บริษัท กรุ่งเทพดุลิตเวชการ จำกัด (มหาชน)
2 ชอยศูนย์วิจัย 7 ถนนเพชรบุรีตัดใหม่
กรุ่งเทพฯ 10310

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ทะเบียนเลขที่ 0107537000025

### (Translation)

## Minutes of the 2015 Annual General Meeting of Shareholders

### Bangkok Dusit Medical Services Public Company Limited

### **Date, Time and Venue**

The Meeting was held on April 17, 2015 at 13.30 hrs, His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd floor, Royal Golden Jubilee Building, Soi Soonvijai, New Petchburi Road, Huaykwang District, Bangkok

### Directors who attended the meeting

1.	Prof. Emeritus Arun Pausawasdi, M.D.	Chairman
2.	Mr. Chuladej Yossundharakul, M.D.	1 <sup>st</sup> Vice Chairman / Executive Director
3.	Mr. Wichai Thongtang	2 <sup>nd</sup> Vice Chairman
4.	Mr. Prasert Prasarttong-Osoth, M.D.	Chief Executive Officer and President / Chairman of Executive Committee
5.	Mr. Chatree Duangnet, M.D.	Director / Executive Director/ Chief
		Operating Officer – Medical Affairs/
6.	Prof. Emeritus Santasiri Sornmani, M.D.	Independent Director / Chairman of Audit Committee / Chairman of
		Nomination and Remuneration
		Committee
7.	Mr. Pradit Theekakul	Director / Executive Director
8.	Mr. Sombut Uthaisang	Independent Director
9.	Mr. Chavalit Sethameteekul	Independent Director / Member of
		Nomination and Remuneration
		Committee
10.	Mr. Sripop Sarasas	Independent Director / Member of
		Audit Committee / Member of
		Nomination and Remuneration
		Committee
11.	Mr. Thongchai Jira-alongkorn	Director / Executive Director
12.	Mrs. Phornsiri Manoharn	Independent Director
13.	Miss Poramaporn Prasarttong-osoth, M.D.	Director

One Board member could not attend the Meeting, namely Dr. Chirotchana Sucharto as he had a prior engagement.

Independent Director

# **Management**

1.	Mrs. Narumol	Noi-am	Chief Financial Officer

### **<u>Auditors</u>**: EY Office Company Limited

1. Mr. Wichart	Lokatekrawee	Partner
2. Mr. Samran	Taengcham	Manager

# Legal Counsels: Weerawong, Chinnavat & Peangpanor Ltd.

Dr. Veerathai Santiprabhob

1	Mrs. Veeranuch	Thammavaranucupt	Partner
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### **Preliminaries**

Prof. (Emeritus) Arun Pausawasdi, M.D., Chairman of the Board of Directors and Chairman of the Meeting, stated that there were 1,799 shareholders present in person and by proxy, holding a total of 10,156,136,995 shares, representing 65.5617 percent of the Company's total shares sold, thus constituting a quorum.

The Chairman introduced the Company's directors and management and other attendees, including the representatives of the Auditor and the Company's legal counsel.

The Company Secretary then advised the Meeting on the voting procedures. In order to conduct the meeting in accordance with principle of good corporate governace with respect to the voting procedures, the Company advised the Meeting of the voting procedures and the counting of votes as follows:

- 1) In respect of the voting at the Meeting, each shareholder was entitled to vote according to the number of shares held by such shareholder, on the basis of one share per one vote.
- 2) In order to expedite the voting procedures of each agenda item for consideration and approval, the Company will ask the Meeting whether there is any disapproved or abstained vote for such agenda item. If any shareholder wishes to vote against the agenda item or abstain from voting, such shareholder shall cast his/her vote in the voting ballots, by checking □ disapproved or □ abstained, signing the ballot and raising his/her hand so that the voting ballots will be collected for further counting. In counting the votes for these agenda items, the Company will set off the votes against the agenda item and the abstained votes against all the votes cast. The remainder shall be the votes in favor.

All shareholders and proxies are asked to sign the ballot each time before submitting the ballot to the staff.

With regard to Agenda Item 5 re: To consider and approve the appointment of new directors replacing the directors retiring by rotation, in order to ensure that the Company follows the guidelines for evaluation of Shareholders Meeting organization, the shareholders or the proxies were advised to elect new directors individually. The Company shall ask the meeting if any disapproved or wished to abstain and ask that they check  $\square$  disapproved or  $\square$  abstained on the voting ballot of the individually nominated persons and raise his/her hand so that the voting ballots would be collected for further counting. In counting the votes for this agenda, the Company shall deduct the number of disapproved and abstained from the total number of votes and the remainder shall be considered votes of approval. Furthermore, for transparency, the Company shall collect all voting ballots, therefore, the Company asks that those who voted approved keep their voting ballots and return the ballots to the staff after the voting of the last director for ease in collecting ballots.

3) In the case that more than one mark is placed or a conflict vote is cast on a ballot, or there is any crossing-out without a signature, or there are votes cast in excess of the entitled votes on a ballot, such ballot shall be considered void. If any shareholder wishes to amend any vote prior to casting, please cross out the previous vote and put a signature next to it.

Any votes which are cast differently from the afore-mentioned requirements shall be void.

4) In the case that the shareholders or proxies wished to leave before the Meeting was adjourned, they were asked to submit their ballots to the staff before leaving the room. The Company shall deduct the number of shares, of both those shareholders that attended

in person or by proxy, from quorum when a shareholder or proxy leaves before the Meeting was adjourned.

- 5) Prior to the vote casting on each agenda item, the Chairman shall provide attendees with the opportunity, as it may be deemed appropriate, to raise questions in relation to such agenda item. The shareholders or proxies who wished to raise questions were requested to state their first and last names to the Meeting prior to raising questions or making comments.
- 6) In the case that shareholders have a question that was unrelated to the agenda at hand, the shareholders are asked to raise those questions or comments towards the end of the Meeting. The shareholders or proxies were asked to make concise and comprehensive comments or questions as well as refrain from asking repetitive questions or comments. This is so that other shareholders may exercise their right to raise questions or comments. The shareholders were asked to kindly cooperate so that the Meeting time can be managed within the schedule.

To ensure compliance with good corporate governance, the Company has assigned Miss Prathumporn Somboonphunphol, Legal Counsel from Weerawong, Chinnavat & Peangpanor Limited the task of counting the votes. The Company also requested that up to 3 shareholders act as representatives of the shareholders in witnessing the counting of the ballots. However, none of the shareholders volunteered.

The Chairman gave an opportunity to the shareholders attending the meeting to raise questions on the voting procedures and there were no questions raised.

