

Dated 28 February 2017

Subject: Schedule the 2017 Annual General Meeting of Shareholders and dividend payment

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”)

Bangkok Dusit Medical Services Public Company Limited (the **Company**) would like to notify the resolutions of the meeting of the Board of Directors of the Company No. 2/2017, which was held on 28 February 2017 (the **Board Meeting**) as follows:

1. To schedule the 2017 Annual General Meeting of Shareholders on 12 April 2017 at 13:30 hours at His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd floor, Royal Golden Jubilee Building, Soi Soonvijai (Soi Petchaburi 47), New Petchburi Road, Bangkok.
2. Approved that (i) a list of shareholders entitled to attend the 2017 Annual General Meeting of Shareholders and receive dividend, be determined on 15 March 2017 (the Record Date) and (ii) the names of shareholders be gathered on 16 March 2017 (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 2016 Annual General Meeting of Shareholders held on 21 April 2016

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

Agenda 2: To acknowledge the Company’s performance for 2016

Agenda 3: To approve the Company and its subsidiaries’ audited consolidated financial statements for 2016

The Board of Directors’ Opinion: the AGM should approve the Company and its subsidiaries’ audited consolidated financial statements for the year ended 31st December 2016.

Agenda 4: To approve the allocation of profit and dividend payment of 2016

The Board of Directors’ Opinion : the AGM should approve for the allocation of the Company’s net profit by distributing dividend for 15,490,956,540 shares at the rate of Baht 0.29 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 0.28 per share; totaling Baht 4,492,377,396.60 which is equal to 64.77% 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”.

Since, the Board of Directors of the Company’s Meeting No. 8/2016 had resolution to paid the interim dividend for the first half of 2016 performance at the rate of Baht 0.10 per share, totaling Baht 1,549,095,654 on 30 September 2016. Therefore, the Company shall pay an additional dividend for 2016 performance at Baht 0.19 per share, totaling Baht 2,943,281,742.60. The dividend payment shall be made on 26 April 2017 and subjected to the approval of the AGM 2017.

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 retired.

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 14 directors, therefore, there are 5 directors who are going to retire, which are;

- Mr. Prasert Prasarttong-Osoth, M.D. Director
- Mr. Chatree Duangnet, M.D. Director
- Mr. Pradit Theekakul Director
- Mr. Sripop Sarasas Independent Director
- Mr. Weerawong Chittmittrapap Independent Director

The Board and the Nomination and Remuneration Committee, which the interested directors are abstained, the board has recommended those 5 directors who retired by rotation, be re-elected for another term. (names as shown below)

- 5.1 Mr. Prasert Prasarttong-Osoth, M.D. Director
- 5.2 Mr. Chatree Duangnet, M.D. Director
- 5.3 Mr. Pradit Theekakul Director
- 5.4 Mr. Sripop Sarasas Independent Director
- 5.5 Mr. Weerawong Chittmittrapap Independent Director

In addition, the directors who were nominated as the independent directors whose qualifications meet the eligibility criteria of the Capital Market Supervisory Board.

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 the increase of accountability and responsibility of Company's directors, comparing with the companies that were same size of the Company, the increase of Company's revenue and net profit and the number of directors.

(Unit: Million Baht)

	2016	2014	2013
<u>Consolidated Income Statements</u>			
Revenue from hospital operations	65,237	60,240	54,341
Percentage of changes	8.3%	10.9%	10.5%
Total Revenue	69,126	63,907	56,994
Percentage of changes	8.2%	12.2%	10.9%
Net profit attributable to equity holders of the Company	8,386	8,021	7,394
Net profit margin	12.1%	12.6%	13.1%
<u>Benefit to shareholders</u>			
Dividend (Baht per share)	0.29	0.26	0.23
Market capitalization	357,841	345,448	266,444
Percentage of changes	4%	30%	46%
Number of directors (person)	14	15	15

* Dividend payment for operational year 2016 is subjected to the approval of the AGM 2017

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

1. Remuneration of the Company directors

1.1 Meeting fee (same as previous year)

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

1.2 Director's Remuneration: at Baht 69.1 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 2016 Company and its subsidiaries' audited consolidated financial statements.

