

# Vichaivej International Hospital Omnoi

**Srivichai Vejvivat Public Company Limited** Registration No.0107554000062

Ref: VIH 248/2014

September 19, 2014

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2014

To: Shareholders of Srivichai Vejvivat Public Company Limited

- Enclosure:
1. Copy of the minutes of the 2014 Annual Meeting of Shareholders on April 25, 2014
  2. Capital Increase Report Form (F 53-4)
  3. Profile of persons who the Company intends to appoint as the new directors
  4. Details of the remunerations of the Company's Directors
  5. Articles of Association relation to the meeting of shareholders and the voting requirements for each agenda
  6. Details of Independent Directors proposed to serve as proxy of shareholders
  7. Proxy Form A and Form B
  8. Documents verifying eligibility to attend the meeting of shareholders
  9. Map of the venue of the meeting of shareholder

In reference to the Board of Directors' Meeting No.10/2014 of Srivichai Vejvivat Public Company Limited ("the Company") held on August 11, 2014 at 10.00 hrs, the Board of Directors has passed the resolutions to approve the convene of the Extraordinary General Meeting of Shareholders No.1/2014 on October 17, 2014 at 9.00 hrs at Khwanmung Meeting Room, Building 1, Floor 7, Vichaivej International Hospital Omnoi, to consider and approve the following agendas:

**Agenda 1** Matters to be informed by chairman

**Agenda 2** To approve the minutes of the 2014 Annual General Meeting of shareholders

**Facts and Reasons:** The AGM No. 1/2014 was held on Friday 25 April 2014. and the minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting and submitted to the Ministry of Commerce within the time period required by law, be adopted as they were accurately recorded as shown in Enclosure 1.

**Opinion of the Board of Directors:** The meeting of shareholders should certify the Minutes of the AGM No. 1/2014

**Agenda 3** To consider and approve the appropriation of legal reserve and approve the payment of dividends for the 6 months ending June 30, 2014

**Facts and Reasons:** Dividend payment policy of the Company is at the rate of not less than 50% of net profit after tax and net of all reserves required by law based on the separated financial statements. However, the payment of dividend will depend on the cash flow, investment plan, contract terms and conditions that the Company is bound, including legal restrictions, necessity and other matters appropriate in the future. For the 6 months ending June 30, 2014, the Company earned a net profit of Baht 54.49 million in which the dividend payment from net profit and retained earnings as follows:

- 3.1 To allocate net profits of Baht 2,809,635.37 as the legal reserve of the Company.
- 3.2 To pay dividend by cash at Baht 0.00740741 per share, or not exceeding Baht 3.963 million.
- 3.3 To pay dividend by ordinary shares not exceeding 35,666,666 shares at par value of Baht 1.00 per share at the ratio of 15 current shares per 1 dividend share, or not exceeding Baht 35.67 million representing dividend payout of Baht 0.06666667 per share. In case that any shareholders hold the indivisible share remaining after the allotment, the dividend shall be paid by cash in the amount of Baht 0.06666667 per share.

Dividend payment by cash and ordinary shares is altogether of Baht 0.07407408 per share or in total of Baht 39.63 million. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The date of dividend payment for both payment in cash and stocks is November 14, 2014. The Company has determined the record date to gather the list of shareholders who are entitled to receive dividend on October 28, 2014 and the closing date of share registration book, in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (and its amendment), on October 29, 2014.

In this connection, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

**Opinion of the Board of Directors:** The Board of Directors had considered and viewed that the shareholders shall approve the appropriation of profit and the dividend payment both in form of cash and share dividend. In this regards, the Board of Directors viewed that such dividend payout ratio is appropriate and in accordance with the Company's policy.

**Agenda 4 To consider and approve the allocation of newly issued ordinary shares of the Company to reserve for the payment of stock dividend**

**Facts and Reasons:** In order to accommodate the payment of stock dividend, the Board of Directors of the Company deems it appropriate to propose to the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of 35,666,666 shares at par value of Baht 1.00 per share to reserve for the payment of stock dividend

In addition, for the ease and successful completion of the above allocation, the Board of Directors of the Company deems it appropriate to propose to the Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the details of the allocation, conditions and other relevant details of the allocation as well the issuance of ordinary shares to reserve for the payment of stock

dividend, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to having the said shares listed on the SET.

