

Ref No. 56/2017
October 11, 2017

Subject : Invitation to shareholders to propose the 2018 Annual General Shareholder's Meeting agenda and Names of Director Nominees in advance

To The President
The Stock Exchange of Thailand

Vibhavadi Medical Center Public Company Limited (VIBHA) would like to inform that, according to the good corporate governance regarding the equitable treatment of shareholders, VIBHA would like to invite the shareholders to propose agenda of 2018 Annual General Shareholders' Meeting and names of qualified candidates to be nominated for selection as VIBHA board of directors in compliance with the criteria as announced on the Company's website "<http://www.vibhavadi.com>" from now to February 28, 2018

Yours sincerely,

(Mr. Chaisith Viriyamettakul)
Managing Director

Secretary Office

- Telephone No : 0-2561-1111 ext. 2421, 2424, 2427
- Fax No : 0-2561-1462

Criteria for Minority Shareholders to propose 2018 AGM Agenda and Director Nominee in advance

1. Objective
2. The Qualification of Shareholder
3. Proposal of agenda
4. The Nomination of the Director
5. Consideration Procedure

1. Objective

Vibhavadi Medical Center Public Company Limited realizes the importance of shareholders and according to the good corporate governance regarding, VIBHA has set up the criteria to authorize minority shareholders to propose the agenda and the director nominees prior to the AGM. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the company and the qualified director nominees will be select and can perform their duties effectively to attain the highest benefits of the company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

2. The Qualification of Shareholder

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows :

2.1 Being the shareholder of the company which can be either one shareholder or combined shareholders.

2.2 Holding minimum shares not less than 1,000,000 shares.

2.3 Must have continuously held those shares in 2.2 for at least one year by the date the shareholder proposes the agenda or director nominee.

3. Proposal of Agenda

The shareholder who possesses qualification according to the criteria No. 2 must submit the form of AGM Agenda Proposal (FORM. 1) and affix the name as evidence below with other support document beneficial for board consideration

4. The Nomination of The Director

4.1 The shareholder who possesses qualification according to the criteria No. 2 must submit the form of nominating director (FORM. 2) to the Board with the nominee's consent the curriculum vitae of the nominee and other support document beneficial for board consideration

4.2 Director Qualification

4.2.1 Having qualification according to the Public Company act, Securities and Exchange Act and the Good Corporate Governance of the Company

4.2.2 Being knowledge capable and having skill of finance, accounting, legal, business administration, physician

4.2.3 Should not have conflict of interest with the company

4.2.4 Being dedicated and be able to perform director's duties with care and loyalty, Nominees should attend the Directors meeting regularly

5. Consideration Procedure

5.1 The shareholder who possesses qualification to the criteria No. 2 must submit the form of the AGM Agenda proposal (Form 1) and / or the form of nominating director (Form 2) with the support document according to the criteria No. 3 and No. 4.1 to corporate secretary office address at Vibhavadi Medical Center Public Company Limited 51/3 Ngarmvongvan Road, Chatuchak, Bangkok 10900 within February 28, 2018

5.2 VIBHA will cut off rights of shareholders if founded that information provided is incomplete or incorrect or those shareholders cannot be contact, or shareholders are not considered fully qualified.

5.3 The Proposal or the name of nominee approved by the board along with the board companion will be included in the agenda of the AGM notice. For the proposal or the name of nominee disapproved by the board, the company will inform the shareholders within March, 2018.

Form to Propose AGM Agenda

(1) I am (Mr./Mrs./Miss)....., being the shareholder of Vibhavadi Medical Center Public Company Limited, holding.....shares, residing at.....Road..... District.....Province.....Mobile Phone Number..... Home/Office Phone.....E-mail address (if any).....

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year 2018 Subject.....

Proposal for consideration and have support information beneficial for consideration (such as fact or reason etc.)

.....
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.....

and other support documents (if any) have been enclosed and certified true copy at every page,.....pages in total.

I certify that all information written in this Form 1, the evidence of shares' held, the and other support documents are correct and affix the name as evidence below

.....Shareholder's Signature
(.....)
Date.....

Remarks 1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock exchange of Thailand (set). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form 1 must be enclosed and certified true copy

2. This form 1 must be delivered to the Company within February 28, 2018 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.

3. In case one or many shareholder propose more than one agenda, the Form 1 must be filled separately in each agenda.

4. In case shareholder have their title, name, or surname changed, The copy of evidence of those changes must be enclosed and certified true copy.

5. VIBHA will cut off rights of shareholders if founded that information provided is incomplete or incorrect or those shareholders cannot be contact, or shareholders are not considered fully qualified.

Form to Nominate Director
Of
Vibhavadi Medical Center Public Company Limited

(1) I am (Mr./Mrs./Miss)....., being the shareholder of Vibhavadi Medical Center Public Company Limited, holding.....shares, residing at.....Road.....District..... Province..... Mobile Phone Number..... Home/Office Phone..... E-mail address (if any).....

(2) I would like to nominate (Mr./Mrs./Miss)..... Age.....who is fully qualified in accordance with No.4 of the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclosed and certified true copy at every page,.....pages in total.

I certify that all information written in this Form 2 the evidence of shares' held, the evidence of consent and other support documents are correct and affix the name as evidence below

.....Shareholder's Signature
(.....)
Date.....

(4) I am (Mr./Mrs./Miss)....., the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

.....Director nominee's Signature
(.....)
Date.....

Remarks 1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET) In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form 2 must be enclosed and certified true copy.

2. This Form II must be delivered to the Company within February 28, 2018 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.

3. In case one or many shareholders nominate many director nominees, the Form 2 must be filled separately according the criteria no.4

4. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

5. VIBHA will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.

6. Director Qualification

6.1 Having qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

6.2 Being knowledgeable capable, and having the skill of finance, accounting, legal, business administration, physician.

6.3 Should not have conflict of interest with the Company

6.4 Being dedicated and be able to perform director's duties with care and loyalty, Nominees should attend the Directors meeting regularly.