As no further questions were raised, the Chairman informed the Meeting that the Company gave opportunity to its shareholders, for a period of 45 days from December 18, 2014 to January 31, 2015, to raise the matters which are beneficial and appropriate to be included in the agenda items of the 2015 Annual General Meeting of Shareholders, and to nominate the persons with appropriate knowledge, ability and qualification in order to be elected as the Company's directors, to the Board of Directors so that the Board of Directors would consider and include the agenda items as proposed by the shareholders in the agenda items of the 2015 Annual General Meeting of Shareholders. The rules for proposal of agenda items were published on the Company's website, however, no other agenda items were proposed by any shareholder and no other persons were nominated to be elected as the Company's directors.

The Chairman thus proceeded with the following agenda items:

# Agenda Item 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 5th August 2014

The Chairman proposed that the Meeting adopt the minutes of the 1/2014 Extraordinary General Meeting of Shareholders held on August 5<sup>th</sup>, 2014, as per the copy thereof delivered to the shareholders along with the Notice to this meeting. The Board of Directors had determined that the minutes were accurate and thus, approved the submission of the minutes to the Shareholders' Meeting for adoption.

The Chairman gave an opportunity to the Meeting to raise further questions. As there were no questions raised by the shareholders, the Chairman proposed the Meeting to vote on this agenda item.

The Company Secretary informed the Meeting that this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting votes.

**Resolution:** The Meeting resolved to adopt the minutes of the 2014 Extraordinary General Meeting of Shareholders, with no amendments, with the following votes:

	Number of votes		Percent*
Approved	1,204,098,866	Votes	100.00
Disapproved	-	Votes	-
Abstained	124,992	Votes	
Total	1,204,223,858	Votes	

Remark: \*Percent equal to the total number of votes of the shareholders attending the meeting and casting votes.

### Agenda Item 2 To acknowledge the Company's performance for 2014

The Chairman informed the Meeting that to acknowledge the relevant detail regarding the company business and invited Dr. Prasert Prasarttong-Osoth, Chief Executive Officer and President, to give an overall report and Dr. Chatree Duangnet, Director and Chief Operating Officer – Medical Affairs, to give a report on network expansion and medical-related matters as well as social responsibility activities.

Dr.Prasert Prasarttong-Osoth, Chief Executive Officer and President, then gave the following overall corporate summary:

### **The Organization Overall**

• Presently, the Company (BDMS) has a total of 40 operational hospitals within the network, equaling 7,071 beds (38 hospitals in Thailand and 2 hospitals in Cambodia) with an additional 3 hospitals still under construction with a total of 620 beds. It is expected that in 2015, the network will have a total of 43 hospitals with a combined 7,691 beds.

# **Growth and Financial Strength**

• In 2014, TRIS Rating upgraded the Company's credit rating from "A+" Stable to "AA-" Stable. Dr. Prasert Prasarttong-Osoth further summarized that in global rankings of large hospitals by market value as of March 31<sup>st</sup>, 2015, HCA (USA) had the highest value at USD 31,644 million, next was IHH (Singapore with major shareholder in Malaysia) at USD 13,542 million, Universal Health Services (USA) at USD 11,649 million, Ramsay (Australia) at USD 10,442 million and BDMS (Thailand) at USD 9,332 million. However, the rankings of large hospitals by percentage of net profits in 2014 showed that the Company came in first at 12.6%, while IHH, Ramsay, Universal Health Services and HCA were 10.3%, 6.2%, 6.2% and 4.7%, respectively.

### **BDMS Potential in the Global Market**

• Data gathered in the last year showed that Thailand had approximately 48,000 physicians, with about 9,000 of those physicians working within the BDMS Group. While other countries in the ASEAN region, such as Indonesia, Malaysia and Singapore, had a lower number of physicians than Thailand. Furthermore, when looking at the quality of medical services which received JCI accreditation from the US, the JCI information shows that Thailand has the most number of hospitals with JCI accreditation among the ASEAN countries. The total number of JCI accredited hospitals in Thailand is 42, with 14 being in the BDMS Group. While Singapore has 21 hospitals, Indonesia has 19 hospitals and Malaysia has 13 hospitals with JCI accreditation. Even China has only 40 hospitals that have received JCI accreditation.

- The high number of medical personnel and the high quality of services, which are on par with leading hospitals in the US, is essential in providing us with an advantage in the global arena as well as in inciting confidence in our customers to use our services.
- In the last year and up to the present, the Company has collaborated with several leading foreign medical institutions. In summary, examples are collaboration with US medical institutions, namely, Oregon Health & Science University (OHSU) MD Anderson Cancer Center and Stanford Medicine; and Japanese institutions, namely, Nagoya University and Sano Hospital. The collaboration with each of the institutions was in different areas of medicine. This method creates knowledge enhancement and fast, efficient development of medicine, research and cooperation in medical care.

Dr. Chatree Duangnet, Director and Chief Operating Officer – Medical Affairs, reported on network expansion, services and medical progress, as well as social responsibility activities to the Meeting as follows:

### **Network Expansion**

- Dibuk Hospital, 100 beds, located on Chao Fah Tawan Tok Road, Muang District, Phuket Province, officially opened on May 1<sup>st</sup>, 2014.
- Bangkok Hospital Chiang Mai, 181 beds, located on Chiang Mai Lampang Road, Muang District, Chiang Mai Province, officially opened on July 7<sup>th</sup> 2014.
- Sanamchan Hospital, 200 beds, located on Phetkasem Road, Mueang District, Nakhon Pathom Province, became a BDMS network hospital on August 15<sup>th</sup>, 2014.
- Tepakorn Hospital, 100 beds, located on Tesa Road, Mueang District, Nakhon Pathom Province, became a BDMS network hospital on August 15<sup>th</sup>, 2014.
- Bangkok Hospital Khon Kaen, 140 beds, located on Maliwan Road, Muang District, Khon Kaen Province, officially opened on October 1<sup>st</sup>, 2014.
- Royal Phnom Penh Hospital, 100 beds, located in Phnom Penh, Cambodia, officially opened on October 1<sup>st</sup>, 2014.
- Phuket International Hospital (Siriroj Hospital), 151 beds, located on Chalermprakiat Ror 9 Road, Muang District, Phuket Province, became a BDMS network hospital on October 1<sup>st</sup>, 2014.
- Bangkok Hospital Chinatown, 59 beds, located on Yaowaraj Road, Bangkok, officially opened on November 7<sup>th</sup>, 2014.
- Muang Petch Hospital, 255 beds, located on Phetkasem Road, Mueang District, Petchburi Province, became a BDMS network hospital on January 1<sup>st</sup>, 2015.
- Bangkok Hospital Rayong (Sri Rayong Hospital), 195 beds, located on Pattaya-Rayong Bypass (Route 36), Muang District, Rayong Province, officially opened on January 5<sup>th</sup>, 2015.

