

# Vichavej International Hospital Omnoi

Srivichai Vejvivat Public Company Limited Registration No.0107554000062

Ref: VIH 064/2013

March 12, 2013

Subject: Invitation to attend the Annual General Meeting of Shareholders for the year 2013.

To: Shareholders of the Company

- Enclosures:
1. Copy of the Minutes of the Annual General Meeting of Shareholders, No: 1/2012 on March 30, 2012.
  2. The 2012 Annual Report (CD-Rom).
  3. Profiles of the proposed Director candidates to replace the Directors who will retire by rotation (Agenda 5).
  4. List of Auditors and the audit fee (Agenda 6).
  5. Details of the remunerations of the Company's Directors for the year 2013 (Agenda 7).
  6. Articles of Association relation to the AGM 2013 and the voting requirements for each agenda.
  7. Details of Independent Directors proposed to serve as proxy of shareholders.
  8. Proxy Form A and Form B.
  9. Documents verifying eligibility to attend the Meeting
  10. Place of AGM 2013.

NOTICE IS HEREBY GIVEN: That by virtue of the resolutions of the Board of Directors' Meeting No. 3/2013 on 20 February 2013. had recently resolved to hold the AGM for the Year 2013 on Friday 5 April 2013 at 09.00 a.m. at Khwanmung Meeting Room, Building 1, Floor 7, Vichavej International Hospital Omnoi, 74/5 Moo 4 Phetkasem Road, Omnoi Subdistrict, Krathumbaen District, Samutsakhon. The agenda of Annual General Meeting for the year 2013 would be as follows:-

Agenda 1 To certify the Minutes of Annual General Meeting of Shareholders 2012

Board's opinion: After due consideration, the board found it appropriate to propose to the AGM to certify the minute of 2012 AGM.

Agenda 2 To acknowledge the Board of Directors' report on the previous year operations

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2012.

## Vichavej International Hospital Group

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Agenda 3 To consider approving the balance sheet and income statement of the Company and its subsidiaries of the year 2012

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to approve the Company's Financial Statement of 2012 which has been audited by the auditor and reviewed by the Audit Committee.

Agenda 4 To consider and approve the profit apportionment and dividend payment

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to approve the dividend payment for the operating results of the year 2012. The dividend shall be paid at the rate of 0.03 Baht per share of the total shares 535,000,000 shares, totaling 16,050,000 Baht and the date of dividend payment would be on 2 May 2013 and appropriation of legal reserve in the totaling 1,426,911.14 Baht.

Agenda 5 To approve the appointment of new Directors to replace those who are due to retire by rotation

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to the appointments of 3 Directors who are recommended to re-elect are as follows:

1. Mr.Surin Premamornkit
2. Mr.Prat Boonyawongvirot, M.D.
3. Mr.Visut Montriwat

Agenda 6 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2013

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to appointment Ernst & Young Office Limited

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|----|----------------|------------|--------------|
| 1. | Mr. Termphong  | Opanaphan  | Reg.No. 4501 |
| 2. | Miss. Siraporn | Ouaanankun | Reg.No. 3844 |
| 3. | Mr. Khitsada   | Lerdwana   | Reg.No. 4958 |

The audit fee of the Company and its subsidiaries for the year 2013 at the total amount of 2,370,000 Baht

Agenda 7 To approve the Directors' remunerations for the year 2013

Board's opinion: After due consideration, the Board of Directors agreed with the Nomination and Remuneration Committee's recommendation to propose to the AGM to approve the Directors' remunerations for the same rate as year 2012 totaling up to 5,000,000 Baht starting from January 1, 2013 as the following:  
The Board of Directors' meeting allowance

(Translation)

1. Board of Director

President	10,000 Baht/attendance
Vice-president	7,500 Baht/attendance
Director (Non-executive)	6,000 Baht/attendance
Director (Executive)	5,000 Baht/attendance
Secretary	1,500 Baht/attendance
2. The Audit Committee

President	10,000 Baht/attendance
Vice-president	7,500 Baht/attendance
Director	6,000 Baht/attendance
3. Nomination and Remuneration Committee Directors and Executives.

President	10,000 Baht/attendance
Vice-president	7,500 Baht/attendance
Director (Non-executive)	6,000 Baht/attendance
Director (Executive)	5,000 Baht/attendance

Other remuneration the remainder after deduction meeting allowance of the amount 5,000,000 baht provide the President is authorized to prescribe rules on others remuneration.

Agenda 8 Other issue (if any)

You are cordially invited to attend the AGM 2013 on the date, time, and place as indicated above. Any shareholder is wanted to appoint a person to attend the meeting and voting representation in this meeting. Please complete and sign the proxy form in accordance with the attached. Also, please bring them before the meeting.

Yours faithfully,



Assoc. Prof. Vichai Vanadurongwan, M.D., Ph.D., FIMS

President