

**Notice of the Annual General Meeting of Shareholders
No. 25 for Year 2018**

Bumrungrad Hospital Public Company Limited



Wednesday, 25th April 2018 at 2:00 pm
Conference Center 21st Floor, Bumrungrad International Clinic Building
33 Sukhumvit Road, Soi 3 (Nana Nua), Vadhana, Bangkok 10110

(Registration will start at 12:00 pm)

Table of Contents

Notice of Annual General Meeting of Shareholders No. 25 for year 2018	1
--	----------

Enclosures to the Notice of Annual General Meeting of Shareholders No. 25	
1. Copy of the minutes of Annual General Meeting of Shareholders No. 24 for year 2017	9
2. Annual Report for Year 2017	attached
3. Rules and procedures for proposing directors' remuneration	19
4. Candidates proposed for appointment as the Company's directors	20
• Election rules and regulations for directors and management	20
• Profiles of candidates proposed for appointment as the Company's directors to replace the directors who are retiring by rotation	21
Independent directors	22
• Definition of "Independent Director"	22
• Profile of the candidate proposed for appointment to replace the retired independent directors	23
5. Details of the auditors and audit fees	26
6. Proposed amendment to the Memorandum of Association to be in line with the conversion of preferred shares into ordinary shares	27
7. Part of the Company's Articles of Association relating to the general meeting of shareholders	28
8. Details of the documents required prior to attending the meeting, proxy form, registration, and voting in the Shareholders' Meeting	32
9. Profile of the independent director for shareholders who wish to appoint her as a proxy	36
10. Map to Bumrungrad Hospital Public Company Limited	37
11. Proxy Form A and Form B according to the Notification of the Department of Business Development, Ministry of Commerce	38
12. Registration Form	attached

Note: Notice of the Annual General Meeting of Shareholders and the enclosures are available on the Company's website (www.bumrungrad.com/investor) from 23 March 2018 onwards. The Company has published the shareholders' rights, procedures, and timeline for proposing agenda items to the Board of Directors for inclusion in this invitation on its website. The publication also included the shareholders' rights, procedures, and timeline for proposing candidates to the Board of Directors or the Nomination Committee for election as the Company's directors.

For additional information, please contact:

Ms. Pantip Chirakarnjanakorn +66 (0) 2011 4956
Ms. Jidapa Pupiromrat +66 (0) 2011 5929

**Notice of Annual General Meeting of Shareholders
No. 25 for Year 2018
Bumrungrad Hospital Public Company Limited**

Ref: IR 61/02

3 April 2018

Subject: Invitation to Annual General Meeting of Shareholders No. 25 for Year 2018

To: Shareholders
Bumrungrad Hospital Public Company Limited

Enclosures:

1. Copy of the minutes of Annual General Meeting of Shareholders No. 24 for year 2017
2. Annual Report for year 2017
3. Rules and procedures for proposing directors' remuneration
4. Candidates proposed for appointment as the Company's directors
5. Details of the auditor and audit fees
6. Proposed amendment to the Company's Memorandum of Association to be in line with the conversion of preferred shares into ordinary shares
7. Part of the Company's Articles of Association relating to the general meeting of shareholders
8. Details of the documents required prior to attending the meeting, proxies, registration, and voting in the Shareholdings' Meeting
9. Profile of the independent director for shareholders who wish to appoint her as proxy
10. Map to Bumrungrad Hospital Public Company Limited
11. Proxy Form A and Form B, according to the Notification of the Department of Business Development, Ministry of Commerce guideline
12. Registration Form

The Board of Directors Meeting of Bumrungrad Hospital Public Company Limited No. 1/2018, held on 21 February 2018, resolved to convene Annual General Meeting of Shareholders No. 25 for year 2018 on Wednesday, 25 April 2018, at 2:00 pm, at the Conference Center, 21st Floor, Bumrungrad International Clinic Building, No. 33, Sukhumvit Road, Soi 3 (Nana Nua), Khlong Toei Nua Sub-district, Vadhana District, Bangkok, to consider the following agenda.

