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Minutes of the 2018 Annual General Meeting of Shareholders

Bangkok Dusit Medical Services Public Company Limited

Date, Time, and Venue:

The Meeting was convened on 11 April 2018, at 13.30 hrs., at His Royal Highness Crown Prince Maha Vajiralongkorn Ballroom, 3rd Floor, Royal Golden Jubilee Building, Soi Soonvijai (Soi Phetchaburi 47), New Phetchaburi Road, Huai Khwang District, Bangkok.

Directors in attendance:

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| 1. | Professor Emeritus Arun Pausawasdi, M.D. | Chairman of the Board of Directors |
| 2. | Mr. Prasert Prasarttong-Osoth, M.D. | Chief Executive Officer and President / Chairman of Executive Committee |
| 3. | Mr. Chuladej Yossundharakul, M.D. | Vice Chairman / Member of Executive Committee / Member of Nomination and Remuneration Committee |
| 4. | Miss Poramaporn Prasarttong-Osoth M.D. | Director, Member of Executive Committee / Member of Risk Management Committee |
| 5. | Mr. Chatree Duangnet, M.D. | Director |
| 6. | Mr. Weerawong Chittmittrapap | Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Committee |
| 7. | Mr. Pradit Theekakul | Director / Member of Executive Committee / Member of Corporate Governance Committee / Member of Risk Management Committee |
| 8. | Professor Emeritus Santasiri Sornmani, M.D. | Independent Director / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee |
| 9. | Mr. Chavalit Sethameteekul | Independent Director / Chairman of Risk Management Committee / Member of Audit Committee / Member of Nomination and Remuneration Committee |

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| 10. | Mr. Sripop Sarasas | Director / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee |
| 11. | Mr. Arsa Sarasin | Independent Director |
| 12. | Mr. Kan Trakulhoon | Independent Director |
| 13. | Mr. Thongchai Jira-alongkorn | Director / Member of Executive Committee |
| 14. | Mr. Att Thongtang | Director |

Participants:

- | | | |
|----|---------------------|-------------------------|
| 1. | Mrs. Narumol Noi-am | Chief Financial Officer |
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Auditors: EY Office Limited

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| 1. | Miss Kamontip Lertwitworatep | Partner |
| 2. | Mr. Samran Taengcham | Partner |
| 3. | Mr. Chawalit Chaluyampornbut | Senior Manager |

Preliminary proceedings:

Miss Kessara Wongsekate, Corporate Secretary (the “**Secretary**”), informed the Meeting that there were 1,631 shareholders attending the meeting in person and by proxy, representing 11,442,569,131 ordinary shares, equivalent to 73.8661 percent of the total issued shares of the Company. A quorum was thus constituted in accordance with Article 33 of the Articles of Association which provides that, at a shareholders meeting, unless otherwise prescribed by law, the presence of shareholders and/or proxies appointed by no less than 25 shareholders, holding the shares amounting to no less than one-third of the total issued shares in aggregate, is required to constitute a quorum.

Professor Emeritus Arun Pausawasdi, Chairman of the Board of Directors, who presided as the Chairman of the Meeting (the “**Chairman**”), declared the Meeting duly convened, as well as introduced the directors, executives, and attendees who were representatives of the auditors and the legal advisors, and delegated the Secretary to clarify the procedures for voting.

The Secretary stated that, to ensure that the Meeting is conducted in compliance with good corporate governance principles with respect to voting in meetings, the Company informed the Meeting of the procedures for voting and counting of the votes as follows:

- 1) For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
- 2) In the interests of expediting the process for each agenda item, with respect to voting on all agenda items, the Company will inquire if a shareholder wishes to vote against or abstain from voting, such shareholder will mark under ‘against’ or ‘abstain’ on his/her ballot card with his/her signature affixed on the ballot card on each occasion, and raise his/her hand to signal to the staff to collect the relevant ballot card for the purpose of vote counting. The Company will deduct

the votes of against or abstention from the total number of votes and the remaining number will be treated as votes of approval of that agenda item.

Agenda Item 5 deals with the appointment of directors in replacement of the directors who are due to retire by rotation. To be in compliance with the best practice in convening a shareholders' meeting, voting on the appointment of directors will be on an individual basis. For the counting of votes on the appointment of each director, the Company will deduct the number of ballots with a vote of against or abstention from the total number of votes. The remaining votes shall be considered as votes in favour. For the purpose of transparency, the Company shall collect all ballots. A shareholder who votes in favour of each agenda item shall keep his/her ballots and return them to the Company's staff after the voting on the appointment of the last director. In the interest of convenience and expediency, the Company's staff will individually collect the ballots from each shareholder.

- 3) A ballot that is filled with more than one mark in the space provided or a ballot that casts a vote expressing a conflict of intent; or a ballot with a vote that has been crossed out without a signature thereon; or a ballot on which there are votes cast in excess of the permitted number of votes on a ballot, shall be considered invalid.

In this regard, a shareholder who wishes to amend his/her vote on the voting ballot should cross out the existing vote on the voting ballot and affix his/her signature thereto. Any vote cast in a different manner from those specified above shall be considered void.

- 4) A shareholder or a proxy who wishes to leave the Meeting before the Meeting is adjourned is requested to submit their ballots to the staff in advance before he/she leaves the meeting room. Nevertheless, the Company will deduct the number of shares of such shareholder attending the meeting in person or by proxy from the total number of shares represented at the Meeting once he/she leaves the meeting room before the meeting is adjourned.
- 5) Before casting a vote on each agenda item, the Chairman will allow the persons attending the Meeting to raise questions relevant to that agenda item as appropriate. The shareholders or proxies who wish to raise questions are requested to state their names and surnames before raising questions or expressing opinions on each occasion.
- 6) If a shareholder has questions which do not relate to or are irrelevant to the agenda item being considered, the shareholder should raise those questions during the agenda item for other matters at the end of the Meeting. Questions raised or opinions expressed should be concise and should not be repetitive in order that other shareholders will be able to exercise their rights.

To ensure that the Meeting was conducted in compliance with good corporate governance principles, the Company delegated Miss Thitawan Thanasombatpaisarn, the Legal Advisor from Weerawong, Chinnavat & Partners Limited to act as a voting inspector.

The Chairman gave the shareholders an opportunity to ask for further information relating to the voting procedures. No shareholders raised any questions.

As no shareholders asked for further information, the Chairman additionally informed the Meeting that, in the 2018 Annual General Meeting of Shareholders, the Company gave the shareholders an opportunity to propose matters which were considered beneficial and appropriate to be an agenda item in advance for this Meeting, as well as to nominate a person who is knowledgeable, competent, and qualified for appointment as a director from 1 December 2017 to 15 January 2018. The guidelines for matter

proposals were posted on the Company’s website. By the end of the given period, no shareholder proposed any matter in advance in order for the Board of Directors to consider and add it to the list of agenda items for this Meeting, and there was no nomination of other qualified persons for appointment as directors.

The Chairman delegated Mr. Weerawong Chittmittrapap, Independent Director and a member of the Audit Committee, to act as the meeting facilitator (the “**Facilitator**”) with regard to the following agenda items:

Agenda Item 1 To consider and certify the minutes of the 2017 Annual General Meeting of Shareholders, convened on 12 April 2017

The Facilitator proposed that the Meeting certify the Minutes of the 2017 Annual General Meeting of Shareholders which was convened on 12 April 2017, the details of which were set out in the copy of the Minutes of the Meeting delivered to the shareholders together with the notice calling this Meeting.

