



BDMS
Bangkok Dusit Medical Services
ทะเบียนเลขที่ 0107537000025

บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)
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-Translation-

Dated 27 April, 2016

Subject: Connected Transaction

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")

According to the Board of Directors' Meeting of Bangkok Dusit Medical Services Plc. ("BDMS") No. 4/2016 on 27 April 2016, the resolution was passed that BDMS and its subsidiaries may enter into the transactions which are classified as connected transactions as follows:-

1. BDMS to approve its subsidiaries to purchase shares of Bangkok Helicopter services Company Limited, a helicopter operator who provides sky ICU service to BDMS network, from South East Air Co., Ltd. and Mr. Pradit Theekakul at the amount of Baht 42.84 million (5,100,000 shares @ Baht 8.40 per share) which accounted for 0.11 percent of the net tangible assets of BDMS and its subsidiaries
2. BDMS or its subsidiary to enter into a rental agreement for aircraft model ATR72 for 3 years for the purpose of air ambulance. The total contract value is Baht 432 million which accounted for 1.21 percent of the net tangible assets of BDMS and its subsidiaries.

The total size of the above connected transactions accounted for 1.32 percent of the net tangible assets of BDMS and its subsidiaries as shown in the latest audited consolidated financial statement as of 31 December 2015. According to the Notification of the Stock Exchange of Thailand re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies, the total sizes of the transaction is more than 0.3 percent but less than 3 percent of net tangible assets of the Company and its subsidiaries, BDMS is required to disclose the transaction to the Stock Exchange of Thailand but not required to seek approval from the shareholders. The details of the transactions are described in the attached document.

Please be informed accordingly.

Yours sincerely,

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

Thailand



Overseas



Information Memorandum on the Connected Transaction
Shares Purchase of Bangkok Helicopter services Company Limited

1. Transaction Date

Within 2016

2. Counter Parties and Connected Persons

Purchaser: Royal Bangkok Healthcare Co., Ltd. (“**RBH**”) and BDMS Accounting Co., Ltd. (“**BDMS Acc**”), wholly owned subsidiaries of Bangkok Dusit Medical Services Plc. (“**BDMS**”)

Sellers: 1. South East Air Co., Ltd. (“**SEA**”), whereby Mr. Prasert Prasarttong-Osoth, M.D. is a director and major shareholder of BDMS and SEA
 2. Mr. Pradit Theekakul, who is a director of BDMS, RBH, BDMS Acc and SEA

According to the Notification of the Stock Exchange of Thailand re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies dated 19 November 2003 and as amended, the Sellers are connected persons of the Company and its subsidiaries.

3. General Description of the Transaction

Bangkok Helicopter Services Co., Ltd. (“**BHS**”) is currently owned 49% by BDMS (no. of shares: 4,900,000 shares). BHS provides medical evacuation (Medivac) service to BDMS network and also flying limousine service to public.

RBH and BDMS Acc which are subsidiaries of BDMS will purchase the remaining common shares of 5,100,000 shares (or equal to 51% shareholding) from the sellers as described in below table at Baht 8.40 per share, total value of which is Baht 42.84 million.

Purchase	Seller	Number of Shares
RBH	SEA	5,099,999
BDMS Acc	Mr. Pradit Theekakul	1
Total		5,100,000

As a result of this transaction, BDMS and its subsidiaries will hold 10,000,000 shares or 100% shareholding of BHS.

The transaction is not categorized as any type of an asset acquisition transaction pursuant to the notification of the Stock Exchange of Thailand re: Rules, Procedures and Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies. However, this transaction is categorized as connected transaction which total value of transactions accounted for 0.11 percent of the net tangible asset of BDMS and its subsidiaries as shown in the latest audited consolidated financial statement as of 31 December 2015. Accordingly, BDMS is required to disclose the transaction to the Stock Exchange of Thailand but not required to seek approval from the shareholders.

4. Total Value of Consideration and Valuation Criteria

The valuation is determined from net book value of BHS as shown in the latest audited financial statement as of 31 December 2015 and adjustment to market value of helicopter and accrued expense.

5. Payment Method and Source of Funds

The payment shall be made in cash from working capital of the company

6. The Expected Benefit to the Company

BDMS will have more flexibility to improve efficiency and future expansion of air ambulance services which will be one of the competitive edges of BDMS network.

7. Opinion of the Audit Committee and Board of Directors

The Audit Committee and Board of Directors, who are not connected parties and/or parties with vested interests, have considered that this connected transaction is appropriate and the value of the transaction is reasonable under a fair market value approach. Moreover, the benefit of this transaction will develop and growth the company's core medical network to the region by enhance emergency air transport services for patient, doctors and nurses with in time both locally and abroad

Information Memorandum on the Connected Transaction Aircraft Rental Agreement

1. Transaction Date

Within 2016

2. Counter Parties and Connected Persons

Lessee : Bangkok Dusit Medical Services Plc. ("BDMS") or its subsidiary

Lessor : Bangkok Airways Plc. ("BA")

Connected Persons

1. Mr. Prasert Prasarttong-Osoth, M.D. is a director and major shareholder of BDMS and BA
2. Miss. Poramaporn Prasarttong-Osoth, M.D. is a director of BDMS and major shareholder of BA
3. Mr. Pradit Theekakul, Mr. Sripop Sarasas (as directors of BDMS), and Mrs. Narumol Noi-am (as Chief Financial Officer of BDMS) are directors of BA

According to the Notification of the Stock Exchange of Thailand re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies dated 19 November 2003 and as amended, the Lessor is connected person of the Company and its subsidiaries.

3. General Description of the Transaction

BDMS or its subsidiary may enter into an aircraft rental agreement with BA to lease an aircraft model ATR72 for 3 years. The rental fee is Baht 100,000 per flight hour with 1,440 flight hours per year. The total contract value is Baht 432 million which is equal to 1.21 percent of the net tangible assets of BDMS and its subsidiaries as shown in the latest audited consolidated financial statement as of 31 December 2015.

4. Total Value of Consideration and Valuation Criteria

Aircraft rental fee is a market price which is generally quoted by aircraft operator. The flight hours per year are the forecast of flight hour growth.

5. Payment Method and Source of Funds

The payment shall be made in cash from working capital of the company

6. The Expected Benefit to the Company

With the cabin space of aircraft model ATR72, it is possible to have full medical team and equipment to escort and even to treat a patient during a transfer. It will help enhance the competitive edge of BDMS network. Moreover, this aircraft will also provide flexibility to mobilize the medical team when necessary.

7. Opinion of the Audit Committee and Board of Directors

The Audit Committee and Board of Directors, who are not connected parties and/or parties with vested interests, have considered that this connected transaction is appropriate and aircraft rental fee is reasonable compared to market price. This transaction is a supporting vehicle to improve high quality of medical care throughout BDMS network either by patient transfer or mobile medical team.