# **Hospitals Under Construction**

- Samitivej Chonburi Hospital, 220 beds, located on Sukhumvit Road, Muang District, Chonburi Province.
- Jomtien Hospital, 250 beds, located on Sukhumvit Road, Bang Lamoong District, Chonburi Province.
- Paolo Memorial Hospital Rangsit, 150 beds, located on Phahonyothin Road, Thanyaburi District, Pathumthani Province.

### **Medical Cooperation**

- BDMS signed the Sister Institute agreement with MD Anderson (University of Texas:
   MD Anderson Cancer Center MDACC), an institute which conducts research on
   cancer and is one of the top 2 best hospitals for cancer care in the US. The
   collaboration has the objective to develop capabilities in the treatment of cancer, as
   well as to establish an internationally renowned cancer center within the BDMS Group.
- The Bangkok Orthopaedic Center, Bangkok Hospital and the Department of Orthopaedic Surgery, Stanford University signed a Memorandum of Understanding to exchange knowledge and skills in the field of orthopaedics with a focus on excellence in the treatment of the musculoskeletal system. The cooperation also seeks to develop knowledge through research in orthopaedic surgery as well as improve the efficiency in the treatment of patients with bone and joint issues.
- BDMS together with the Oregon Health & Science University (OHSU), a leading US medical institution, especially in the field of occupational health and hygiene, which has been recognized by the United States Centers for Disease Control (USCDC) as one of the top 4 Total Worker Centers of Excellence in the US, has established the BDMS-OHSU International Health Alliance in order to elevate the medical industry as well as to exchange knowledge and academic skills to become an international medical center. In addition, the center is working with the Faculty of Medicine, Siriraj Hospital to develop clinical studies.
- The Bangkok Health Research Center, Bangkok Hospital Group has been certified as an AO Clinical Study Clinic (AOCSC) by the AO Foundation. This certifies that the Center's clinical research, training of clinical research personnel and important role in controlling the quality of clinical research in the field of Orthopaedic Surgery and the treatment of bones and joints meet international standards.

### **Medical Advancements**

- The Hybrid OR can rotate 360 degrees freely while taking "Flex Move Heart Navigator" and "Software Heart Navigator" x-rays and can image the heart in great detail. It has the capability to perform a Transcatheter Aortic Valve Implantation, Valvular Repair or Stenting using a Fluoroscopy. The highlight of the Hybrid OR is that it combines the Catheterization Unit and the Cardiothoracic Surgeries into one room. In the case that there are complications, the surgeons can operate immediately without having to move the patient.
- Advanced 3D Laparoscopic Surgery can be used for general surgery. The principle
  is to enable surgeons to clearly see in-depth details of the various organs as if seeing
  them with their own eyes, providing accuracy and precision. The procedure thus offers
  less scarring, less pain, and faster recovery. This technology meets accredited
  international medical standards and is widely used in other countries.
- Refractive Lenticule Extraction (ReLEx) uses laser to increase precision and safety.
   The procedure results in smaller surgical scars and reduces corneal abrasions. The benefit of this procedure over the original is that the recovery time is shorter.

#### Awards

• Best Hospital Management 2014 on 23<sup>rd</sup> March 2015, Dr. Prasert Prasarttong-Osoth, Chief Executive Officer and President, was chosen by the Hospital Management Association of Thailand and the Preventive Medicine Association of Thailand to be the recipient of the "Best Hospital Management 2014" award as recognition of his success in managing the hospital, his accomplishments and for continuing to be a role model to

the public and other organizations. The award was presented by Privy Councillor Dr Kasem Wattanachai.

### Bangkok Hospital received accreditation for quality of medical services

Accredited CCPC	Primary Stroke Program
Accredited CCPC	Low Back Pain Program
Accredited CCPC	Acute Myocardial Infarction Program
Accredited CCPC	Diabetes Mellitus Program
Accredited CCPC	Heart Failure Program
Accredited CCPC	Breast Cancer Program
Advanced HA	Advanced HA
Temos Trust effective medicine - optimized services	Temos (Trust- effective medicine- optimized services)

Clinical Care Program Certification (CCPC) is the highest disease-and service-specific certification offered by Joint Commission International (JCI) to evaluate the acute or chronic disease management and clinical care programs when compared to leading global hospitals.

Advanced HA is an advanced health care certification by the Healthcare Accreditation Institute (Public Organization), which is the highest accreditation in the country. Hospitals that have received Advanced HA accreditation are Siriraj Hospital, Bhumibol Hospital and Bangkok Hospital.

- Southeast Asia Top Companies for Leaders Special Recognition 2014 on 27<sup>th</sup> November 2014, BDMS received the "Southeast Asia Top Companies for Leaders Special Recognition 2014" presented by AON Hewitt. The Company was selected from leading organizations around the world in terms of connectivity and consistency of leadership practices and financial results.
- Or. Yor. Quality Award Medic Pharma Company Limited and A.N.B. Laboratories Company Limited, subsidiaries of BDMS, were selected by the Food and Drug Administration, Ministry of Public Health to receive the OrYor. Quality Award in the project to promote ethics in the work place of manufacturers of health products. The award was presented by Professor Dr. Rachata Rachatanawin, Minister of Public Health on 12<sup>th</sup> March 2015.

### **Corporate Social Responsibility**

- **Breast Cancer Detection Project** Bangkok Hospital established the "Smiles Beat Breast Cancer" project and dispersed mobile Digital Mammogram & Ultrasound units in 4 districts of Bangkok, namely, Huay Kwang, Bangplad, Klongtoey and Sathorn.
- Activities of the Vejdusit Foundation Under the Patronage of Her Royal Highness Princess Galyani Vadhana Krom Luang Naradhiwas Rajanagarinda
  - 1. Scholarships for research in medicine, nursing and public health, established since 2002. Presently, a total of 63 scholarships have been awarded.
  - 2. A project to provide medical equipment to hospitals, public health centers and emergency medical service providers under the care of government agencies, foundations, municipalities and sub-district administrative organizations in the provinces of Phuket, Phang-nga, Krabi and Nakornrachasima.
  - 3. A project to help the less fortunate to have a better quality of life with regards to physical and mental health. The Tour provided doctors, nurses and staff to carry-out medical check-ups as well as distribute medicine, medical supplies and equipment and basic consumer goods to the underprivileged (the Tour travels every month).
- Green Health Care & Share Project a project that unites givers with recipients of nursing equipment. The project accepts donations of new or used nursing equipment as well as donations to purchase nursing equipment. The project is also a medium in the delivery of nursing equipment to patients, the disabled, the elderly and the underprivileged across Thailand. In the past year, the project has delivered a total of 545 wheelchairs for the disabled to government agencies, namely, the Office of Empowerment of Persons with Disabilities, Special Education Center Eastern Region in Rayong and Chonburi Provinces, and Special Education Center Central Region in Chai Nat, Ang Thong, Ayutthaya and Prachinburi Provinces. The wheelchairs were especially ordered with the Association of the Physically Handicapped so that the wheelchairs would meet the everyday needs of each of the disabled.

