transaction : 1.) Enabling the Company to promptly expand its customer base in middle-class segment in Bangkok and vicinity areas. The hospital is conveniently located next to skytrian station, which is expected to be completed in 2019. The skytrain line runs a distance of approximately 19 kilometers covered main 6 residential district areas, i.e. Chatuchak, Lad Phrao, Bang Khen, Sai Mai, Lak Si and Don Mueang.
- 2.) Paolo is one of the most well-known and trusted brands among middle-class segment in Thailand and hence supporting patient growth rapidly.
- 3.) Enhancing management efficiency from shared services among network in both clinical and supporting functions.
- 4.) Providing additional channel for patients referral to the network hospitals.

Please be informed accordingly.

Yours sincerely,

Signed by Mrs. Narumol Noi-am

(Mrs. Narumol Noi-am)
Chief Financial Officer