The Facilitator gave the Meeting an opportunity to raise questions or propose amendments to the Minutes. As no shareholders raised any questions or proposed any amendment to the minutes, the Facilitator requested the Meeting to vote on this agenda item.

The Secretary informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: After due consideration, the Meeting resolved to certify the minutes of the 2017 Annual General Meeting of Shareholders which was convened on 12 April 2017 without any amendment, in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|---------------------|-------|--------------------|
| Approved | 11,487,870,737 | votes | 99.9993 |
| Disapproved | 80,000 | votes | 0.0007 |
| Abstained | 9,938 | votes | |
| Invalid ballots | 0 | votes | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 2 To acknowledge the Company’s performance for 2017

The Facilitator asked Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, and Chairman of Executive Committee, to report the Company’s operational results for the year 2017 to the Meeting.

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, presented an overview of the Company for the year 2017 as follows:

The Overview of the Company

- As at 31 March 2018, the Company had a total of 45 operational hospitals within its network, totaling 8,015 beds comprises 43 hospitals in Thailand and two hospitals in Cambodia, with three additional hospitals that will hold 355 beds still under construction. The network consists of a total of 48 hospitals with 8,370 beds, as well as a BDMS Wellness Clinic.

- The Company and five other groups of world-class large hospitals are ranked based on their market capitalization as at 31 March 2018, the following can be deduced: HCA (USA) was ranked highest at USD 34,116 million, followed by IHH (Malaysia) at USD 12,795 million, Universal Health Services (USA) at USD 11,050 million, Ramsay (Australia) at USD 9,656 million, respectively, and BDMS (Thailand) was third ranked at USD 11,847 million.

Furthermore, if the world-class large hospitals are ranked by the number of beds, as at 31 March 2018, the Company, with its 45 hospitals and a total of 8,015 beds, is also ranked in fifth place. The first ranked, with the greatest number of beds is HCA (USA), with its 179 hospitals and a total of 46,738 beds, followed by Universal Health Services (USA), with its 350 hospitals and a total of 29,357 beds, third ranked is Ramsay (Australia), with its 221 hospitals and a total of 25,000 beds, and the fourth is IHH (Malaysia), with its 52 hospitals and a total of 10,000 beds, respectively.

Medical Advancements

- The Company has enhanced the efficiency of its advanced health care provision to be in accordance with even higher standards in striving to build a Center of Excellence Network (CoE). The Company focuses on improving the potential of each hospital in its CoE Network to ensure that all hospitals offer extensive clinical care in accordance with the internationally-accepted standards issued by Joint Commission International (JCI) and collaborating with the world's leading medical institutions in order to raise its standards to be on a par with international standards. Currently, the Company has 10 CoEs, namely:

| | |
|-----------------------------------|---------------------------------|
| 1) Bangkok Hospital (Head Office) | 2) Samitivej Sukhumvit Hospital |
| 3) Samitivej Sri Nakarin Hospital | 4) Phyathai 2 Hospital |
| 5) Bangkok Hospital, Phuket | 6) Bangkok Hospital, Chiang Mai |
| 7) Bangkok Hospital, Udon | 8) Bangkok Hospital, Pattaya; |
| 9) Bangkok Hospital, Rayong | 10) Royal Phnom Penh Hospital |
- The emergency helicopters (Sky ICU) function as the key mechanism for the promotion of the operation of the network hospitals that are CoEs and link the CoEs even more closely in a speedy manner in the interests of achieving the synergy that enhances excellent results in providing comprehensive patient treatments. Currently, the Company has 2 Sky ICUs and 1 passenger aircraft, using this mobile emergency system as a means of transportation and treatment for patients of the hospitals under BDMS. The Sky ICUs enhance the potential of rapid transportation and treatment of patients by air, in the country and overseas, and patients are also transported by boat between Pattaya, Samet Island, Samui Island, and Pha-ngan Island.
- The Company has established the BDMS Wellness Clinic, a project of preventive healthcare services, offering a full scope of wellness services. This project focuses on the promotion of wellness and longevity of the customers.

- Wattanosoth Hospital has adopted the Precious Radiation Therapy to apply to radiotherapy. It is a new dimension of irradiation called Radiosurgery. The technology used is called “EDGE”, a radiosurgery system with precision, velocity, and safety, which is specific to each type of cancer, sparing adjacent organs from potential side effects.
- The Company has introduced GI Motility Unit together with the technology used in the examination of the digestion system to prevent cancer. GPS may be further utilized in surgery using endoscopic cameras in the interests of precise detection.
- Bangkok Hip Joint & Knee Joint Center, Bangkok Hospital, has developed new techniques for hip osteoarthritis treatment with “Direct Anterior Approach Total Hip Replacement Surgery”, a surgical technique by means of Bikini Incision, which requires an incision to be made at the front hip and not to detach any of the muscles of the hip joint. This approach results in less pain, allows ease of movement, and involves minimal complications.
- The Surgery Center, Bangkok Hospital, has opened the weight loss service for the patient having obesity and complication diseases by means of laparoscopic surgery using Minimally Invasive Surgery (MIS). This is operated by laparoscopic surgery to reduce stomach’s size or by angiography which will help reduce the risk of the diseases stemming from the obesity enabling wellness and longevity of life.
- The Dental Center, Bangkok Hospital, has adopted Computer Guided Implant Surgery, a dental implant technique which allows precision when carrying out dental surgery. In addition, the Company has developed the Dental Center to match international standards, on the level of Europe and the United States, adopting new technologies to attain success without incurring excessive costs.
- The hospital has established the Trauma Center in Nakhon Ratchasima, with the cooperation of physicians and other agencies in Thailand and worldwide. This aims to educate, give medical training, and provide care for those who are handicapped as a result of accidents, of which the number is high each year, in order that they may recover as completely as possible.

Medical Cooperation

- The Company collaborates with Oregon Health & Science University (OHSU) and has established the BDMS-OHSU International Health Alliance, to strive to become an international-level center and develop a center for medical excellence in every aspect, such as occupational health, pediatrics, rehabilitation, clinical simulation and preventive cardiology in the Asia-Pacific Region.

Network Expansion

- Paolo Medic Co., Ltd., a subsidiary in which the Company holds 99.99 percent of shares, has merged with Paolo Kaset Hospital, formerly called Mayo Hospital, located on Phaholyothin Road, Chatuchak District. The merger was completed on 18 January 2017. It is the 44th hospital under BDMS network, comprising 162 beds, with high potential for business growth and a good location, which qualified

as Referral Network Hospital with the affiliated hospitals and was registered as a social security hospital in 2018.

- Bangkok Hospital Surat Co., Ltd., a subsidiary of the Company, which officially opened for service on 1 June 2017, is located in Muang District, Surat Thani Province. It is the 45th hospital under BMDS, comprising 150 beds with the first 31 beds in service during its soft opening.