Agenda 1 To adopt minutes of Annual General Meeting of Shareholders No. 24 for year 2017, held on Wednesday, 26 April 2017

Rationale: Annual General Meeting of Shareholders No. 24 was held on Wednesday, 26 April 2017, a copy of the minutes of which is attached as Enclosure 1.

Opinion of the Board: The Board of Directors is of the opinion that the minutes have been recorded comprehensively and accurately, and recommend that the minutes be adopted.

Agenda 2 To acknowledge the Board of Directors' report on the Company's operations for year 2017

Rationale: The report of the Company's operations and other important information for year 2017 are shown in the annual report attached as Enclosure 2.

Opinion of the Board: The Board of Directors agree that the Company's operations should be presented to the shareholders for their acknowledgement.

Agenda 3 To consider and approve the audited statements of financial position and income statements for the year ending on 31 December 2017

Rationale: The statements of financial position and income statements for the year ending on 31 December 2017 were audited and certified by the Company's auditor, and considered by the Audit Committee, details of which are shown in the Financial Information section of the Company's annual report, attached as Enclosure 2.

Opinion of the Board: The Board of Directors resolved that the shareholders' meeting considers and approves the Company's statements of financial position and income statements for the year ending on 31 December 2017, as audited and certified by the Company's auditor, EY Office Limited, and considered by the Audit Committee.

Agenda 4 To consider and approve the appropriation of net profit for fiscal year 2017 and the declaration of dividends, and to acknowledge the payment of interim dividend

Rationale: The Company's dividend policy takes into consideration the Company's performance, financial structure and status, investment plans, consistency of dividend payment, and the economic environment, without a fixed dividend payout ratio. For the year 2017, the Company reported consolidated net profit of Baht 3,943,889,207, and did not have retained losses, and therefore the Company is able to consider a dividend payment to shareholders. Article 4.1 of the Company's Article of Association states that when the Company has net profit which can be distributed to shareholders, the preferred shareholders will receive dividends before the ordinary shareholders. In any year in which dividends distributed to the preferred shareholders reach 15% of the Company's capital as represented by the preferred shares, the balance of the profit shall be distributed to the ordinary shareholders in any amount as determined by the shareholders' meeting. In any year that the Company is able to distribute dividends equal to more than 15% of its capital, the shareholders of both types shall receive the dividends equally.

Details of the appropriation of net profit and proposed dividend payment as compared with the previous year are as follows:

Details of Profit Appropriation	2017	2016
1. Net profit (million baht)	3,943.89	3,626.17
2. No. of preferred and ordinary shares (shares)	730,052,222	730,052,222
3. Dividends (Baht/share)	2.70	2.50
- Interim dividends (Baht/share)	1.00	0.95
- Final dividends (Baht/share)	1.70	1.55
4. Total dividend amount (million baht)	1,971.14	1,825.13
5. Dividend payout ratio	50.0%	50.0%
6. Appropriation of profit as reserves (million baht)	-	-

The proposed dividends for the year 2017 equal more than 15% of the Company's total capital. Therefore, the dividend will be paid to all preferred and ordinary shareholders equally, in accordance with the Company's Dividend Payment Policy and the Company's Articles of Association.

As of the end of 2017, the Company has statutory reserves of Baht 92,275,000, which equal more than 10% of the Company's registered capital, and therefore the Company did not appropriate additional profit to the reserve fund in 2017.

Opinion of the Board: The Board of Directors resolved that it was appropriate to propose to the shareholders' meeting to consider and approve the payment of dividends for the year

2017 from the consolidated net profit at the rate of Baht 2.7 per share, amounting to Baht 1,971.14 million, or 50% of consolidated net profits for 2017.

In addition, the Board of Directors will report to the shareholders' meeting so they can acknowledge that the interim dividend of Baht 1.00 per share, totaling Baht 730.05 million, was paid on 6 September 2017.

