

Vichaivej International Hospital Group

Srivichai Vejvivat Public Company Limited Registration No.0107554000062

Ref: VIH 033 /2016

March 25, 2016

- Subject:** Invitation to attend the Annual General Meeting of Shareholders for the year 2016
- To:** Shareholders of the Srivichai Vejvivat Public Company Limited
- Attachment:**
1. Copy of the minutes of the 2015 Annual General Meeting of shareholders on April 24, 2015;
 2. 2015 Annual Report (in form of CD);
 3. Details of the legal reserve and the dividend payment for the year 2015;
 4. Profiles of the proposed Director candidates to replace the Directors who will retire by rotation and new director;
 5. Details of the remunerations of the Company's Directors for the year 2016;
 6. List of Auditors and the audit fee for the year 2016;
 7. Information Memorandum concerning Asset Acquisition;
 8. Articles of Association relation to the AGM and the voting requirements for each agenda;
 9. Details of Independent Directors proposed to serve as proxy of shareholders;
 10. Proxy Form A, B and C;
 11. Documents verifying eligibility to attend the meeting;
 12. Place of AGM 2016

NOTICE IS HEREBY GIVEN: That by virtue of the resolutions of the Board of Directors' Meeting No. 3/2016 on 9 March 2016 had recently resolved to hold the AGM for the Year 2016 on Friday 22 April 2016 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 2016 would be as follows:-

Agenda 1 To consider and adopt the minutes of the AGM of Shareholders for the Year 2015

Purpose and Reason: The Minutes of the 2015 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and the copy of the said Minutes is provided here as Attachment No. 1.

Board of Directors' opinion: The Board of Directors has considered that the minutes of the 2015 Annual General Meeting of Shareholders were properly and accurately recorded and therefore it is proposed that the shareholders certify such minutes.

Agenda 2 To acknowledge operating results of the Company for the year ended 31 December 2015

Purpose and Reason: The summary of VIH's performance during the year of 2015 is shown in the Annual Report for the year 2015, which is provided here in Attachment No. 2.

Board of Directors' 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 2015.

Vichaivej International Hospital Group

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Agenda 3 To consider and approve the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2015

Purpose and Reason: In compliance with relevant law stipulating that a company shall prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval. Details are appeared in the 2015 Annual Report under the section of "Report and Financial Statements", which is attached with this notice (Attachment 2)

Board of Directors' opinion: The Board of Directors has considered and requests the Meeting to consider and approve the balance sheet and the comprehensive income statement of the Company and subsidiaries for the year ended 31 December 2015

Agenda 4 To consider and approve the appropriation of the net profit as legal reserve and the dividend payment for the year 2015

Purpose and Reason: In 2015, the consolidated financial statements showed the profit 3 for the year (net profit) amounting to 84,339,427.44 Baht and The Company has a policy to pay a dividend of at least 50% of its net profits. However, the Company may adjust the dividend rate if financing is needed for a new investment plan or other possible future projects as Attachment No. 3

Board of Directors' opinion: The Board recommends the Meeting to consider and approve the appropriation of the net profit as legal reserve and the dividend payment for the year 2015 by approving to make the dividend payment from the Company's operating results during the year 2015 at the rate of Baht 0.10 (Ten Satang) per share, totaling to the dividend paid from the Company's operating results from the year 2015 of Baht 57,006,543.30 of the net profit and determine the dividend payment date to be on 19 May 2016. And appropriate the net profit as legal reserve in the amount of Baht 4,216,971.37. In this regard, the right to receive the dividend is uncertain depending on an approval of the shareholders' meeting. This matter will be proposed to the shareholders' meeting for further consideration and approval.

Agenda 5 To consider and approve the election of the directors to replace the directors who retire by rotation and the nomination of a new director

Purpose and Reason: In compliance with the Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors. For the 2016 Annual General Meeting of Shareholders, the retiring directors are namely, Mr. Surin Premamornkit, Mr. Visut Montriwat, Ms. Vilawan Vanadurongvan and Mongkol Wanichpakdeedecha, M.D.

In order to be in accordance with the principle of good corporate governance policy relating to the promoting of shareholders' right, during October - December 2015, the Company has invited the shareholders to nominate qualified persons to be elected as the Company's director prior to the meeting. However, none of shareholders proposal in this matter has been received.

The Nomination and Corporate Governance Committee, with the exception of the directors with special interests on this item, has considered the qualifications, knowledge, competency, experience, performance and term of each director who retire by rotation. The Nomination and Corporate Governance Committee recommended that Mr. Surin Premamornkit, Mr. Visut Montriwat, Ms. Vilawan Vanadurongvan and Mongkol Wanichpakdeedecha, M.D. should be

reappointed. The board of directors is of the opinion that Mr. Prut Rojmahamongkol is qualified, skillful and has a competent to be the Company's director. This matter will be proposed to the shareholders' meeting for further consideration and approval. (Profiles of these persons have been sent to the shareholders of the Company together with this notice as Attachment 4)

Board of Directors' opinion: The Board of Directors, excluding the nominated directors, has considered and approved the election of the 4 directors who retire by rotation, namely Mr. Surin Premamornkit, Mr. Visut Montriwat, Ms. Vilawan Vanadurongvan and Mongkol Wanichpakdeedecha, M.D. to be directors of the Company for another term and also approved the nomination of a new director of the Company who is Mr. Prut Rojmahamongkol. The board of directors is of the opinion that Mr. Prut Rojmahamongkol is qualified, skillful and has a competent to be the Company's director.