In this connection, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

**Opinion of the Board of Directors:** The Board of Directors had considered and viewed that the shareholders should approve the allotment of newly issued ordinary shares to be reserved for the payment of stock dividend as proposed by the Board of Directors as well as the authorization of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

**Agenda 5 To consider and approve the increase of the Company's registered capital and the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital**

**Facts and Reasons:** In order to accommodate the payment of stock dividend, the Board of Directors of the Company deems it appropriate to propose to the Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of Baht 35,666,666 from the current registered capital of Baht 535,000,000 to the new registered capital of Baht 570,666,666 by issuing 35,666,666 new ordinary shares at par value of Baht 1.00 per share. In addition, in order to reflect the increase of the Company's registered capital, the Board of Directors of the Company deems it appropriate to propose to the Meeting of Shareholders to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

Clause 4.	registered capital	570,666,666	Baht
	Divided into	570,666,666	shares
	Par value	1.00	Baht
	Divided into		
	Ordinary shares	570,666,666	shares
	Preferred shares	-None-	

In this connection, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote

**Opinion of the Board of Directors:** The Board of Directors had considered and viewed that the shareholders should approve the increase of the Company's registered capital in the amount of Baht 35,666,666 from the current registered capital of Baht 535,000,000 to the new registered capital of Baht 570,666,666 by issuing 35,666,666 new ordinary shares at par value of Baht 1.00 per share, and to

consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital.

**Agenda 6 To consider approve of new directors**

**Facts and Reasons:** The meeting of the Board of Directors has appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2014 to appoint of new directors from BBTV Equity Company Limited, which holds 20.02 percent of shares in the Company, by order of the Board Nomination and Remuneration Committee following the name list below:

1. Miss. Nopporn Tirawattanagool
2. Mr. Tinnawat Mahatharadol

In addition, the Board of Director resolved to propose to the Extraordinary Meeting of Shareholders No.1/2014 to consider and approve to authorize the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company to consider, determine or amend the details of changing the name list of Directors of the Company as necessary and appropriate pursuant to relevant laws.

In this connection, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

**Opinion of the Board of Directors:** The Board of Directors had considered and viewed that the shareholders shall approve of new directors by order of the Board Nomination and Remuneration Committee because both of them are highly qualified, knowledgeable and experienced in the management of large listed companies as shown in Enclosure 3.

**Agenda 7 To consider the remuneration of the Board of Directors**

**Facts and Reasons:** The meeting of the Board of Directors has appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2014 to consider the remuneration of the Board of Directors again Due to current remuneration of directors is considerably low when compared to other companies of the same size. The Board of Directors considers a new method of remuneration of directors by paying a monthly and per time. This is within the limits approved by the shareholders as follows:

1. The remuneration of the Board of Directors monthly 10,000 Baht per month
2. The remuneration of the Board of Directors (existing rate)

President	12,000 Baht per time
Vice-president	10,000 Baht per time
Director (Non-executive)	9,000 Baht per time
Director (Executive)	7,000 Baht per time

In this connection, this agenda requires an approval from the shareholders' meeting with a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and casting their votes.

(Translation)

**Opinion of the Board of Directors:** The Board of Directors resolved to propose to the Extraordinary Meeting of Shareholders No. 1/2014 to consider a new method of remuneration of directors by paying a monthly and per time. This is within the limits approved by the shareholders as follows:

1. The remuneration of the Board of Directors monthly 10,000 Baht per month
2. The remuneration of the Board of Directors (existing rate)

President	12,000 Baht per time
Vice-president	10,000 Baht per time
Director (Non-executive)	9,000 Baht per time
Director (Executive)	7,000 Baht per time

**Agenda 8 To consider other matters (if any)**

You are cordially invited to attend the Extraordinary General Meeting of Shareholders No.1/2014 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