

EXC. 6/2018

February 20, 2018

Subject: Notification of 2018 AGM agenda, Date of Meeting and Dividend Payment of year 2017

To: Director and Manager  
The Stock Exchange of Thailand

This letter is to notify that the Company's Board of Directors Meeting No. 2/2018 held on February 20, 2018 passed resolutions commencing the 2018 Annual General Meeting of Shareholders as follows:

1. Resolved to call for the Annual General Meeting of Shareholders No. 42 of year 2018 on Wednesday, April 4, 2018 at 13.30 hrs., Bancha Lamsam Auditorium, Samitivej Sukhumvit Hospital, located at 133 Sukhumvit 49, Klongtan-Nua, Vadhana, Bangkok 10110.
2. Resolved to fix a list of shareholders entitled to attend and vote at the 2018 Annual General Meeting of Shareholders and receiving the dividend, the Record Date to be determined on March 6, 2018. However, the dividend payment remains uncertainty until approval by the shareholders.
3. The 2018 AGM, will transact the following agenda :
  - Agenda 1:** To approve the Minutes of the Annual General Meeting of Shareholders No. 41 of year 2017.  
**Board's proposal:** The Board proposes a Minutes of the Annual General Meeting of Shareholders No. 41 of year 2017 be approved.
  - Agenda 2:** To acknowledge the report of the Board of Directors on 2017 operational results.  
**Board's proposal:** Shareholders acknowledge of the Company' 2017 operational results.
  - Agenda 3:** To consider and approve the Financial Statement of year 2017  
**Board's proposal:** The Board with recommendation by the Audit Committee, proposes the shareholder to approve the Company's and Subsidiaries' Financial Statements of the fiscal year ending December 31, 2017 audited by Certified Auditor.
  - Agenda 4:** To consider and approve annual 2017 profit allocation.  
**Board's proposal:** The Board proposes the shareholders to approve the 2017 profit allocation as follows:
    1. Declaring dividend payment of the year 2017 at the rate of Baht 12.50 per share to the shareholders holding total 100,000,000 shares, totally Baht 1,250,000,000.- from the Retained Earnings comprised of:
      - (1) The interim dividend payment previously paid on November 17, 2017 at the rate of Baht 5.- per share, total Baht 500,000,000.-
      - (2) To declare additional dividend payment at Baht 7.50 per share, total Baht 750,000,000.- on May 3, 2018The proposed annual dividend payment at Baht 1,250,000,000.- equivalents to 84.98% of the separated Company's net profit in accordance with the Company's Dividend Payment Policy, stated that the dividend shall be paid at minimum 50% of the separated company net profit. However, the mentioned dividend payment is subjected to the 2018 AGM approval.

2. Non-allocation of legal reserve fund as the company has already allocated the legal reserve fund at Baht 100,000,000.- equal to the minimum requirement at 10% of the registered capital or equal to Baht 100,000,000.-

**Agenda 5:** To consider the election of new Directors replacing Directors who retire by rotation in the year 2018

**Board's proposal:** Reference to the Company's Article of Association, at every Annual General Meeting of Shareholders, one-third of the directors must retire from the office. At present, the Company has 8 directors, thus, there are 3 retiring directors in year 2018 comprised of

	Name	Position	Starting Date
1.	Prof. Dr. Somchai Richupan	Chairman	April 26, 2000
2.	Mr. Kraithip Krairiksh	Audit Committee and Independent Director	May 27, 2009
3.	Mrs. Narumol Noi-am	Director	April 5, 2013

The Board with recommendation by the Nomination and Remuneration Committee, proposes the Shareholder to re-elect the retiring directors serving for another term. Nevertheless, in recruitment of an Independent Director for the vacant position, the Boards having an opinion that Mr. Kraithip Krairiksh who is a qualified person and has been serving as Independent Director for 3 terms, he has completed his duty and being independent effectively. Thus, as he resuming the position for another term, he will carry on being Independent role.

**Agenda 6:** To consider and approve the director's remuneration of year 2018

**Board's proposal:** With recommendation of the Nomination and Remuneration Committee, in consideration of various factors such as the Board's duty and responsibility, the company performance, the current number of the Board members, and the remuneration of other organization in the same sector; the Board proposes the Shareholder to fix the 2017 director's remuneration according to the Company Article of Association as the followings:

- (1) Gratuity : The Boards will accept the gratuity amount total Baht 11,000,000.- Such gratuity shall be allocated by the Board among themselves.
- (2) Meeting allowance : Approval of the Boards' meeting allowance as the followings:

	Board of Director	Audit Committee	Other Committees
Chairman	50,000 / meeting	25,000 / meeting	25,000 / meeting
Director	25,000 / meeting	20,000 / meeting	20,000 / meeting

**Agenda 7:** To consider appointment of the company's auditors for the fiscal year 2018 and fix remuneration for the auditors

**Board's proposal:** With recommendation of the Audit Committee, the Board proposes the Shareholders to appoint the following auditors From EY Office Limited to be Company's auditors for the fiscal year 2018 namely:

List of Auditors to be Appointed	CPA License No.	Commencement of Services
(1) Mr. Wichart Lokatekrawee and/or	4451	2011-2015
(2) Ms. Kamontip Lertwitworatep and/or	4377	2016-2018
(3) Ms. Siriwan Suratepin and/or	4606	
(4) Mrs. Sarinda Hirunprasurtwutti	4799	

And, to fix the auditors remuneration at total Baht 1,450,000.- (One million four hundred and fifty thousand Baht) which is the same amount as previous year comprised of

<b>Audit fee / year (Baht)</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Quarterly (3 quarter)	627,000.-	627,000.-	627,000.-
Annual Fee	823,000.-	823,000.-	693,000.-
<b>Total Audit Fee</b>	<b>1,450,000.-</b>	<b>1,450,000.-</b>	<b>1,320,000.-</b>

The auditors of the Company and subsidiaries are from EY Office Limited of which the firm and nominated auditors have no relationship neither nor conflict of interests with the Company, associates, subsidiaries, executives, major shareholders or related persons of the aforesaid parties. Therefore, they are independent in auditing and providing their opinion on the financial statements.

**Agenda 8:** Other (if any)

Please kindly be informed accordingly.

Sincerely yours,

Chairat Panthuraamphorn, M.D.  
Managing Director & CEO

Executive Office  
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