Hospitals under Construction

- The Company has established Bangkok Hospital, Chiang Rai, comprising 80 beds, located on Phaholyothin Road (Chiang Rai - Mae Chan), Muang District, Chiang Rai Province. This hospital is expected to commence its commercial operations by 2018.
- The Company has established Phoenix Hospital, which is not yet an official name, comprising 175 beds, located near Bangkok Hospital (head office), and is expected to commence commercial operations in 2019. It is the Company's intention to develop the hospital to meet the standards equivalent to those hospitals in Europe and the United States, with a focus on foreign patients.
- The Company plans to develop an international hospital of 100 beds, located in the vicinity of Bangkok Hospital (head office). It is expected to commence commercial operations in 2020. In the meantime, the Company is in the process of obtaining the required permit(s), with objectives to provide services for patients coming from Myanmar and countries in the Middle East.

Awards

- The Company has won "Thailand's Top Corporate Brand Values 2017" in the medical industry for three consecutive years, with the brand value of THB 255,714 million, from the Faculty of Commerce and Accountancy, Chulalongkorn University, who organized the award ceremony for the companies listed on the Stock Exchange of Thailand with the highest brand value in every industry in Thailand for the year 2017. On this occasion, represented by the Chief Executive Officer Group 1, Miss Poramaporn Prasarttong-Osoth, M.D. received the award from Prof. Bundhit Eua-Arporn, the Dean of Chulalongkorn University.
- Bangkok Hospital (Head Office) received three awards at Thailand ICT Excellence Awards 2017, organized by the Thailand Management Association (TMA), i.e. 1) Excellence Award in the Core Process Improvement Project, for preparation of E-Clinical Documentation on Core Process Improvement Project; 2) Excellence Award in Innovation Project for Health Passport System; and 3) Distinguished Award in Business Sustainability Project for the inter-hospital information exchange system or B-Exchange.
- The Company received an excellence award in Investor Relations for Best in Sector: Healthcare from IR Magazine Awards-South East Asia 2017, organized by IR Magazine in Singapore. The award is given to listed companies with distinction in investor relations and acknowledged by investor institutions in ASEAN region.

Social Responsibility

- The Company focuses on providing care for children with special needs, by collaborating with foundations in providing treatment and care for those children with an illness or disability in order that they may live a quality life and grow up to be good citizens.
- The Company was the title sponsor for the “BDMS Bangkok Marathon 2017” under the concept of "Running is Medicine", the objective of which was to encourage everyone to enjoy exercising and playing sports.
- The Company collaborates with the monks and local administration of Mandalay in establishing Shwe Yatu Tipitaka Cakkhupala Eye Hospital with an aim to provide optical diagnosis services, including lens replacement surgery for patients with cataracts, by a team of ophthalmologists from the Company and Oregon Health and Science University.
- BDMS Alarm Center collaborates with the Ministry of Public Health, the Kingdom of Bhutan, to provide training and workshops for physicians and nurses at the Helicopter Emergency Medical Services (HEMS) of BDMS Alarm Center.
- BNH Hospital in the BNH Get and Give Project is an initiative focusing on activities that will benefit society on a sustainable basis and creating awareness for the general public, with respect to the environment (Heal the World), helping humanity, and promoting health and education.
- “Life-changing Surgery Project” of Samitivej Funds (New Life), treating scoliosis.
- The Paolo Hospital network, collaborating with Green Health Project and One Love the Foundation, organizes “One Love for One Life Project”. The Executive Committee, the employees from Paolo-Phayathai network, and the Bangkok Hospital network collaborate in the “Construction of 12th School Building Project” at Mae Salid Luang School, Baan Krey Kee Branch, Tak Province.

The Facilitator gave the Meeting an opportunity to raise questions.

Mr. Warun Trakulpadechkrai, a shareholder, asked the following questions.

1. Please clarify whether the improvement and operation of services of the BDMS Wellness Clinic were carried in accordance to the plan specified by the Company. Was there any delay? If there was, please explain the reasons thereof. How long will it take for the Company to reach the break-even point after the operation of the BDMS Wellness Clinic?

2. Was the construction of the hospitals carried out in accordance with the plan specified by the Company? In case of a delay, are there any impacts to the income of the Company?

The Facilitator asked Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, to respond.

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, explained that the improvement and operation plan of BDMS Wellness Clinic was carried out as specified in the plan of the Company. Once BDMS Wellness Clinic is opened, it is estimated that the Company would reach

the break-even point by the end of 2019. Mr. Prasert Prasarttong-Osoth, M.D., further clarified that in the acquisition of the property for the BDMS Wellness Clinic, the Company received 2 buildings on the property: a hotel building of 330 rooms and a building for the BDMS Wellness Clinic. As a result, the Company was only required to invest in building improvement and medical equipment.

As for the hotels under construction, the construction was carried out in line with the plan specified by the Company. Furthermore, the hospitals in the group did not incur losses. Therefore, the construction of 3 additional hospitals did not have any impact on the income of the Company.

Ms. Duanghathai Jenjaiwit, a shareholder, asked whether the use of the Sky ICU would cause noise pollution to the nearby communities. According to her observation, the Sky ICU would mostly be used during night time.

The Facilitator asked Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, to respond.

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, clarified that the Company was aware of the problem and the problem was fixed by moving the heliport from the rooftop of the 7-storey building to the rooftop of the 16-storey building that was much higher than residential buildings. As a result, the noise pollution is lessened. Patients were transported at night time mostly because it was a matter of emergency or a matter of life and death and they had to receive urgent treatment at night. Therefore, it was necessary to transport patients to the hospital.

Mr. Siritwat Woravetvuthikun, a shareholder, asked the following questions.

1. How many lawsuits did the members of Life Privilege Club file against the Company? On how many lawsuits did the court render judgment? In how many lawsuits was the Company the prevailing party or the non-prevailing party? How long would it be until the cases were final?

2. If the court rendered judgment that the Company be the non-prevailing party, did the Company have to reserve funds of THB 4,000 million?

The Facilitator clarified that the lawsuits were filed as a result of a different understanding of law. The Company was advised by the Legal Advisor that the Life Privilege Club Program constituted insurance and should the Company continue the program, it would be unlawful and against the law. Since it was considered insurance, the Company, then, had to terminate the program. Some members filed lawsuits against the Company on the program contract. There were approximately 20 cases filed against the Company and the court rendered judgments on some cases. The result of judgment can be classified as follows: 1) the Company can continue the program in the same format; 2) if the Company was unable to continue the program, the Company had to pay compensation to the members. The Facilitator could not give information regarding the appeals considering that the lawsuits were pending consideration and it might affect the cases of the Company.

However, this matter was not related to allocation of reserves. According to the accounting standards, the reserve had to be allocated in case that it was an insurance. If the program was considered a contract of insurance, it would be unlawful. As a result, the Company could not continue the program and no reserve was required. However, this matter required a court judgment. If the court rendered that the Company could continue the program, it meant that the program was not a contract of insurance. If the program was not a contract of insurance, no reserve was required.

Mr. Siritwat Woravetvuthikun, a shareholder, stated that considering the improvement and operation plan of BDMS Wellness Clinic and that the Company would reach the break-even point by the end of 2019 as clarified by Mr. Prasert Prasarttong-Osoth, M.D., how much did the Company invest in the property and medical equipment? Did the Company expect that it would reach the break-even point by the end of 2019.

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, clarified that the Company only invested in the acquisition of the property for the BDMS Wellness Clinic Project (“the Project”) and no investment in construction was required. The Company was developing innovation for prevention of illness and diseases. Even though the Project incurred loss, but the extent of loss did not affect the Company. It was an investment in building decoration and procuring medical equipment and the exact amount could not be fixed. If the Company could implement the project in line with the business plan, the Project might reach the break-even point by the end of 2019.