The Chairman gave an opportunity to the Meeting to raise questions and informed the Meeting that the Company would gather all the questions in this Agenda and will address such questions during the Other Matters Agenda after all the other agendas have been considered.

Mr. Rutichai Yibcharoenporn shareholder, asked:

- How does the Company differ from other operators to be able to achieve such cost savings?
- In terms of medical cooperation with foreign institutions, how does the Company work with such institutions to create mutual benefits?
- Does the JCI accreditation really create efficiency in medical services or is it merely an international standard?

Mr. Krirk Samontham proxy, had the following suggestions:

- The Company should include the CSR information presented at the Meeting in the Annual Report.
- The Company should have a Gross Happiness Patient indicator like some large hospitals in other countries and should present the results to the shareholders.

Mr. Suriyapong Wattanasak shareholder, asked:

• Will the introduction of AEC cause problems in transferring medical and nursing personnel and will it affect the Company?

Mr. Surat Thamsakol proxy, asked:

- When taking over other hospitals, is it possible to control the quality of services?
- With so many members in the network, how does the Company intend to maintain the standard quality of services?

There were no additional questions from the shareholder.

**Resolution** The Meeting acknowledged the report on the operating activities of the company for the year 2014.

# Agenda Item 3 To approve the Company and its subsidiaries' audited consolidated financial statements for 2014

The Chairman proposed that the Meeting consider and approve the financial statements ended December 31<sup>st</sup>, 2014, which had been approved by the Audit Committee and audited by Mr. Vichart Lokedkawee, a certified auditor of EY Office Company Limited, as detailed in the 2014 Annual Report delivered to the shareholders. He then called upon Mr. Sripop Sarasas, an Independent Director and a Member of the Audit Committee, to give a brief report to the Meeting.

Mr. Sripop Sarasas, an Independent Director and a Member of the Audit Committee, reported to the Meeting that the Audit Committee had considered the details of the financial statements and the Auditor's Note and was of the opinion that the said financial statements had been prepared in accordance with the accounting standards, and provided correct information and disclosed sufficient material facts. The Auditor was also of the opinion that such financial statements correctly and reasonably represent the Company's financial standing, operating results and cash flow in accordance with the Generally Accepted Accounting Principles, and the Auditor did not give conditional comments on such financial statements. The following was a summary of the 2014 financial statements for the Meeting's consideration:

**Summary of 2014 Income Statements** 

(Unit : Million Baht)	Consolidated Income Statements		Percentage
	2014	2013	Change
Total revenue	56,975	51,407	11
Cost of medical services and sales	(36,473)	(32,977)	11
Expenses	(11,257)	(10,549)	7
Net profit before special item	7,109	6,113	16
Year's net profit	7,669	6,520	18

### Summary of Balance Sheet as of December 31<sup>st</sup>, 2014

(Unit : Million Baht)	Consolidated Income Statements		Percentage
	2014	2013	Change
Cash and cash equivalent	3,594	4,061	(11)
Account receivables	5,819	4,925	18
Land, buildings and equipment	46,502	38,875	20
Total assets	93,228	76,399	22
Total liabilities	44,274	33,755	31
Shareholder equity	48,954	42,644	15
Total liabilities and equity	93,228	76,399	22

### Mr. Wiwat Koosakul proxy, had the following suggestions:

- Clause 36 of the Notes to the Financial Statements, on page 177 of the Annual Report, regarding privileges from BOI, does not state when the Company began receiving such privileges, when the privileges will end, the monetary amount of such privileges and how much is remaining. These details should be declared to investors for transparency.
- The two independent directors who are members of the Audit Committee are also members of the audit committees of other companies. This may lead to lack of transparency. Also, even though the Company states that it has engaged an external auditor to conduct the internal audit, the Company should also have an internal audit department in the organization chart.

### Mr. Krirk Samontham proxy, asked:

 Please elaborate on the issuance of the convertible bond and how were the proceeds from the issuance used?

### Mrs. Narumol Noi-am, Chief Financial Officer, responded as follows:

- The Company issued convertible bonds in the amount of Baht 10,000 million, with a term of 5 years and zero coupons. The conversion price was Baht 21.015 per share with a dilution limit of no more than 3%.
- The Company used the proceeds from the convertible bonds to build a new hospital as well as to fund partial business acquisition. In the past year, there was M&A of Sanamchan Hospital and Siriroj Hospital in the amount of approximately Baht 3 billion per hospital. The remaining cash will be reserved to redeem convertible bonds expiring in 2015.

Mr. Wiwat Koosakul, proxy, asked for the definition of a Zero Coupon Convertible Bond.

Mrs. Narumol Noi-am, Chief Financial Officer, explained that the Zero Coupon Convertible Bond is a bond that can be converted into common shares of the Company. In issuing such convertible bonds, the Company need not pay interest coupons during the term of the bond. However, when the convertible bond matures and the investor has not yet exercised his right to convert the bonds to common shares, the investor may redeem the bond at a premium, which is at a rate of approximately 2%. The Company has offered the entire issue of convertible bonds to foreign

investors as the Company had surveyed that there would be a secondary market available, which would provide the Company with favorable conditions. Furthermore, the Company has listed the convertible bonds on the Singapore Exchange.

As there were no further questions raised by the shareholders, the Chairman asked the Meeting to vote on the agenda. The Company Secretary informed the Meeting that this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting votes.

**Resolution** The Meeting considered and resolved to approve the annual financial statements and profit and loss statement for the year ending December 31<sup>st</sup>, 2014.

	Votes	Percentage*
Approved	11,212,587,988	99.9922
Disapproved	876,132	0.0078
Abstained	8,793,170	-
Total	11,222,257,290	-

Remark: \*Percent equal to the total number of votes of the shareholders attending the meeting and casting votes.

### Agenda Item 4 To approve the allocation of profit and dividend payment of 2014

The Chairman proposed that the Meeting consider and approve the appropriation of profits from the operating results of 2014 and asked the Chief Financial Officer to further explain.