Agenda 6 To consider and approve the determination of the remuneration of the directors for the year 2016

Purpose and Reason: According to Clause 22 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer, meeting allowance, and annual retainer. The Remuneration Committee with the exception of the committees with special interests on this item has carefully considered the directors' remuneration and concluded it is equitable with responsibility and performance also, to be as an incentive for the directors. The committee recommended that the remuneration budget for the Board and its sub-committees in 2016 should be starting from 1 January 2016 as Attachment No. 5

Board of Directors' opinion: The Board recommends the Meeting to consider and approve the determination of the remuneration of the directors for the year 2016 in form of meeting allowance and other considerations in the amount of not exceeding Baht 7,000,000 (Seven Million Baht) which is equivalent to the remuneration of the directors for the year 2015. Details of which is pursuant to the proposal of the Nomination and Remuneration Committee and the board of directors' approval.

Agenda 7 To consider and approve the appointment of the auditors and the determination of the auditing fee for the year 2016

Purpose and Reason: In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. For the fiscal year ended December 31, 2016, the Audit Committee has proposed to the Board of Director to appoint the auditors from EY Office Limited as the auditors of the Company, so that any one of the following persons can conduct the audit and express an opinion as to the financial statements of the Company and subsidiaries as Attachment No. 6

Board of Directors' opinion: The Board recommends the Meeting to consider and approve the appointment of Mr. Termpong Opanaphunt, Certified Public Accountant No. 4501 and/or Mr. Krisada Lertvana, Certified Public Accountant No. 4958, and/or Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313 of EY Office Limited to be the auditors of the Company for the year 2016. In this regard, one of such person shall audit and give an opinion to the financial statements of the Company and subsidiaries. In case such auditors could not perform the work as the Company's auditors, the audit firm shall provide other certified public accountants to carry out the work. And determined their remuneration of auditing fee of the Company and subsidiaries for the year 2016 to be Baht 2,495,000 (Two Million Four Hundred and Ninety Five Thousand Baht) according to proposal of the Audit Committee.

Agenda 8 To consider and approve the entering into the acquisition of asset by the acquisition of The Bangkok Orthopedic Hospital Company Limited's ordinary shares, in the number of 90,000 shares or equivalent to 100% of total registered capital from the existing shareholders, having the total consideration value of Baht 155,000,000

Purpose and Reason: Sam Yaek Fai Chai's shares acquisition transaction is deemed as asset acquisition pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547. The size of this transaction equal to 15.45 %. The Company has a duty to prepare the Information Memorandum, submit to the Stock Exchange of Thailand ("SET"), and sent the Information Memorandum to the shareholders of the Company within 21 days from the SET's disclosure date.

Therefore, to comply with Section 107 (2) (b) of the Public Limited Company Act B.E. 2535 (1992) (as amended), this matter will be proposed to the shareholders' meeting for further consideration and approval. And the Board of Directors has passed a resolution to authorize to the directors and/or any person designated by the Board of Directors to have a power to negotiate, execute and/or conducting any acts relating to such acquisition of asset transaction and this matter will be proposed to the shareholders' meeting for further consideration and approval. The information are provided here as Attachment No. 7

Board of Directors' opinion The Board recommends the Meeting to consider and approve the entering in to the acquisition of asset by the acquisition of The Bangkok Orthopedic Hospital Company Limited's ("Sam Yaek Fai Chai") ordinary shares, in the number of 90,000 shares or equivalent to 100% of total registered capital from the existing shareholders of Sam Yaek Fai Chai, having the total consideration value of Baht 155,000,000. The acquisition of Sam Yaek Fai Chai's ordinary shares will increase revenue and profit for the Company, including the flexibility of the operation. It will also generate income and benefit to the Company due to the location of Sam Yaek Fai Chai is closed to Siriraj Hospital. That will cause the doctors of Siriraj Hospital to cure the patients at Sam Yaek Fai Chai. Moreover, there is a construction of the skytrain at Fai Chai junction that will help a convenient transportation to the hospital.

Agenda 9 To consider other matters (if any).

You are cordially invited to attend this meeting at the date, time and venue stated above. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.vichavej.com) from March 22, 2016 to enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 8.00 a.m. To speed up the registration process, you are requested to fill out the Registration Form and bring your identity card, or passport, or government official identity card, or driver's licence as evidence of your right to attend the meeting (please refer to Attachment 11)

If you wish to appoint another person or a Director of the Company (profiles of Directors for consideration of proxy from shareholders are set out in Attachment 9) to attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form C in Attachment 10, or download the Proxy Form from the Company's website.

A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: shares@vichaivej.com

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Vichai Vanadurongwan', with a stylized flourish at the end.

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

President