Ms. Wipha Suwanit, a shareholder, asked the following questions.

1. What are the sources of funds for the construction of international hospital which was now on the process of the application of Environmental Impact Assessment?
2. Did the Company set an annual budget for corporate social responsibility activities? And how?

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive Officer and President, clarified that at the beginning of the year and in the middle of the year, the Company would allocate budgets for activities, whether they be the children treatment program and the physicians and nurses would voluntarily participate in the program without any payment in return. Most of the expenses were incurred during patient transfers and there was no impact on the Company. As for the financial sources, Mr. Prasert Prasarttong-Osoth, M.D., would clarify this in the next agenda items.

No shareholders raised further questions or express additional opinions.

Resolution: The Meeting acknowledged the report of operational results for the year 2017.

Agenda Item 3 To approve the Company and its subsidiaries’ audited consolidated financial statements for 2017

The Facilitator proposed that the Meeting approve the financial statement for the accounting year ending 31 December 2017 which had been audited by Miss Kamontip Lertwitworatep, Certified Public Accountant of EY Office Limited, as detailed in the 2017 Annual Report delivered to the shareholders. The Facilitator asked Mr. Chavalit Sethameteekul, a member of the Audit Committee to clarify the information in support of the Meeting’s consideration.

Mr. Chavalit Sethameteekul, a member of the Audit Committee, informed the Meeting that the Audit Committee had considered the information of the financial statement and the Auditor’s Report and was of the view that the financial statements had been prepared in accordance with the accounting standards and reflected accurate information by disclosing sufficient material facts. The Auditor also was of the view that the financial statements accurately represented the Company’s financial position, operational results, and cash flow in accordance with the Generally Accepted Accounting Principles, and the Auditor did not express any qualified opinions on the financial statements. In addition, Mr. Chavalit Sethameteekul delegated Mrs. Narumol Noi-am, Chief Financial

Officer, to report the summary information in accordance with the financial statement in support of the Meeting's consideration.

Mrs. Narumol Noi-am, Chief Financial Officer, reported the summary of the income statement and statement of financial position of the Company and its subsidiaries at the end of 2017, the details of which are as follows:

Summary of the Income Statement for 2017

| (Unit: THB million) | Financial Statements | | Percentage of change |
|--|----------------------|--------------|----------------------|
| | 2017 | 2016 | |
| Total revenue | 75,719 | 69,126 | 10 |
| Cost of hospital operations and sales | 47,975 | 45,277 | 6 |
| Administrative expenses | 14,488 | 13,644 | 6 |
| Net profit excluding non-recurring items | 8,021 | 8,220 | -2 |
| Net profit attributable to equity holders | 10,216 | 8,386 | 22 |

Summary of Statements of Financial Position as at 31 December 2017

| (Unit: THB million) | Financial Statement | | Percentage of change |
|---|---------------------|----------------|----------------------|
| | 2017 | 2016 | |
| Cash and cash equivalents | 5,091 | 4,217 | 21 |
| Trade and other receivables | 6,940 | 6,257 | 11 |
| Property, plants, and equipment | 71,559 | 56,461 | 27 |
| Total assets | 122,627 | 107,015 | 15 |
| Total liabilities | 56,756 | 48,710 | 17 |
| Total shareholders' equity | 65,871 | 58,305 | 13 |
| Total liabilities and shareholders' equity | 122,627 | 107,015 | 15 |

Summary of Management Discussion and Analysis and Operational Results

The factors that promoted the growth of the Company were:

- Increase in service charge for healthcare in accordance with the complexity of the treatment required;
- Increase in the referral of patients from within and outside of the BDMS network hospitals;
- Expansion of the hospital business in 2017;
- Preparedness of the increased medical specialists and medical practitioners in the affiliated hospitals.

As a result of these factors, the revenue from Thai patients increased by 5 percent and revenue from foreign patients increased by 8 percent when compared with the revenue from the respective groups in 2016. The ratio of revenue from Thai patients to revenue from foreign patients was 70 percent to 30 percent in 2017.

Summary of expenses is follows:

- Cost of hospital operations and administrative expenses increased in line with the increased revenue.
- Financial cost was increased due to the issuance of new debentures and the financial cost relating to the convertible debentures.

Non-recurring item is as follows:

- Gain on the partial disposition of investment in Bumrungrad Hospital Public Company Limited

The Facilitator gave the Meeting an opportunity to raise questions.

Ms. Wipha Suwanit, a shareholder, stated that according to the information of the Income Statement, page 149 of the Annual Report, the net profit excluding non-recurring items in 2017 was only approximately THB 7,300 million while that of 2016 was THB 8,400 million, a decrease of approximately THB 1,100 million and asked the Company to clarify the reason for the decrease.

The Facilitator asked Mrs. Narumol Noi-am, the Chief Financial Officer, to give explanation.

Mrs. Narumol Noi-am, the Chief Financial Officer, clarified that according to the Income Statement, the net profit excluding non-recurring items was approximately THB 200 million different from last year. The reason for the decrease in the net profit of 2017 was due to the fact that the Company had invested in the Centers of Excellence which resulted in the increase of costs related to medical personnel and other expenses to ensure our business continuous growth. In addition, during 2015-2017, the Company continued its business expansion by acquiring existing hospitals and developing new hospitals, a total of 8 facilities. As a result, the net profit excluding non-recurring items in 2017 decreased approximately THB 200 million than that in 2016.

Mr. Thanawit Thanathipanont, a shareholder, asked the following questions.

1. According to page 149 of the Annual Report, were the profit from non-recurring items derived from other income, interest income, dividend income, and gain on sale of investment?
2. The shareholder suggested that for the next year, the Company should present the net profit excluding non-recurring items of the Income Statement in the Annual Report as similar to that presented in the Meeting in order to be well understood. He also asked whether the approach was contrary to the accounting principle.

Mrs. Narumol Noi-am, Chief Financial Officer, clarified that the profit from non-recurring items was from the sale of investments only and the net gain on sale (after tax) was approximately THB 2,200 million. The profit from non-recurring items was presented in the Management Discussion and Analysis of the 2017 Annual Report, page 133. Mrs. Narumol Noi-am stated that the information would be clarified after the meeting, and thanked the shareholders for their suggestions.

Mr. Sathaporn Kotheeranurak, a shareholder and proxy, asked the following questions.

1. According to Emphasis of Matters of the Auditor's Report, presented in pages 141 – 142 of the Annual Report, in which the auditor has reported that the Company recorded the unpaid medical fee owed by the previous members of Life Privilege Club in reliance on the court judgment, as account receivables, what was the amount of such account receivables?

2. As for the goodwill which increased from 2016 and was recorded by THB 17,000 million in the Consolidated Financial Statement as at 31 December 2017, in page 146 of the Annual Report, does its value remain as recorded?

3. The figures of deferred tax asset according to the statement of financial position as shown in page 146 of Annual Report was inconsistent with those of Clause 32 of the Notes to Financial Statements appeared in page 224 of the Annual Report. Moreover, the Separate Financial Statement did not show the figure of deferred tax asset. How does the Company utilize the deferred tax asset? What was the cause of the material increase of the deferred tax asset?

4. How does the Company plan to manage the loss on foreign exchange rates?

5. In page 201 of the Annual Report, the discount rate for assets was shown as 11-13% whereas the discount rate before tax for goodwill in page 206 was shown as 7.32% and the growth rate as 5 – 25.2%. The shareholder made a remark of a wide range of the growth rate.