Mrs. Narumol Noi-am, Chief Financial Officer, presented the information on the 2014 appropriation of profits as stated on page 2 of the Meeting Notice and asked the Meeting to consider the following:

- Consider and approve dividend payment of Baht 0.23 per share for 15,490,956,540 common shares (par value Baht 0.10 per share) totaling Baht 3,562,920,004.20.
- The dividend payment is equal to 109% of the Company's net profits, which complies with the Company's dividend payment policy to pay no less than 50% of the net profits according to the financial statements.
- Dividend payment to be made on 6th May 2015.
- As the Company has legal reserve equal to the full amount as stated in the Articles of Association, the Company does not need to allocate additional profits to the legal reserve.

The Chairman gave an opportunity to the Meeting to raise questions.

Mr. Wiwat Koosakul, proxy, praised the Company for the good operating results and high dividend payment. He also asked how much of the profits used to pay the dividend were from BOI privileges and at what rate was this profit taxed, so that investors could get tax credit.

The Chief Financial Officer stated that the Company would pay dividend from profits taxed at the higher rate first. This year, the proposed dividend of Baht 0.23 per share was comprised of the following:

•	Dividend from profits under BOI	Baht	0.03 per share
•	Dividend from profits taxed at 30%	Baht	0.01 per share
•	Dividend from profits taxed at 20%	Baht	0.19 per share

Since there were no further questions raised, the Chairman proposed that the Meeting vote on this agenda item. The Company Secretary informed the Meeting that this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting votes.

**Resolution** The Meeting considered and resolved to approve the 2014 dividend payment at the rate of Baht 0.23 per share (par value at Baht 0.10 per share), totaling Baht 3,562,920,004.20, which was scheduled for May  $6^{th}$ , 2015. It was also acknowledged that there would be no additional appropriation from statutory reserve funds as proposed.

	Votes	Percentage*
Approved	11,257,321,602	99.9935
Disapproved	726,742	0.0065
Abstained	274,000	-
Total	11,258,322,344	_

Remark: \*Percent equal to the total number of votes of the shareholders attending the meeting and casting votes.

### Agenda Item 5 To consider and approve the appointment directors who are retired.

As Prof. (Emeritus) Arun Pausawasdi, M.D., Chairman of the Board of Directors and Dr. Chuladej Yossundharakul, 1<sup>st</sup> Vice-Chairman, were two of the directors who were to retire by rotation, Mr. Wichai Thongtang, 2<sup>nd</sup>Vice-Chairman, was appointed temporary Chairman of the Meeting for this Agenda.

Mr. Wichai Thongtang, Chairman of the Meeting, proposed the consideration and approval of the appointment of 5 new directors in replacement of those retiring by rotation and called upon Prof. (Emeritus) Dr. Santasiri Sornmani, Independent Director and Chairman of the Nomination and Remuneration Committee, to present the information to the Meeting for consideration.

Prof. (Emeritus) Dr. Santasiri Sornmani, Independent Director and Chairman of the Nomination and Remuneration Committee stated that the Company's articles stipulated that one third of the directors shall retire by rotation. Presently, there were a total of 15 directors; therefore, 5 directors shall retire by rotation as follows:

1. Prof. (Emeritus) Arun Pausawasdi, M.D.	Director
2. Mr. Chuladej Yossundharakul, M.D.	Director
3. Mr. Chirotchana Sucharto, M.D.	Director
4. Mr. Thongchai Jira-alongkorn	Director
5. Miss Poramaporn Prasarttong-Osoth, M.D.	Director

The Board of Directors, under suggestion of the Nomination and Remuneration Committee, has selected individuals to be appointed as Directors of the Company by considering the human resources development policy and medical research to prepare for the introduction of the ASEAN Economic Community (AEC), knowledge, planning capabilities, governance as well as collaboration with domestic and international medical institutions. Therefore, it is proposed that the following directors retiring by rotation be re-elected Prof. (Emeritus) Arun Pausawasdi, M.D., Dr. Chuladej Yossundharakul, Mr. Thongchai Jira-alongkorn and Dr. Poramaporn Prasarttong-Osoth, as all four directors have notable achievements and experience as directors of the Company. The first nominee is the Chairman of the Board, the next two serve on the Executive Committee and the last nominee is Deputy CEO Group 1.

For the new appointment, Professor (Clinic) Udom Kachintorn, M.D., President of Mahidol University, is currently an Independent Director at Samitivej Hospital. His experience and capabilities should support the Company's business, as well as enable the success of the plan to develop medical personnel and research plans.

Therefore, the Nomination and Remuneration Committee, which does not include Directors who are stakeholders, hereby propose the nomination of Professor (Clinic) Udom Kachintorn, M.D., President of Mahidol University, who is qualified to act as Independent Director in accordance with the Company's criteria and the notifications of the Capital Market Supervisory Board, as an Independent Director of the Company. Furthermore, the Committee proposes the reappointment of the 4 Directors who are retiring by rotation, namely, Prof. (Emeritus) Dr. Arun Pausawasdi, Dr. Chuladej Yossundharakul, Mr. Thongchai Jira-alongkorn and Dr. Poramaporn Prasarttong-Osoth for another term.

### Names of Nominees as Directors of the Company

5.1 Prof. (Emeritus) Arun	Pausawasdi	Director
5.2 Mr. Chuladej	Yossundharakul, M.D.	Director
5.3 Prof. (Clinic) Udom	Kachintorn, M.D.	Independent Director
		(New Director)
5.4 Mr. Thongchai	Jira-alongkorn	Director
5.5 Miss. Poramaporn	Prasarttong-Osoth, M.I	D. Director

The Nomination and Remuneration Committee once again informed the Meeting that the Company had provided the shareholders with the opportunity to nominate qualified persons with knowledge and expertise to be elected as directors in accordance with the guidelines posted on the Company's website but no shareholders who nominated any person to be elected as directors.

The profile, experience, term, and Board Meeting attendance of the 4 existing directors and the profile of the newly nominated director could be found in enclosure 2, the Criteria and Guidelines on Nomination and Appointment of Directors could be found in enclosure 4 and the definition of "the Company's Independent Director" could be found in enclosure 5, which were sent out along with the Notice of the Meeting.

The Chairman gave an opportunity to the Meeting to raise questions.

Mr. Krirk Samontham, proxy, asked:

• Can you give the reasoning behind the appointment of Dr. Poramaporn Prasarttong-Osoth and Mr. Thongchai Jira-alongkorn? How do these individuals support the Board of Directors and the Hospital?

