



BDMS
Bangkok Dusit Medical Services
ทะเบียนเลขที่ 0107537000025

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

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June 30, 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

Bangkok Dusit Medical Services Public Company Limited (the “**Company**”) would like to notify certain key resolutions of the meeting of its Board of Directors No. 6/2015 held on 30 June 2015 as follows:

1. Approved the establishment of a new subsidiary of the Company under the name Bangkok Hospital Muangraj Company Limited (“**Bangkok Muangraj**”) in order to support its business expansion and hospital operation in Ratchaburi Province, with a registered capital of Baht 1,300,000,000 divided into 130,000,000 ordinary shares with a par value of Baht 10 per share, in which the Company holds approximately 99.99 per cent of its issued shares.
2. Approved that Bangkok Muangraj acquires and receives the transfer of the entire business of G. Wasupol Company Limited (“**G. Wasupol**”) which is a company operating a private hospital in Ratchaburi Province under the name “Muangraj Hospital”. In this regard, Bangkok Muangraj will receive the transfer of all assets and liabilities of G. Wasupol which are in existence as of the date of the business transfer (the “**Entire Business Transfer**”). In consideration of the Entire Business Transfer, Bangkok Muangraj will pay no more than Baht 1,431,000,000 in cash to G. Wasupol as well as accept the transfer of all of its liabilities which will be in the amount not exceeding Baht 47,000,000.

However, the entering into the above transaction is subject to the result of the due diligence of G. Wasupol. In this connection, it is expected that the Entire Business Transfer will be completed by September 2015.

3. In addition, the Entire Business Transfer 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 based on each calculation method pursuant to the Major Transaction Rules and based

Thailand



Overseas



on the reviewed consolidated financial statements of the Company as of 31 March 2015, the transaction size is of the highest value when calculated based on the total consideration paid which equals to 1.58 per cent of the total assets of the Company and its subsidiaries

In this connection, when consolidating the size of this transaction with all acquisition transactions entered into by the Company and its subsidiaries during the past 6 months prior to the date of entering into the above transaction, the total size of all transactions when calculated based on the total consideration paid and based on the reviewed consolidated financial statement of the Company as of 31 March 2015 is lower than 15 per cent. Therefore, this transaction 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 regarding the acquisition and disposition to the SET nor to obtain an approval from its shareholders. In addition, the Entire Business Transfer is not considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003.

However, the meeting of the Board of Directors deems it appropriate to set out below material information with regard to G. Wasupol together with this notification of its resolutions as follows:

1. Name of Business : G. Wasupol Company Limited
2. Date of Incorporation : 26 October 1992
3. Nature of Business : Operating a private hospital in Ratchaburi Province under the name "Muangraj Hospital" which is a general hospital that accepts overnight patients with 100 registered beds and having the capability to accommodate inpatients up to 125 beds.
4. Paid-up Capital : Baht 54,000,000, divided into 5,400,000 shares with a par value of Baht 10 per share
5. Registered Office : 59/3 Petchkasem Road, Na Muang Sub-district, Muang Ratchaburi District, Ratchaburi Province
6. Shareholding Structure :

The First Ten Major Shareholders	Percentage of Shareholding (%)
(1) Bangkok Hospital Sanamchan Company Limited	25.00
(2) Dr. Kamil Punprasong	4.76
(3) Dr. Seree Busayadiloksakul	2.90
(4) Mr. Sumet Kijprasert	2.75
(5) Mr. Komol Tantiworanukul	2.72
(6) Mr. Wichai Thongtang	2.62
(7) Dr. Mongkol	2.14

	Lamyongsathian	
(8)	Dr. Kosit Phobsuk	2.13
(9)	Tepakorn Hospital Company Limited	1.86
(10)	Dr. Jade Lamyongsathian	1.85

7. Summary of Material Financial Information :

Audited Financial Statements of G. Wasupol (Unit: Baht million)

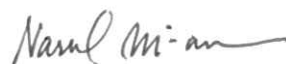
	<u>2012</u>	<u>2013</u>	<u>2014</u>
Total Assets	218.0	237.7	297.5
Total Liabilities	53.1	43.8	52.2
Shareholders' Equity	164.9	193.8	245.3
Total Revenue	242.5	271.3	318.5
Net Profit	46.5	54.5	76.5

8. Expected Benefits from the Entering into this Transaction : expanding the hospital network to the western region of Thailand in order to enhance the capacity of the group companies in servicing middle class patients and provide additional channel for patients referral to the Company's network hospitals

9. Source of fund : From operation of the Company's business and external fund raising

Please be informed accordingly.

Yours sincerely,



(Mrs. Narumol Noi-am)
Chief Financial Officer