The Facilitator clarified that in respect of the first question the deferred income involved the rights of the member of the Life Privilege Club whereby the court rendered judgement or order of temporary injunction requiring the Company to provide services to the members under the original conditions. Instead of paying the normal rates, the members were required to pay THB 100.00 only for the medical services. However, should the Supreme Court render judgment that the judgment or order of temporary injunction is unlawful and the Company was entitled to terminate the program. Accordingly, the Company was required to record the expenses incurred as deferred income at the actual rates less than THB 100.00 in order to comply with the accounting principles. As a result, the deferred income was presented in the financial statement. In the case of death of a member, such debt would be transferred to the heir. The Facilitator, then, asked Mrs. Narumol Noi-am, Chief Financial Officer, to clarify other questions.

Mrs. Narumol Noi-am, Chief Financial Officer, clarified that in 2017 the level of exchange rate risk the Company was exposed to was relatively small, with the only exemption of Royal Phnom Penh Hospital that loans were secured in US dollars and income was generated in US dollars as well, even though, the income generated by the hospital might not sufficient to cover the interest incurred. However, the Company had entered into interest rate swap and there was no such exchange rate risk. Mrs. Narumol Noi-am delegated Mrs. Wannapa Pavavech, Assistant Chief Financial Officer, to clarify the following points.

Mrs. Wannapa Pavavech, Assistant Chief Financial Officer, clarified that the notes to the financial statements for 2017 showed that the Company had acquired an additional asset, Paolo Hospital Kaset. With respect to the goodwill in the financial statements, the Company ensured the test of impairment of goodwill which is annually audited by the Auditor, according to the accounting standards.

As for the deferred tax asset, according to the details of assets (liabilities), the net deferred tax assets as shown in the 2017 Annual Report, page 224, was declared as the deferred tax asset of THB

68.014 million and the deferred tax liabilities of THB 2,847.117 million that would be in line with the statement of financial position of the 2017 Annual Report, page 146, where each subsidiary would be considered separately. As for the reason of the change of deferred tax assets into the deferred tax liabilities in 2016, Mrs. Wannapa Pavavech, clarified that the revaluation surplus on property and building of THB 520.986 million in the separate financial statement, as shown in page 224 of the 2017 Annual Report mainly contributed to the deferred tax liabilities in 2017. Considering that the Company had many new business ventures, the board range of assumption of 5 to 25.2 percent was applied in the calculation of value, starting from a small percentage and gradually increased in the next two to three years.

Mr. Somchai Suchatcharoenyng, a shareholder, enquired whether the Company derived any income from BDMS Wellness Clinic and whether such income was presented in the financial statement as at 31 December 2017.

Mrs. Narumol Noi-am, Chief Financial Officer, clarified that in 2017 there was a small amount of interest income from capital injection, no expense and operating income have incurred.

Mr. Sathaporn Phangnirand, a shareholder, asked the following questions.

1. Was the debt to equity ratio in page 9 different from that in page 136? How?
2. With respect to Clause 11 of the notes to financial statements on inventories, please clarify a deduction of Allowance for diminution in value of inventories to net realizable value.

Mrs. Narumol Noi-am, Chief Financial Officer, clarified that the debt to equity ratios in page 9 and page 136 of the 2017 Annual Report, were accurate. The debt to equity ratio in page 136 of the 2017 Annual Report referred to the interest-bearing debt while the debt to equity ratio in page 9 referred to the total debt of the business; therefore, the figures were different. Mrs. Narumol Noi-am, then, delegated Mrs. Wannapa Pavavech, Assistant Chief Financial Officer, to clarify the following points.

Mrs. Wannapa Pavavech, Assistant Chief Financial Officer, clarified that the deduction of allowance for diminution in value of inventories to net realizable value dealt with expired medicines. Normally, the Company will destroy the expired medicines. However, the disposal of all expired medicines at the end of previous year was not complete; as a result the financial statement must reflect the allowance for diminution in value of inventories to net realizable value.

Mr. Siritwat Woravetvuthikun, a shareholder, asked the following questions.

1. According to the table of the statement of financial position in the 2017 Annual Report, page 147, the 2017 accrued expense increased from that of 2016. Please clarify.
2. Please clarify the increase in the long-term loans from financial institutions and debentures in 2017 from 2016?
3. How much did the Company invest in medical equipment for the BDMS Wellness Clinic Project and was the increase in the liabilities attributable to the BDMS Wellness Clinic Project? How?

Mrs. Narumol Noi-am, Chief Financial Officer, clarified that the 2017 the Company accrued expenses arose from the payment of bonuses to the employees of the Group, that is, 45 companies in BDMS Group and all the Non-Hospital Group as the Company changed the bonus

payment date from December to January. As for the debentures in 2017, the Company issued debentures in the amount approximately of THB 7,000 million with the cost of interest at the rate of 3 percent. The proceeds shall be applied for the purposes of its operation, acquisition, and investment in the BDMS Wellness Clinic Project and the remaining proceeds shall be invested in the hospital development projects under construction. In this regard, the Company shall be able to maintain the debt to equity ratio at 0.6, which is considered an appropriate level. As for the BDMS Wellness Clinic Project, the Company had invested THB 10,800 million in the property, and the remaining proceeds shall be applied to improvement of buildings and premises to serve the provision of services. The Company had set a budget of approximately THB 2,000 million whereby THB 1,200 million was used and the clinical building was ready for operation.

The Facilitator gave the Meeting an opportunity to raise questions.

As no shareholders raised questions, the Facilitator requested the Meeting to vote.

The Secretary, therefore, informed the Meeting that the resolution shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: After due consideration, the Meeting resolved to approve the financial statement for the year 2017 in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|---------------------|-------|--------------------|
| Approved | 11,629,987,979 | votes | 99.9168 |
| Disapproved | 9,689,000 | votes | 0.0832 |
| Abstained | 6,955,438 | votes | |
| Invalid ballots | 0 | votes | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To approve the allocation of 2017 profit and dividend payment

The Facilitator proposed that the Meeting approve the allocation of profits for the year 2017 and delegated Mrs. Narumol Noi-am, Chief Financial Officer (the “**Chief Financial Officer**”), to present the details of this matter to the Meeting.

The Chief Financial Officer proposed that the Meeting consider the dividend payment for operational results of the year 2017 with the following details:

| Dividend Payment from the Operational Results (Consolidated Financial Statement) | 2017 | 2016 | 2015 (adjusted) |
|--|-------------|-------------|---------------------------|
| Net profit of the shareholders (THB million) | 10,216 | 8,386 | 8,021 |
| Net profit per share (THB/share) | 0.66 | 0.54 | 0.52 |
| Number of ordinary shares (million shares) | 15,491 | 15,491 | 15,491 |
| Dividend per share (THB/share) | 0.36 | 0.29 | 0.26 |
| - Interim dividend payment | 0.13 | 0.10 | - |
| - Proposed additional dividend payment | 0.23 | 0.19 | - |
| Total dividend payment (THB million) | 5,577 | 4,492 | 4,028 |
| Dividend percentage per annual net profit amount | 54.6% | 53.6% | 50.2% |

1) It was proposed that the Company distribute the dividend derived from the 2017 net profit, at the rate of THB 0.36 per share for 15,490,956,540 ordinary shares, amounting to THB 5,576,744,354.40.