The Chairman of the Nomination and Remuneration Committee responded that Dr. Poramaporn had worked at the Department of Surgery, Siriraj Hospital and had been a part of management at Siriraj Hospital for some time. She then later joined Bangkok Hospital Group and is currently Deputy CEO Group 1/ Hospital Director of Bangkok Hospital. He further stated that she is the new generation and an important force in the management of the hospital.

Dr. Poramaporn Prasarttong-Osoth, Director, added that she had been with Bangkok Hospital for a while now. She started at one of the network hospitals and later joined management at Bangkok Hospital. She then thanked the shareholders for supporting and entrusting her with the directorship.

Dr. Prasert Prasarttong-Osoth, Chief Executive Officer and President, further informed the Meeting that the Nomination and Remuneration Committee had nominated Mr. Thongchai Jiraalongkorn for another term as he is a member of executive management at The Viriyah Insurance Public Company Limited, the number one auto insurance company in Thailand, thus, he has vast knowledge and experience in the insurance business. Presently, the Company has a health insurance

license and we have plans to offer supplementary health insurance to our customers. This is a marketing tool for our network hospitals and it also provides more access to health care for our customers. To this end, Mr. Thongchai has been of great value to the Company.

As for Dr. Poramaporn Prasarttong-Osoth, she received a scholarship from Siriraj Hospital to further her studies in England and later worked for a time at Siriraj Hospital and rose up to the position of Deputy Dean. She then joined Bangkok Hospital group as Deputy Hospital Director at BNH Hospital. She later took on the position of Deputy Hospital Director and Hospital Director at Bangkok Hospital, respectively. She currently holds the position of Deputy CEO Group 1/ Hospital Director of Bangkok Hospital. Her work and capabilities has helped the Hospital to grow over the years. She is respected by her subordinates, which is one of the Company's policies that persons who take on executive positions must have acknowledged accomplishments.

Since there were no further questions raised, the Chairman proposed that the Meeting vote on this agenda item.

The Company Secretary informed the Meeting that this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting votes. Moreover, in accordance with good corporate governance, the Company proposed that the meeting elect directors individually and that the ballots of those disapproving or abstaining would be collected first with the remainder considered as approved votes. After the election of all directors, the staff would collect all the remaining ballots.

**Resolution** The Meeting considered and resolved to elect the proposed five directors, details as follows:

5.1 Prof. (Emeritus) Arun Pausawasdi, M.D.		Director
	Votes	Percentage*
Approved	11,172,568,734	99.2729
Disapproved	81,830,918	0.7271
Abstained	3,855,800	-
Total	11,258,255,452	-

5.2 Mr. Chuladej Yossundharaku, M.D.		Director
	Votes	Percentage*
Approved	10,564,697,656	93.8700
Disapproved	689,901,396	6.1300
Abstained	3,656,400	-
Total	11,258,255,452	-

### 5.3 Prof. (Clinic) Udom Kachintorn, M.D. Independent Director (New Director)

	Votes	Percentage*
Approved	11,254,518,410	99.9999
Disapproved	8,442	0.0001
Abstained	3,728,600	-

# 5.4 Mr. Thongchai Jira-alongkorn

### **Director**

	Votes	Percentage*
Approved	11,204,396,910	99.5547
Disapproved	50,113,542	0.4453
Abstained	3,745,000	-
Total	11,258,255,452	-

### 5.5 Miss. Poramaporn Prasarttong-Osoth, M.D. Director

	Votes	Percentage*
Approved	11,153,568,592	99.1063
Disapproved	100,583,556	0.8937
Abstained	3,731,420	-
Total	11,257,883,568	-

Remark: \*Percent equal to the total number of votes of the shareholders attending the meeting and casting votes.

# Agenda Item 6 To affix the directors' remuneration.

The Chairman proposed that the Meeting consider and approve the Directors' Remuneration as presented in the Meeting Notice which was sent to the shareholders in advance of the meeting. He then called upon Mr. Sripop Sarasas, Independent Director and Member of the Nomination and Remuneration Committee to give the report to the Meeting.

Mr. Sripop Sarasas, Independent Director and Member of the Nomination and Remuneration Committee, reported that the Nomination and Remuneration Committee had thoroughly reviewed the Directors' Remuneration, by considering the appropriateness and comparing to businesses with the same level of revenue, the state of the economy, the growth of revenue, profits, assets and dividends payable to the Company's shareholders, and the current number of the Company's directors, as follows:

(Unit : Million

Baht)

Item	2014	2013	2012
Company's Growth according to the consolidated financial statements			
Medical services revenue	54,341	49,170	44,307
Growth rate	10.5%	11.0%	25.8%
Total revenue	56,975	51,407	47,862
Growth rate	10.8%	7.4%	28.1%
Net profits	7,394	6,261	7,849
Ratio of net profits to revenue	13.0%	12.2%	16.4%

Item	2014	2013	2012
Shareholders' Interest			
Dividends from the annual operating result (Baht/share)	0.23*	2.00	1.80
Par value (Baht per share)	0.10	1.00	1.00
Value of Securities as per the Market Price at the end of year	266,444	182,019	175,409
Growth rate	46%	4%	38%
Number of Members of the Board of Directors (persons)	15	15	15

Remark:\*This was proposed to the 2014 Shareholders Meeting.

The Board of Directors, upon the proposal of the Nomination and Remuneration Committee, deemed it appropriate to propose that the Meeting consider and approve the determination of the Directors' Remuneration, at the following rates:

1. The Board of Directors' Remuneration

(Unit:Baht)

	Presented for approval at 2015 AGM	2014 AGM
1.1 Meeting Allowance		
- Chairman	60,000 per meeting	60,000 per meeting
- Director (per person)	40,000 per meeting	40,000 per meeting
1.2 Directors' Bonus	Total amount of Baht 56 million*	Total amount of Baht 51 million

Remark: \*The total amount of the Directors' bonus shall be allocated among the Board of Directors.

The Company calculated the Directors' bonus at the rate of 0.1% of total revenue according to the latest annual financial statements.

2. Sub-Committees' Remuneration: the Audit Committee and the Nomination and Remuneration Committee shall retain the remuneration in the form of meeting allowances as follows:

(Unit:Baht)

Committees' Meeting Allowances	Proposed for approval at 2015 AGM	2014 AGM
2.1 Audit Committee		
Chairman	Baht 75,000 per meeting	Baht 75,000 per meeting
Member of Committee (per	Baht 50,000 per meeting	Baht 50,000 per meeting

Committees' Meeting Allowances	Proposed for approval at 2015 AGM	2014 AGM
person)		
2.2 Nomination and Remunerat	tion Committee	
Chairman	Baht 60,000 per meeting	Baht 60,000 per meeting
Member of Committee (per person)	Baht 40,000 per meeting	Baht 40,000 per meeting
2.3 Executive Committee		
Chairman	Baht 75,000 per meeting	Baht 75,000 per meeting
Member of Committee (per person)	Baht 50,000 per meeting	Baht 50,000 per meeting

The Chairman gave an opportunity to the Meeting to raise further questions. Since there were no further questions raised, it was proposed that the Meeting vote on this agenda item.

