Vichaivej International Hospital Omnoi

Srivichai Vejvivat Public Company Limited Registration No.0107554000062

Ref: VIH 043/2014

March 12, 2014

Subject: Invitation to attend the Annual General Meeting of Shareholders for the year 2014

- To: Shareholders of the Company
- Enclosures: 1. Copy of the Minutes of the Annual General Meeting of Shareholders, No: 1/2013 on April 5, 2013
 - 2. The 2013 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 2014 (Agenda 7)
 - 6. Articles of Association relation to the AGM 2014 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 2014.

NOTICE IS HEREBY GIVEN: That by virtue of the resolutions of the Board of Directors' Meeting No. 3/2014 on 11 March 2014 had recently resolved to hold the AGM for the Year 2014 on Friday 25 April 2014 at 09.00 a.m. at Khwanmung Meeting Room, Building 1, Floor 7, Vichaivej 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 2013
- Board's opinion: After due consideration, the board found it appropriate to propose to the AGM to certify the minute of 2013 AGM.

<u>Agenda 2</u> To acknowledge the operating results for the year 2013

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 2013.



- Agenda 3
 To approve the Statement of Financial position and Statements of Comprehensive Income for the year

 2013
- Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to approve the Company's Financial Statement of 2013 which has been audited by the auditor and reviewed by the Audit Committee.
- <u>Agenda 4</u> To approve appropriate profit allocation and the dividend payment and appropriated as legal reserve.
- 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 2013. The dividend shall be paid at the rate of 0.06 Baht per share of the total shares 535,000,000 shares, totaling 32,100,000 Baht and the date of dividend payment would be on 23 May 2014 and appropriation of legal reserve in the totaling 2,941,436.88 Baht.
- <u>Agenda 5</u> To approve the appointment of directors who are due to retired 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. Asst.Prof.Saisunee Vanadurongwan, M.D.
 - 2. Mongkon Wanitphakdeedecha, M.D., M.Sc.
 - 3. Vilawan Vanadurongvan, Ms.
- Agenda 6 To approve the appointment of the Company's auditor and determination of the remuneration for year 2014
- Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to appointment EY Office Limited (Formerly known as Ernst & Young Office Limited)

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 2014 at the total amount of 2,370,000 Baht

<u>Agenda 7</u> To approve the director's remuneration for the year 2014

<u>Board's opinion:</u> 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 year 2014 totaling up to 7,000,000 Baht starting from January 1, 2014 as the following: The Board of Directors' meeting allowance

1.	Board of Director			
	President	12,000 Baht/attendance		
	Vice-president	10,000 Baht/attendance		
	Director (Non-executive)	9,000 Baht/attendance		
	Director (Executive)	7,000 Baht/attendance		
	Secretary	3,000 Baht/attendance		
2.	The Audit Committee			
	President	12,000 Baht/attendance		
	Vice-president	10,000 Baht/attendance		
	Director	9,000 Baht/attendance		
3.	Nomination and Remuneration Committee Directors and Executives.			
	President	12,000 Baht/attendance		
	Director (Non-executive)	9,000 Baht/attendance		
	Director (Executive)	7,000 Baht/attendance		
Other remuneration the remainder after deduction meeting allowance of the amount 7,000,000 baht				
provide the President is authorized to prescribe rules on others remuneration.				

<u>Agenda 8</u> Other issue (if any)

You are cordially invited to attend the AGM 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,

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Assoc. Prof. VichaiVanadurongwan, M.D., Ph.D., FIMS President