- Dividend from the profits, a part which is granted promotional privilege from the BOI, THB 0.015 per share
- Dividend from the profits, a part which is not granted promotional privilege from the BOI, THB 0.345 per share

The rate of the dividend payment is equivalent to 79.1 percent of the net profit according to the Separated Financial Statement, or approximately 54.6 percent of the net profit of the Consolidated Financial Statements which is in compliance with the dividend payment policy, under which the Company must pay the dividend of not less than 50 percent of the net profit of the Consolidated Financial Statements.

2) On 28 September 2017, the Company paid the interim dividend by virtue of the resolution of Board of Directors Meeting No. 8/2017, at the rate of THB 0.13 per share, amounting to a total of THB 2,013,824,350.20.

3) An additional dividend payment at the rate of THB 0.23 per share. The total amount is THB 3,562,920,004.20, divided into:

- Dividend from the profits, a part which is granted promotional privilege from the BOI, THB 0.015 per share
- Dividend from the profits, a part which is not granted promotional privilege from the BOI, THB 0.215 per share

4) 26 April 2018 was scheduled as the date to pay the dividend.

5) As the Company's legal reserve had reached the amount specified by the Company's Articles of Association, it was, therefore, not necessary for the Company to allocate the profit as a legal reserve.

The Facilitator gave the Meeting an opportunity to raise questions.

Mr. Siriwat Worawetwutthikun, a shareholder, suggested that the dividend payment should be appropriated from the profits from the business operations, whereby for this year, the Company should not sell the shares in Bumrungrad Hospital in order to use such profits as the dividend to shareholders.

Mr. Warun Trakulpadechkrai, a shareholder, suggested that the Company consider appropriately planning the schedule for the dividend payment by determining the date to list the names of the shareholders who are entitled to the dividend payment after the shareholders meeting in order to prevent any potential impact occurring if such agenda item relating thereto is not approved.

The Facilitator gave the Meeting an opportunity to raise questions. As no shareholders raised further questions or expressed additional opinions, the Facilitator, therefore, requested the Meeting to vote.

The Secretary, therefore, informed the Meeting that the resolution shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: After due consideration, the Meeting resolved to approve the allocation of profits for the year 2017, in accordance with the proposed details. In this regard, 26 April 2018 was scheduled as the dividend payment date. In addition, the Meeting resolved that there will be no additional allocation of profit as a legal reserve, in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 11,646,652,658 | votes | 100.0000 |
| Disapproved | 0 | votes | 0.0000 |
| Abstained | 8,663 | votes | |
| Invalid ballots | 0 | votes | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5: To consider and approve the election of directors in replacement of those who retire by rotation

The Facilitator asked Professor Emeritus Santasiri Sornmani, M.D., Chairman of the Nomination and Remuneration Committee, to clarify the Meeting of the details for consideration and appointment of directors in replacement of those who are due to retire by rotation.

Professor Emeritus Santasiri Sornmani informed the Meeting that the Company's Articles of Association provide that one-third of the members of the Board of Directors shall retire from office by rotation. Currently, there were five directors due to retire by rotation, namely:

1. Professor Emeritus Arun Pausawasdi, M.D. Independent Director;
2. Mr. Chuladej Yossundharakul, M.D. Director;
3. Mr. Thongchai Jira-alongkorn Director;
4. Miss Poramaporn Prasarttong-Osoth M.D. Director;
5. Mr. Kan Trakulhoon Independent Director

Therefore, after due consideration, the Nomination and Remuneration Committee, excluding the interested directors, had taken into account several reasons and appropriateness, as well as the variety of the educational background and work experience of the Board of Directors, and the candidates' past performance as directors and members of the subcommittees. It was thus deemed appropriate to propose that the Board of Directors approve and propose that the shareholders' meeting approve the reappointment of the five directors to act as the Company's directors and independent directors.

In this regard, the directors who were nominated for re-appointment as independent directors of the Company possessed the qualifications of the independent directors as defined by the Company in accordance with the notification of the Capital Market Supervisory Board. Furthermore, those nominated directors had never been executives, persons providing professional services, or had a significant business relationship with the Company or its subsidiaries (the definition of Independent Directors is set out in Enclosure 5). With regard to the appointment of Professor Emeritus Arun Pausawasdi, M.D., who had held office as director for more than 9 years, the Board of Directors and the Nomination and Remuneration Committee, after due consideration, were of the view that Professor Emeritus Arun Pausawasdi, M.D., was able to give opinions independently from the executives and in accordance with the relevant criteria.

Furthermore, the Company gave the shareholders an opportunity to nominate a person possessing the appropriate qualifications and not possessing any prohibited characteristics for a directorship position in accordance with the criteria posted on the Company's website during 1 December 2017 to 15 January 2018. No shareholders nominated any person.

The profile, experience, term, and the Board of Directors' meeting attendance of the said five nominated directors and independent directors are set out in Enclosure 2; the Criteria and Guidelines on the nomination of directors are set out in Enclosure 4; and the definition of Company independent director is set out in Enclosure 5; all of the above were delivered to all shareholders together with the notice calling this Meeting.

The Facilitator gave the shareholders an opportunity to raise questions. No shareholders raised any question or provided comments. The Facilitator, therefore, proposed that the Meeting vote.

The Secretary informed the Meeting that the resolution shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. With respect to the voting in this agenda item, all ballots shall be collected. The ballots of the shareholders or proxies who voted against or abstained from voting shall be collected first. In the interest of convenience and good manner of ballot collection, a shareholder who voted in favor of each director should keep his/her ballot and return it to the Company's staff after the appointment of the last director.

Resolution: After due consideration, the Meeting resolved to approve the re-appointment of the five directors as the Company's directors and independent directors for another term, as proposed, in accordance with the following votes on an individual basis:

5.1 Professor Emeritus Arun Pausawasdi, M.D., Independent Director

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 10,826,364,754 | votes | 92.9579 |
| Disapproved | 820,164,219 | votes | 7.0421 |
| Abstained | 4,938 | votes | |
| Invalid Ballots | 0 | vote | |

5.2 Mr. Chuladej Yossundharakul, M.D., Director

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 10,413,554,533 | votes | 89.4134 |
| Disapproved | 1,232,969,840 | votes | 10.5866 |
| Abstained | 9,538 | votes | |
| Invalid Ballots | 0 | vote | |

5.3 Mr. Thongchai Jira-alongkorn, Director

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 11,555,124,195 | votes | 99.2164 |
| Disapproved | 91,260,178 | votes | 0.7836 |
| Abstained | 149,538 | votes | |
| Invalid Ballots | 0 | vote | |

5.4 Miss Poramaporn Prasarttong-Osoth M.D., Director

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 11,559,067,735 | votes | 99.2624 |
| Disapproved | 85,894,038 | votes | 0.7376 |
| Abstained | 1,572,138 | votes | |
| Invalid Ballots | 0 | vote | |

5.5 Mr. Kan Trakulhoon, Independent Director

| | No. of votes | | Percentage* |
|-----------------|----------------|-------|-------------|
| Approved | 11,575,099,597 | votes | 99.3879 |
| Disapproved | 71,284,776 | votes | 0.6121 |
| Abstained | 149,538 | votes | |
| Invalid Ballots | 0 | vote | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 6 To consider and approve the directors' remuneration

The Facilitator asked Mr. Sripop Sarasas, a member of Nomination and Remuneration Committee, to clarify the details of this matter in support of the Meeting's consideration.