The Company Secretary informed the Meeting that this agenda must be approved by no less than two thirds of the number of votes of the shareholders attending the Meeting.

**Resolution** The Meeting resolved to approve the Directors' bonus in the amount of Baht 56.0 million to be allotted among the Directors themselves and approved the meeting allowance of the Board of Directors and sub-committees as proposed.

	Votes	Percentage*
Approved	11,256,522,326	99.9879
Disapproved	962,142	0.0085
Abstained	399,100	0.0035
Total	11,257,883,568	100.0000

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

# Agenda Item 7 To appoint the Auditors for 2015 and affix audit remuneration

The Chairman proposed that the Meeting consider and approve the appointment of the auditor for fiscal year 2015, in accordance with the Company's Articles of Association requiring that the Shareholders Meeting annually appoint the auditor. He then called upon Prof. (Emeritus) Dr. Sansiri Sornmanee, the Chairman of the Audit Committee, to give details to the Meeting.

Prof. (Emeritus) Dr. Santasiri Sornmani, Independent Director and Chairman of the Audit Committee, reported to the Meeting that the Audit Committee and the Board of Directors had selected the Company's auditor under the following criteria:

- 1. Knowledge, capability and experience of the Auditor;
- 2. Number of personnel and experience of the team;
- 3. Reasonable fees; and
- 4. Independency of the Auditor, as not being a person who has relationship and/or conflicts of interest with the Company, subsidiaries, Management, major shareholders or related

persons of the aforesaid persons so that the Auditor can independently give professional opinion to the financial statements of the Company and its subsidiaries.

According to the aforementioned factors as provided to the shareholders with the Meeting Notice, the Audit Committee deemed it appropriate to propose as follows:

List of Nominated Auditors	CPA No.	Commencement of services
1. Mr. Wichart Lokatekrawee and/or	No. 4451	2009
2. Miss. Kamoltip Lertwitworatep and/or	No. 4377	2009
3. Miss. Siriwan Suratepin	No. 4604	2014

The above auditors from EY Office Company Limited were nominated as the Company's auditors for 2015. Furthermore, annual audit fee was proposed at Baht 1.90 million, which is equal to the previous year's fee.

(Unit: Baht)

Auditor's Remuneration	2015	2014
Quarterly financial statements (3quarters)	870,000	870,000
Annual financial statement	1,030,000	1,030,000
Total remuneration	1,900,000	1,900,000

All three auditors were also auditors of the subsidiaries and did not have a relationship with and/or have a stake in the Company, subsidiaries, Management, major shareholders or persons related to the aforementioned and have sufficient independence in auditing and providing opinion on the financial statements of the Company and its subsidiaries.

The Chairman gave an opportunity to the Meeting to raise questions. Since there were no questions raised by the shareholders, it was proposed that the Meeting vote on this agenda item.

The Company Secretary then explained that the agenda required approval by a majority vote of the shareholders attending the Meeting and casting votes.

**Resolution** The Meeting considered and resolved to approve the appointment of Mr. Vichart Loketkrawi, CPA No.4451 and/or Miss Kamolthip Lertwitworathep, CPA No.4377 and/or Miss. Siriwan Suratepin CPA No. 4604 of EY Office Company Limited, to be the Company's auditor for fiscal year 2015 and the determination of the auditor's remuneration in the amount of Baht 1.90 million as proposed.

	Votes	Percentage*
Approved	11,147,307,406	99.1207
Disapproved	98,885,542	0.8793
Abstained	11,431,710	-
Total	11,257,624,658	

Remark: \*Percent equal to the total number of votes of the shareholders attending the meeting and casting votes.

# Agenda Item 8 To consider and approve the amendment of the Company's objectives and Article 3 of the Company's Memorandum of Association regarding the amendment of the Company's objectives

The Chairman of the Meeting proposed the consideration of the amendment to the Company's objectives by adding Clause 41 with details of the new clause as stated in Agenda 8 on page 6 of the Meeting Notice, as well as the amendment of Article 3 of the Company's Memorandum of Association to be in line with the amendment of the Company's objectives. He then asked Mrs. Narumol Noi-am, Chief Financial Officer, to present the agenda to the Meeting.

Mrs. Narumol Noi-am, Chief Financial Officer, reported that presently Company's Objectives, which has 40 clauses as shown in attachment 6 of the Meeting Notice, does not clearly state that the Company has the objective to conduct medical, public health and other kinds of research. Moreover, the Company presently has the policy to expand research collaboration with foreign medical institutions. Therefore, the Company wishes to propose that the Meeting consider the amendment of the Company's objectives by adding an additional clause, namely Clause 41, to allow medical, public health and other kinds of research, as well as the amendment to Article 3 of the Company's Memorandum of Association to be in line with the Company's amended objectives.

### The amendment to the Company's objectives

"(41) engage in and carry out research in medicine, public health and healthcare, as well as carry out any kind of research."

<u>The amendment of Article 3 of the Company's Memorandum of Association</u>, regarding the amendment of the Company's objectives by cancelling the existing clause and replacing it with the following clause:

#### New clause

"Article 3 The Company has 41 objectives as per the attached Form BorMorJor. 002."

The Chairman gave an opportunity to the Meeting to raise questions.

Mr. Siripong Wattanasak, a shareholder, asked regarding the objectives in attachment 6 of the Meeting Notice. The attachment shows the original objectives with 40 clauses but does not show the additional clause.

The Chief Financial Officer explained that attachment 6 contains the original objectives of 40 clauses for reference, as for the new clause 41, it is shown in Agenda 8 on page 6 of the Meeting Notice.

Mrs. Aree Noiwong, a shareholder, agreed with the proposal to amend the objectives by adding clause 41, however, she had the following suggestions and questions:

- The Company should add an objective to create future physicians to support the Hospital's expansion. There should also be a policy to expand to other countries in order to take care of Thais living abroad. Moreover, there should be a succession plan for the directors so that the new generation can oversee the Company going forward.
- Is the Company's goal to only maximize profit? The Company should take care of society as well.
- What are the Hospital's strengths?