Therefore, the remaining dividends of Baht 1.7 per share, totaling Baht 1,241.09 million (for an operating period from 1 July 2017 to 31 December 2017) will be paid to all preferred and ordinary shareholders whose names existed on the record date, 8 March 2018. The proposed date for dividend payment is 8 May 2018.

The payment of dividends for the year 2017 will be payable out of the Company's net profit, and taxable at the rate of 20 percent.

Agenda 5 To consider and approve the election of directors to replace the directors who will retire by rotation

Rationale: According to article 23 of the Company's Articles of Association, in every annual general meeting of shareholders, one-third of the directors must retire from the office. In this meeting, there are four directors who will retire by rotation:

- | | | | |
|----|-------------|-------------|--|
| 1. | Mrs. Linda | Lisahapanya | Managing Director and Chairman of the Investment Committee |
| 2. | Mr. Soradis | Vinyaratn | Independent director and member of the Audit Committee |
| 3. | Mr. Prin | Chirathivat | Independent director and member of the Audit Committee |

The Company has given the opportunity to shareholders to nominate candidates with appropriate knowledge, skills, and qualifications to be considered as the Company's directors from November 2017 to January 2018. However, none of the shareholders have nominated a candidate.

The Nomination and Remuneration Committee has considered the qualifications of directors as prescribed in the rules and regulations, the Company's Articles of Association, and the Board of Directors' Charter, and agreed to propose the re-appointment of the three directors whose terms will expire by rotation for another term to the shareholders' meeting. They are as follows:

- | | | | |
|----|-------------|-------------|--|
| 1. | Mrs. Linda | Lisahapanya | Managing Director and Chairman of the Investment Committee |
| 2. | Mr. Soradis | Vinyaratn | Independent director and member of the Audit Committee |
| 3. | Mr. Prin | Chirathivat | Independent director and member of the Audit Committee |

The profiles of the candidates proposed for appointment as the Company's directors are attached in Enclosure 4.

Opinion of the Board: The Board of Directors, excluding directors with vested interest, agrees with the Nomination and Remuneration Committee, and recommended that the

shareholders' meeting re-appoint the three directors who will retire by rotation in 2018, namely Mrs. Linda Lisahapanya, Mr. Soradis Vinyaratn, and Mr. Prin Chirathivat, as directors of the Company for another term.

Agenda 6 To consider and approve the directors' and committee members' remuneration for the year 2018

Rationale:

Rules and procedures for proposing Directors remuneration

The Board of Directors has a policy to set the directors' and committee members' remuneration to be at the appropriate level, in accordance with the duties and responsibilities of the directors and committee members, taking into consideration the overall economic situation, and comparison with other companies in the industry. Directors' remuneration consists of annual remuneration and meeting attendance remuneration. The duties, responsibilities, and remuneration of the directors are shown in the Management Section of the Company's annual report, attached as Enclosure 2.

Remuneration elements

In 2018, the Nomination and Remuneration Committee considered the results of Company's operation, the general economic situation, and comparison between the Company's directors' remuneration and that for other companies in the same industry, and deemed it appropriate to propose the directors' and committee members' remuneration as follows to the shareholders for their approval.

Remuneration of directors and committee members for the Year 2018 shall total no more than Baht 22.20 million.

1. Directors' meeting remuneration for the year 2018 be the same rate as in 2017:

Board of Directors	2018	2017
	Meeting remuneration (Baht/person/meeting)	Meeting remuneration (Baht/person/meeting)
- Chairman	50,000	50,000
- Vice Chairman	40,000	40,000
- Director	30,000	30,000

2. Committee members' meeting remuneration for the year 2018 be the same as in 2017:

Meeting Remuneration for 2018 (Baht/person/meeting)	Audit Committee		Nomination and Remuneration Committee		Investment Committee		Bumrungrad International Hospital, Bangkok Governing Board	
	2018	2017	2018	2017	2018	2017	2018	2017
- Chairman	50,000	50,000	50,000	50,000	50,000	50,000	25,000	25,000
- Committee members	30,000	30,000	30,000	30,000	30,000	30,000	*20,000	*20,000

* Only for members that are not management of the company

3. Directors' annual remuneration for the year 2018 be the same as in 2017, and a total of no more than Baht 10.54 million shall be allocated by the Chairman of the Board of Directors.