Mr. Sripop Sarasas, a member of Nomination and Remuneration Committee clarified that the Nomination and Remuneration Committee has thoroughly considered and reviewed the directors' remuneration by taking into account the increased accountability and responsibility, the revenue and profit growth of the Company, as well as the current number of directors, in comparison with the directors' remuneration of businesses generating the same level of profit. The details of which were as follows:

(Unit : THB million)

| | 2017 | 2016 | 2015 (adjusted) |
|---|--------|--------|--------------------|
| <u>The Company's growth according to the Consolidated Financial Statements</u> | | | |
| Revenue from hospital operations | 69,123 | 65,237 | 60,240 |
| Growth rate | 6.0% | 8.3% | 10.9% |
| Total revenue | 75,719 | 69,126 | 63,907 |
| Growth rate | 9.5% | 8.2% | 12.2% |
| Net profits | 10,216 | 8,386 | 8,021 |
| Net profit rate | 13.5% | 12.1% | 12.6% |
| <u>Shareholders' interest</u> | | | |
| Dividends from the annual operational results (THB/share) | 0.36* | 0.29 | 0.26 |
| Number of members of the Board of Directors (persons) | 14 | 14 | 15 |

*Remark: *The figure was proposed for approval for the dividend payment at the 2018 Annual General Meeting of Shareholders.*

In this regard, the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, deemed it appropriate to propose to the shareholders' meeting for its consideration and determination of the directors' remuneration at the following rate:

1. The Board of Directors' Remuneration

(Unit : THB)

| | Proposed for approval at 2018 AGM | 2017 AGM | 2016 AGM |
|--|---|------------------------|------------------------|
| 1.1 Board meeting allowance | | | |
| -Chairman | THB 75,000 per meeting | THB 75,000 per meeting | THB 75,000 per meeting |
| -Director (per person) | THB 50,000 per meeting | THB 50,000 per meeting | THB 50,000 per meeting |
| 1.2 Directors' remuneration (Total) | THB 75.7 million ⁽¹⁾ | THB 69.1 million | THB 69.3 million |
| 1.3 Medical expense (For outside directors who are not the executives or | THB 3 million /person/year ⁽²⁾ (from the date of 2018 AGM to the date of next AGM) | | |

| | Proposed for approval at 2018 AGM | 2017 AGM | 2016 AGM |
|--|--|-----------------|-----------------|
| employees under employment contract of the Company, and the treatment at Bangkok Hospital and affiliated hospitals only) | | | |

- (1) Director's Remuneration shall be allocated 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 according to the consolidated financial statements of the Year 2017.
- (2) As of 11 April 2018, there are 7 outside directors who are not the executives or employees under employment contract of the Company, namely, Professor Emeritus Arun Pausawasdi, M.D., Professor Emeritus Santasiri Sommani, M.D., Mr. Chavalit Sethameteekul, Mr. Weerawong Chittmitrapap, Mr. Kan Trakulhoon, Mr.Thongchai Jira-alongkorn and Mr. Arsa Sarasin.

2. Subcommittees' remuneration: the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Good Corporate Governance shall receive remuneration in the form of meeting allowances as follows:

| Subcommittee | Proposed for approval at 2018 AGM | 2017 AGM | 2016 AGM |
|---|--|-------------------------|-------------------------|
| 2.1 Meeting allowance of the Audit Committee | | | |
| - Chairman | THB 105,000 per meeting | THB 105,000 per meeting | THB 105,000 per meeting |
| - Member (per person) | THB 70,000 per meeting | THB 70,000 per meeting | THB 70,000 per meeting |
| 2.2 Meeting allowance of the Executives | | | |
| - Chairman | THB 90,000 per meeting | THB 90,000 per meeting | THB 90,000 per meeting |
| - Member (per person) | THB 60,000 per meeting | THB 60,000 per meeting | THB 60,000 per meeting |
| 2.3 Meeting allowance of the Nomination and Remuneration Committee | | | |
| - Chairman | THB 75,000 per meeting | THB 75,000 per meeting | THB 75,000 per meeting |
| - Member (per person) | THB 50,000 per meeting | THB 50,000 per meeting | THB 50,000 per meeting |
| 2.4 Meeting allowance of the Risk Management Committee | | | |
| - Chairman | THB 75,000 per meeting | THB 75,000 per meeting | - |
| - Member (per person) | THB 50,000 per meeting | THB 50,000 per meeting | - |
| 2.5 Meeting allowance of the Good Corporate Governance* | | | |
| - Chairman | THB 75,000 per meeting | - | - |
| - Member (per person) | THB 50,000 per meeting | - | - |

Remark: *The committee was established in accordance with the resolution of the Board of Directors Meeting No. 8/2017, convened on 30 August 2017.

The Facilitator gave the Meeting an opportunity to raise questions.

As no shareholders raised questions, the Facilitator, therefore, requested the Meeting to vote on this agenda item.

The Secretary, therefore, informed the Meeting that the resolution shall be passed by the votes of no less than two-thirds cast by the shareholders attending the Meeting.

Resolution: After due consideration, the Meeting resolved to approve the determination of the directors' remuneration for the year 2018 at the rate as proposed in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|---------------------|-------|--------------------|
| Approved | 10,987,550,171 | votes | 94.3437 |
| Disapproved | 658,603,077 | votes | 5.6550 |
| Abstained | 151,663 | votes | 0.0013 |
| Invalid ballots | 0 | votes | 0.0000 |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting.

Agenda Item 7 To consider and appoint the auditors for 2018 and affix audit remuneration

The Facilitator proposed that the Meeting appoint the auditors for the year 2018 and determine the audit fee, and asked Professor Emeritus Santasiri Sornmani, M.D., Chairman of the Audit Committee, to inform the Meeting of details of the auditors for its consideration.

Professor Emeritus Santasiri Sornmani, M.D., Chairman of the Audit Committee, to inform the Meeting that the Audit Committee had selected the auditors under the following criteria:

1. Knowledge, capability, and experience of the auditor;
2. Number of personnel and the experience of the team;
3. Reasonableness of the service fee compared to the market price; and
4. Independence of the auditors, and his/her office, as not having a relationship with and/or interests in the Company, its subsidiaries, the executives, major shareholders, or related persons of the aforementioned parties, so that the auditors will be able to give opinions independently to the Financial Statements of the Company and its subsidiaries.

Therefore, it is deemed appropriate to propose that the Meeting approve the appointment of the auditors from EY Office Limited as the Company's auditors for the year 2018, namely,

| List of auditors proposed for appointment in this Meeting | Certified Public Accountant No. | Year commencing signing as the auditor |
|--|--|---|
| 1. Mr. Wichart Lokatekrawee and/or | No. 4451 | 2011-2015 |
| 2. Miss Kamontip Lertwitworatep and/or | No. 4377 | 2016-2017 |
| 3. Miss Siriwan Suratepin and/or | No. 4604 | - |
| 4. Mrs. Sarinda Hirunprasurtwutti | No. 4799 | - |

In addition, the audit fee was determined in an amount of not exceeding THB 2.24 million, which was the same rate as the previous year. The details of the audit fee were as follows:

(Unit : THB)

| Audit Fee | 2018 | 2017 | 2016 |
|--------------------------|------------------|------------------|------------------|
| Audit fee for 3 quarters | 957,000 | 957,000 | 957,000 |
| Audit fee for the year | 1,283,000 | 1,283,000 | 1,133,000 |
| Total fee | 2,240,000 | 2,240,000 | 2,090,000 |

The nominated auditors of the Company and its subsidiaries and EY Office Limited, the auditors' firm had no relationship with and/or interests in the Company and all of its subsidiaries/executives/major shareholders, or related persons of the aforementioned parties. In addition, the auditors showed independence in auditing and providing their professional opinions on the Financial Statements of the Company and its subsidiaries.

