



No. KDH 17/2017

March 15, 2017

Subject: Invitation to the Annual General Meeting of Shareholders No. 40/2017

To: Shareholders of Thonburi Medical Centre Public Company Limited

Enclosures:

1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 39/2016 held on April 11, 2016.
2. 2016 Annual Report in CD ROM Format.
3. Profiles of the proposed nominated person to replace retiring directors by rotation.
4. Information and definition in respect of Independent Directors who may be appointed as the Shareholders' Proxy.
5. Clarification on Procedures regarding meeting registration, appointing proxy, required documentation and evidence to be presented at the Meeting.
6. Company's Articles of Association related to the Shareholders Meeting.
7. Map of the venue of the shareholders meeting.
8. Proxy Form A, Form B and Form C.
9. Meeting Registration Form for the Annual General Meeting of Shareholders No. 40/2017

The Board of Directors Meeting resolved to call for the Annual General Meeting of Shareholders No. 40/2017 on Monday April 10, 2017 at 01:30 pm. at the Conference Room, 12th Floor, Samitivej Thonburi Hospital, located at 337 Somdetphachaotaksin Road, Samre, Thonburi, Bangkok to consider the following agenda:

- Agenda 1:** To approve the Minutes of the Annual General Meeting of Shareholders No. 39 of year 2016.
Board's proposal: The Board proposes the Shareholders to approve Minutes of the Annual General Meeting of Shareholders No. 39 of year 2016 dated April 11, 2016, be approved.
- Agenda 2:** To acknowledge the report of the Board of Directors on 2016 operational results.
Board's proposal: Shareholders to acknowledge of the Company' 2016 operational results.
- Agenda 3:** To consider and approve the Financial Statement of year 2016.
Board's proposal: The Board with recommendation by the Audit Committee, proposes the Shareholders to approve the Company's audited Financial Statements of the fiscal year ending December 31, 2016.
- Agenda 4:** To consider and approve not to allot annual 2016 profit and not to make dividend payment.
Board's proposal: The Board proposes the shareholders to approve not to allot annual 2016 profit and not to make dividend payment as the Company still has deficit retained earnings.



Agenda 5: To consider the election of new Directors replacing Directors who retire by rotation in the year 2017.

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 7 directors, thus, there are 3 retiring directors in year 2017 comprised of Mr. Sombut Uthaisang, Mr.Pradit Theekakul and Pol.Maj.Gen. Chumsak Pruksaphong, M.D. The Board with recommendation by the Nomination and Remuneration Committee, proposes the Shareholders to re-elect the retiring directors serving for another term.

Agenda 6: To consider appointment of the Company's auditors for the fiscal year 2017 and fix remuneration for the auditors.

Board's proposal: With recommendation of the Audit Committee, the Board proposes the Shareholders to appoint the auditors from EY Office Limited namely:

- (1) Mr. Wichart Lokatekrawee Auditor number 4451 and/or
- (2) Ms. Kamontip Lertwitworatep Auditor number 4377 and/or
- (3) Ms. Siriwan Suratepin Auditor number 4606

to be Company's auditors for the fiscal year 2017 and fix the remuneration at total Baht 925,000.- which increases at 12% of the previous year comprised of

Three Quarterly Review at Baht 110,000.- each	330,000.- Baht
Annual Fee	595,000.- Baht
Total	925,000.- Baht

Agenda 7: To consider and approve the director's remuneration of year 2017.

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 Shareholders to fix the 2017 director's remuneration at the same rate as previous year and according to the Company Article of Association as the followings:

- (1) Gratuity : The Boards will accept the gratuity amount total Baht 600,000.-, 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
Chairman	15,000 / meeting	15,000 / meeting
Director	10,000 / meeting	10,000 / meeting

Agenda 8: Other (if any)

In addition, the Board of Directors Meeting has resolved to set the date to determine the list of shareholder who is entitled to attend the 2017 Annual General Meeting of Shareholders on March 15, 2017 (Record Date), and to gather (the Book Closing Date) on March 16, 2017 for the name list under Section 225 of the Securities and Exchange Act B.R. 2535.



บริษัท ธนบุรี เมดิคอล เซ็นเตอร์ จำกัด(มหาชน)
Thonburi Medical Centre Public Company Limited

The shareholders are cordially invited to attend the 2017 Annual General Meeting of Shareholders accordingly. In the event that a shareholder is not able to attend the Meeting in person and intends to appoint another person to be a proxy to attend the Meeting and vote on his or her behalf, please use Proxy Form A, Form B and Form C as set out in *Enclosure no. 8*. In order to protect his/her rights and benefits in the case that a shareholder is not able to attend the Meeting him/herself and wishes to appoint the Independent Director to attend the Meeting and vote on his or her behalf, such shareholder can appoint the Independent Directors of the Company according to the name list and details set out in *Enclosure no. 4* to attend and vote on behalf of the shareholder.

In this regard, the Company would like you to review the procedures regarding the Meeting registration, appointing of proxy, documentation and evidence which are to be presented at the date of the Meeting, as set out in *Enclosure no. 5*. The Company will commence the Meeting subject to its Articles of Association as set out in *Enclosure no. 6*.

In order to facilitate the registration of attending the Annual General Shareholder Meeting No. 40/2017, please bring the Registration Form, *Enclosure no. 9*, and present to the registration officer at the meeting. The Company will allow the shareholders and their proxies to register attending the Meeting from 12:30 hrs. on the Meeting date and location mentioned above as set out in the map of venue of the Meeting, *Enclosure no. 7*.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Nivat'.

Nivat Jeegungwal, M.D.
Managing Director