2. Meeting fee of sub-committee

The meeting fee for Audit Committee, Executive Committee, Nomination and Remuneration Committee, were remained the same as previous year.

In addition, to the company's board of director meeting no 2/2017 dated 28 February 2017, resolved to set up the Risk Management Committee, therefore the Board with recommendation of the Nomination and Remuneration Committee proposed the meeting fee for the Risk Management Committee equivalent to the Nomination and Remuneration Committee. Details are following;

	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee
Chairman of Board	Baht 105,000 / per meeting	Baht 90,000/ per meeting	Baht 75,000/ per meeting	Baht 75,000/ per meeting
Director (each)	Baht 70,000/ per meeting	Baht 60,000 / per meeting	Baht 50,000/ per meeting	Baht 50,000/ per meeting

Agenda 7: To appoint the Auditors for 2017 and affix audit remuneration

The Board of Directors' Opinion: with recommendation of the Audit Committee, the AGM should appoint

List of Auditors to be Appointed	CPA License No.	Commencement of Services
Ms. Kamontip Lertwitworatep and/or	4377	2016
Ms. Siriwan Suratepin and/or	4604	-
Mrs. Sarinda Hirunprasurtwutti	4799	-

From EY Office Limited as the Company's auditors for 2017 and fix audit fee for the amount of Baht 2,240,000 increased 7.5%. Due to extend the scope of auditors work which requested by SEC, that auditor has to go through the Form 56-1 and the Annual Report of the Company. Details are as follow.

Audit fee per year(Baht)	2017	2016	2015
Quarterly (3 quarters)	957,000	957,000	870,000
Annual fee	1,283,000	1,133,000	1,030,000
Total audit fee	2,240,000	2,090,000	1,900,000

The auditors of the Company and subsidiaries are from EY Office Limited. The nominated auditors have no 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: Consider and approve the issuance and offering of debentures in the amount of not exceeding Baht 40,000 million

The Board of Directors' Opinion: The AGM should approve the issuance and offering of debentures in the amount of not exceeding Baht 40,000 million. The 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
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The Board of Directors 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.

Agenda 9: To consider and approve 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 authorised but unissued 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 reduction of the Company’s registered capital

The Board of Directors’ Opinion: In order to be in compliance with Article 136 of the Public Limited Companies Act B.E. 2535 (as amended) which provides that a company may increase its registered capital only when all of its shares have been issued and paid-up in full, the Company is required to reduce its registered capital by cancelling its existing 464,728,696 authorised but unissued ordinary shares at par value of Baht 0.10 per share in order for the Company to be able to increase its registered capital under the General Mandate. Consequently, the Board of Directors approves to propose to the shareholders’ meeting of the Company to consider and approve 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 authorised but unissued ordinary shares at par value of Baht 0.10 per share.

In addition, the Board of Directors approved to propose to the shareholders’ meeting of the Company to consider and approve 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	-”

Agenda 10: To consider and approve 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

The Board of Directors’ Opinion: The AGM should approve 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.

In addition, the Board of Directors approved to propose to the shareholders’ meeting of the Company to consider and approve 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)
	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	-”

Agenda 11: To consider and approve 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

The Board of Directors' Opinion: Following the proposal by the Board of Directors to the shareholders' meeting to consider and approve, the increase of the Company's registered capital under the General Mandate in Agenda 10 above, the Board of Directors approves to propose to the shareholders' meeting of the Company to further consider and approve 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 Board of Directors deems it appropriate to propose to the shareholders' meeting to authorise 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; 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.

Agenda 12: To consider other matters (if any)

Please be informed accordingly

Yours faithfully,
Bangkok Dusit Medical Services Public Company Limited

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