Board of Directors	2018	2017
	Directors' Annual Remuneration (Baht/person/year)	Directors' Annual Remuneration (Baht/person/year)
- Chairman	Baht 10.54 million, which shall be allocated by the Chairman of the Board of Directors	1,400,000*
- Vice Chairman		1,040,000*
- Director		980,000*

* The actual amount allocated in 2017

4. Directors' special remuneration for the year 2018 be a total of no more than Baht 5.7 million shall be allocated by the Chairman of the Board of Directors.

Board of Directors	2018	2017
	Directors' Special Remuneration (Baht/person/year)	Directors' Special Remuneration (Baht/person/year)
- Chairman	Baht 5.7 million, which shall be allocated by the Chairman of the Board of Directors	None
- Vice Chairman		
- Director		

* The actual amount allocated in 2017

Opinion of the Board: The Board of Directors agrees with the Nomination and Remuneration Committee, and recommends that the shareholders' meeting approve the directors' and committee members' remuneration for the year 2018, as well as the special compensation of directors for the year 2018 as proposed.

Agenda 7 To consider and approve the appointment of the auditor, and to fix the audit fees for year 2018

Rationale: The Audit Committee has proposed the appointment of Ms. Vissuta Jariyathanakorn, Certified Public Accountant No. 3853, Ms. Sumalee Reewarabandith, Certified Public Accountant No. 3970, and Ms. Kosum Cha-em, Certified Public Account No. 6011 of EY Office Limited, to the Board of Directors for proposal to the shareholders as the Company's auditors for the year 2018, and the fixing of the audit fees to be no more than Baht 3,210,000. Additional details of the proposed auditor and audit fees are attached in Enclosure 5.

The Audit Committee is of the view that EY Office Limited has provided efficient services for the Company and is familiar with the hospital business, and the proposed audit fee is appropriate and at the same level as other companies in the same industry.

Opinion of the Board: The Board of Directors concurs with the Audit Committee's proposal to the shareholders' meeting to appoint Ms. Vissuta Jariyathanakorn, Certified Public Accountant No. 3853, Ms. Sumalee Reewarabandith, Certified Public Accountant No. 3970, and Ms. Kosum Cha-em, Certified Public Account No. 6011, of EY Office Limited, as the Company's auditors for the year 2018, and the fixing of the audit fees to be no more than Baht 3,210,000.

Agenda 8 To consider and approve the amendment to clause 4 of the Company's Memorandum of Association with respect to the registered capital, to be in line with the conversion of preferred shares to ordinary shares in 2018

Rationale: The Company's Board of Directors' Meeting No. 5/1998, held on 11 November 1998, resolved that preferred shares can be converted into ordinary shares at the rate of one preferred share to one new ordinary share in February of each year.

In February 2018, preferred shareholders exercised their rights to convert 62,500 preferred shares to ordinary shares. Therefore, clause 4 of the Memorandum of Association, pertaining to the types of shares of the registered capital must be amended, as detailed in Enclosure 6.

Opinion of the Board: The Board of Directors recommends that the shareholders' meeting approve the amendment to clause 4 of the Company's Memorandum of Association to be in line with the conversion of preferred shares to ordinary shares, as required by law.

Agenda 9 Other business (if any)

Kindly attend the meeting at the date, time and venue mentioned above. The registration will start at 12:00 p.m.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy, either Form A or Form B, as per Enclosure 11. You may alternatively download the proxy form; Form A, Form B or Form C (only for overseas investors who appoint custodians to vote on their behalf), from the Company's website: www.bumrungrad.com. Please use only one of the forms provided.

Should you wish to appoint an independent director as your proxy, you may appoint Ms. Sophavadee Uttamobol, whose details appear in Enclosure 9.

Yours sincerely,



(Dr. Chanvit Tanhiphat, MD)
Vice Chairman



(Mrs. Linda Lisahapanya)
Director and Managing Director