As no shareholders raised questions, the Facilitator, therefore, requested the Meeting to vote on this agenda item.

The Secretary, therefore, informed the Meeting that the resolution shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: After due consideration, the Meeting resolved to appoint Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451; and/or Miss Kamontip Lertwitworatop, Certified Public Accountant No. 4377; and/or Miss Siriwan Suratepin, Certified Public Accountant No. 4604; and/or Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799 of EY Office Limited, as the auditors of the Company for the year 2018, and to approve the determination of the audit fee in the amount of THB 2.24 million, as proposed in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|---------------------|-------|--------------------|
| Approved | 11,641,568,311 | votes | 99.9998 |
| Disapproved | 26,162 | votes | 0.0002 |
| Abstained | 4,705,138 | votes | |
| Invalid ballots | 0 | votes | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 8 To consider and approve the amendment of the Company's articles of association

The Facilitator proposed that the Meeting consider and approve the amendment to Article 30 of Chapter 6 of the Articles of Association regarding the shareholders meeting in order to be in line with Section 100 of the Public Limited Companies Act B.E.2535 which had been amended by the Order of Head of the National Council for Peace and Order No. 21/2017 as follows:

| Existing | New |
|---|--|
| <p>Section 6 Shareholders' Meeting</p> <p>Article 30. Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares wholly sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting of shareholders at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one (1) month from the date of the receipt of such request from the said shareholders.</p> | <p>Section 6 Shareholders' Meeting</p> <p>Article 30. One shareholder or more holding shares amounting to not less than ten per cent of the total number of shares sold may submit their names and request the board of directors in writing to call an extraordinary general meeting at any time, provided that, the matters and the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such event, the board of director shall proceed to call a shareholders meeting to be held within a period of forty five days from the date of the receipt of such request from the said shareholders.</p> <p>If the board of directors does not summons the meeting within the period specified in the first paragraph, the requisitioner, or any other shareholders amounting to the required number, may themselves summon the meeting within forty five days from the expiration of the period specified in the first paragraph. In this case, the shareholders' meeting is deemed being summoned by the board of directors whereby the Company shall bear necessary expense arising out of holding the meeting and facilitate the meeting as appropriate.</p> <p>In the event that, in any shareholders' meeting held by the requisition of the shareholders pursuant to second paragraph, a quorum is not constituted as prescribed in Article 33, the shareholders in the second paragraph, shall jointly be liable to the Company for expense incurred from holding the meeting.</p> |

As no shareholders raised any questions or proposed any amendment to the minutes, the Facilitator requested the Meeting to vote on this agenda item.

The Secretary, therefore, informed the Meeting that the resolution shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Resolution: After due consideration, the Meeting resolved to approve the amendment to Article 30 of the Articles of Association of the Company as proposed, in accordance with the following votes:

| | No. of votes | | Percentage* |
|-----------------|---------------------|-------|--------------------|
| Approved | 11,645,911,471 | votes | 99.9977 |
| Disapproved | 0 | votes | 0.0000 |
| Abstained | 264,340 | votes | 0.0023 |
| Invalid Ballots | 0 | votes | |

Remark: * The percentage is calculated based on the total number of votes of the shareholders attending the meeting and eligible to vote.

Agenda Item 9 To consider other matters (if any)

The Facilitator informed the Meeting that all of the agenda items as specified in the notice calling this Meeting had been duly discussed. The Facilitator then gave the shareholders an opportunity to raise questions and make additional suggestions.

Mr. Sumet Ueng-poonsawat, a shareholder, asked the following questions:

1. Is there any use of automation robots in providing medical services?
2. In order to accommodate the expansion of business, how does the hospital prepare itself with regard to its medical personnel? Is there any cooperation between the educational institutions and affiliated companies?

Miss Poramaporn Prasarttong-Osoth M.D., a member of the Executive Committee, clarified that the use of automation robots in medical services may include both the use of robots in medical practices and the use of automatic systems in medical practices. Although the Company used to use an automation robot to assist in medical operations, we could also use an automatic system, for example, the unit dose in the administration of medicine to a patient who is explicitly identified, to improve the safety in the medical treatment and to mitigate the risks incurred due to human errors. Nevertheless, the use of automation robots is still subject to limitations and requires further developments. For the other issue with respect to the preparation of medical personnel, the Company has been arranging trainings, coordinating with universities, both local and overseas, inventing new innovations, together with the affiliated companies, such as sharp disposal bin, which take up less space, reduce medical wastes, and result in better safety for the users, whereby the new innovations are a result of the cooperation between the Company and Siam Cement Group Public Company Limited (SCG), as well as holding a technical specialist conference every year. For the past 2-3 years, the Company has also encouraged its internal personnel to come up with new innovations to be used in medical practice by arranging a contest and giving out innovation rewards.

Miss Rangsimas Sanghiranwattana, a shareholder, asked how the language skills of the staff are and whether the Company prepares itself to accommodate foreign patients?

Mr. Prasert Prasarttong-Osoth, M.D., Chief Executive officer and President, explained that with respect to the preparedness of the language skills of the staff, the Company is now supporting and providing language training for the staff in order for them to be able to clearly communicate with the patients and understand more the needs of the patients, which will be beneficial to the treatment and services, as the hiring of interpreters is still subject to a lot of limitations with regard to the identification of the patients' symptoms.

The Facilitator additionally informed the Meeting as follows:

Since the law does not require that the Company shall have the agenda item regarding the certification of the minutes of the meetings, therefore from the 2019 Annual General Meeting of Shareholders onwards, there shall be no agenda item to certify the minutes of the previous meeting. In this regard, after this 2018 Annual General Meeting of Shareholders, the Company will disclose the minutes of the meetings in both the Thai version and English translation on its website and via the information disclosure system of the Stock Exchange of Thailand within 14 days from the date of each meeting, and the shareholders will be able to follow up on the minutes of the meetings by referring to such sources. In the case where the shareholders have any suggestion or questions, they are requested to submit their suggestion or questions regarding the meeting to the Company within one month from the date of such meeting.

Mr. Siriwat Woravetvuthikun, a shareholder, suggested that since some of the individual shareholders may have limited access to the information of the Company, he therefore requested the Company to consider continuing to have the agenda item to certify the minutes of the meetings and deliver the minutes of the previous meetings to the shareholders for their consideration for the purposes of facilitations of the shareholders.

As there were no shareholders raised further questions or expressed opinions at the Meeting, the Chairman declared the Meeting adjourned.

The Chairman expressed his appreciation to all shareholders for their dedication in attending the Meeting, as well as their suggestions which were beneficial to the Company.

The Meeting was adjourned at 16.10 hrs.

Signed -*Signature*- Chairman of the Meeting
(Professor Emeritus Arun Pausawasdi, M.D.)

Signed -*Signature*-
(Miss Kessara Wongsekate)
Corporate Secretary