Dr. Prasert Prasarttong-Osoth, Chief Executive Officer and President, explained as follows:

- Increasing the number of hospitals will impact the Company's profits as each hospital will take about 2-3 years to break even. Even with M&A, hospitals that are already generating profits will still need some time for new management to go in and invest in equipment updates and building renovations. Therefore, the Company must carefully consider between investments for growth and maintaining profit level.
- With regards to establishing a medical school, we currently do not have any problems in recruiting fresh graduates. As private hospitals are seeking specialist doctors, setting up a medical school would not solve the problem. The solution is to find ways to provide a place to train and sharpen the skills of new graduates or doctors in general in specialized areas in order to meet the needs of private hospitals. Another solution is to attract Thai doctors working abroad to come back to Thailand.
- As for building hospitals abroad, as hospitals are considered part of the service sector, there are many obstacles with regards to regulations and each country has a different set of laws and regulations. Thus, the Company aims to mainly care for people in Thailand. The hospital has a fund set up to care for society and the underprivileged in conjunction with the National Health Security Office (NHSO) in order that patients in need and those with low income may have access to public healthcare. Moreover, the Company aims to have about 50 hospitals and we will continue to collaborate with foreign institutions so that we can provide comparable medical care.

Since there were no further questions raised by the shareholders, the Chairman proposed that the Meeting vote on this agenda item.

The Company Secretary then explained that the agenda required approval by no less than three fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting votes.

**Resolution** The Meeting resolved to approve the additional wording in Clause 41of the Objectives to cater to medical and public health research, as well as other research. The Meeting also approved the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment to the Company's Objectives as proposed.

	Votes	Percentage**
Approved	11,257,069,716	99.9951
Disapproved	261,642	0.0023
Abstained	293,300	0.0026
Total	11,257,624,658	100.0000

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

### Agenda Item 9 To consider other matters (if any)

The Chairman gave an opportunity to the shareholders attending the meeting to raise questions or give comments.

Ms. Poonsri Karncharoenkulwong, shareholders' right protection volunteer from the Thai Investors Association, asked about participation in the anti-corruption campaign.

Mr. Pradit Theekakul, Director, explained that presently, the Company had not participated as the Company's business did not involve the bidding of government contracts for health care services, which is in accordance with humanitarian principles. In the past, the Company has cooperated with the Office of the SEC in all aspects and we have determined the Code of Conduct and corporate governance in all areas. Nevertheless, the Company is currently considering joining the campaign.

The Board of Directors then addressed the questions raised during Agenda 2 as follows:

Mr. Rutichai Yibcharoenporn shareholder, asked:

- How does the Company differ from other operators to be able to achieve cost savings?
- In terms of medical collaboration with foreign institutions, how does the Company work with such institutions to create mutual benefits?
- Does the JCI accreditation really create efficiency in medical services or is it merely an international standard?

Dr. Prasert Prasarttong-Osoth, Chief Executive Officer and President, responded that having a network can lead to cost savings as we are able to share resources, both in terms of human resources and medical equipment. The hospitals also use teleconferencing to assist network hospitals to diagnosis symptoms quickly and accurately.

Dr. Chatree Duangnet, Director and Chief Operating Officer – Medical Affairs, explained as follows:

• In terms of medical collaboration with foreign institutions, the Company selects leading institutions that are outstanding in each area and we use our headquarters, Bangkok Hospital, as the Excellence Center to pass on the knowledge to hospitals within the Group so that there is a similar standard in terms of medicine, academics, research and tools. The collaboration with foreign institutions is categorized into 3 levels, as follows:

<u>First Level: Exchange</u> – knowledge exchange

<u>Second Level: Collaboration</u> - foreign institutions assist us in improving our preparedness and capabilities

<u>Third Level: Partners</u> – sending a team of physicians from abroad to work with the Company

As for JCI accreditation, it provides us with the ethics and standards to lessen mistakes in
providing health care and it provides us with the same standard of quality across the
board.

Mr. Suriyapong Wattanasak shareholder, asked:

• Will the introduction of AEC cause issues in the movement of medical and nursing personnel and will it affect the Company?

The Chief Executive Officer and President stated that our organization should not be affected by the movement of medical personnel. Some doctors who are not specialists or clinical doctors may move abroad, but this should not affect the Company. As for nurses, there may be some movement but we take very good care of clinical care nurses in terms of compensation, training and academics. The Company sees the introduction of AEC as positive as it will bring more patients to Thailand.

Mr. Surat Thamsakol proxy, asked:

- When taking over other hospitals, is it possible to control the quality of services?
- With so many members in the network, how does the Company intend to manage quality of services?

Dr. Chatree Duangnet, Director and Chief Operating Officer – Medical Affairs, explained that after the merger, a team will be sent from headquarters and the team will modify the medical care and the quality of all the areas to meet the standards. In connecting the hospitals, we have a hub hospital, which will oversee all hospitals within the Group in terms of medicine, quality and equipment to ensure that they all meet the same standards, as well as assist in all areas in order to collectively achieve the Group's goals.

A shareholder asked what was the Company's CG score.

Mr. Pradit Theekakul, Director, stated that the Company had not yet received the CG Scoring for this year. In the past, the Company received a CG Score of 4 stars or Very Good CG Scoring.

Mr. Krirk Samontham, a proxy, suggested that the Company issue member cards to shareholders, apart from the dividend payments.

Mr. Wee Winijsorn, a shareholder, asked the following:

- Does the Company have the policy to make additional investment in Bumrungrad Hospital (BH) in order to add it to the Bangkok Hospital network?
- Do the segments of foreign patients overlap within the Group?
- Is there a Clinical Research Center? Going forward, will Bangkok Hospital have its own Ethics Committee?

The Chief Financial Officer responded that the Company does not yet have a policy to make additional investments in BH and the Company currently receives dividends from the investment. As for foreign patients, the top 5 countries of origin are Japan, Myanmar, England, the UAE and Australia, and they are scattered among each of the hospitals so there is no overlap.

Dr. Chatree Duangnet, Director and Chief Operating Officer – Medical Affairs, explained that the Company presently has a department that distinctively oversees Clinical Research. Furthermore, the Group has collaborated with leading foreign medical institutions to exchange knowledge in academics and to jointly develop research projects, which is one of the significant reasons why we proposed that the Meeting approve the amendment to the Company's Objectives by adding Clause 41 regarding research and development.

Since there were no further matters proposed, nor any further questions, the Chairman then declared the Meeting adjourned and thanked all the shareholders, proxies and attendees for attending the meeting and providing constructive comments and suggestions.

The Meeting adjourned at 16.30 hrs.

Chairman of the Meeting

Signed by *Prof.* (*Emeritus*) *Arun Pausawasdi M.D.* 

(Prof. (Emeritus) Arun Pausawasdi M.D.)

(Miss Kessara Wongsekate)

The Company's Secretary