



**PHYATHAI**  
HOSPITAL

โรงพยาบาลพญาไท

**Invitation to the Annual General Meeting  
for the year of 2010**

**Prasit Patana Public Company Limited**

On Friday the 23<sup>rd</sup> of April 2010, at 14.00 hrs.

At the Meeting Room on 9<sup>th</sup> Floor, Phyathai 2 Hospital Parking Building

943 Phaholyothin Road, Samsennai Sub-District, Phayathai District,

Bangkok 10400

PP. 033/010/2010

1 April 2010

RE: Invitation to the 2010 Annual General Meeting

To: Shareholders of Prasit Patana Public Company Limited

- Enc.:
1. A copy of the minutes of the Annual General Meeting for the year of 2009;
  2. An Annual Report of 2009;
  3. Preliminary information about the appointment of additional directors and the directors to replace those whose terms have expired;
  4. Preliminary information about the Auditors;
  5. Articles in the Articles of Association relating to the shareholders' meeting;
  6. The list of documents and evidences that must be presented in order to attend the shareholders' meeting; Proxy Form; and
  7. Details of each of the independent directors in the case where any shareholder appoints any such independent director as his proxy;
  8. Proxy Form; and
  9. Map of the venue of holding the shareholders' meeting.

The Board of Directors of Prasit Patana Public Company Limited has passed the resolution to hold the 2010 Annual General Meeting on Friday the 23<sup>rd</sup> of April 2010, at 14.00 hrs. at the Meeting Room on 9<sup>th</sup> Floor, Phyathai 2 Hospital Parking Building, No. 943, Phaholyothin Road, Samsennai Sub-District, Phyathai District, Bangkok 10400. The agenda of the Meeting are as follows:

**Agenda 1: To consider and approve the minutes of the Annual General Meeting of year 2009.**

Objectives and Reasons: The Company held the Annual General Meeting for the year of 2009 on the 24<sup>th</sup> of April 2009 and the meeting considered several matters as stipulated by law. The Company already publicized the result of such meeting in the Company's website, [www.phyathai.com](http://www.phyathai.com). A copy of the minutes of such meeting is attached herewith (as Attachment No.1).

Board's opinion: The Board deems it appropriate to recommend to the shareholders' meeting to approve the minutes of the 2008 Annual General Meeting held on the 25<sup>th</sup> of April 2009, the minutes of which the Board deems to contain correct record.

**Agenda 2: To acknowledge the Board's report on the Company's operation results for the year 2009.**

Objectives and Reasons: To report the Company's operation results for 2009. Details are shown in the Annual Report of the Board of Directors attached herewith (as Attachment 2).

Board's opinion: The Board deems it appropriate to recommend to the shareholders' meeting to acknowledge such report on the Company's operation results for the year of 2009.

**Agenda 3: To approve the balance sheet and the income statements for the period ending 31 December 2009.**

Objectives and Reasons: Section 112 of the Public Company Act, B.E. 2535 and Article 23 of the Articles of Association of the Company calls for the preparation of a balance sheet and an income statement by the Board of Directors at the end of each accounting year of the Company and for submission of the same to the shareholders' meeting during the relevant annual general meeting. Such balance sheet and income statements for the accounting year ending 31<sup>st</sup> of December 2009 has already been reviewed by the Audit Committee and audited by the auditors. The details appear in the "Financial Statements" section of Annual Report (Attachment 2).

Board's opinion: The Board deems it appropriate to recommend to the shareholders' meeting to approve the balance sheet and the income statement for the period ending 31<sup>st</sup> of December 2009 that have been approved by the Audit Committee and audited by the auditor.

**Agenda 4: To acknowledge the operation results of the Company and to concur that there be no dividend payable for the year of 2009.**

Objectives and Reasons: The Company has a policy to pay dividend to shareholders as deemed appropriate by the Board of Directors, taking into account the Company's annual operation results. Dividend payment must also be approved by the shareholders' meeting.

Board's opinion: The Board deems it appropriate to recommend the shareholders' meeting to acknowledge the operation results of the Company and to concur that there be no dividend payable for the year 2009 because the Company still has accumulated loss. Under Section 115 of the Public Company Act B.E. 2535, a company is not allowed to pay any dividend if it has accumulated loss.

**Agenda 5: To approve an appointment of new replacement directors to replace those who resigned and elect new directors to replace those who retired by rotation.**

Objectives and Reasons: The shareholders meeting have to appoint new directors to replace those who resigned and elect new directors in accordance with Article 12 of the Company's Articles of Association which requires that at each annual general meeting, one-third of directors must resign, if the number of directors is not a multiple of three, the number nearest to one-third must retire from office. The list of directors whose terms have expired by rotation for this year (as shown in Attachment 3) are as follows:

1. Mr. Wichai Thongtang : Chairman of the Board
2. Dr. Siri Ganjarendee : Vice Chairman / Chairman of the Executive Director
3. Mr. Att Thongtang : Director / Executive Director
4. Mr. Nuttawut Phowborom : Independent Director / Audit Committee Member /  
Chairman, Remuneration Determination and Nomination  
Committee
5. Mr. Wisait Panutat : Director / Remuneration Determination and Nomination  
Committee

Board's opinion: The Board deems it appropriate to propose to the Shareholders' meeting to:

- Appoint Mr. Yanchai Tantiratapong as a director to replace Mr. Taratorn Premsoontorn who resigned because Mr. Yanchai Tantiratapong is a person who possesses knowledge and

competency that are valuable to the Company as proposed by the Remuneration Determination and Nomination Committee.

- Appoint the directors that are due to retire by rotation to be directors for another term since they are qualified, knowledgeable, and experienced people with good work record and they have been attending Board meetings regularly besides providing useful counsel on the administrative aspects. The list of these directors are as follows:

1. Mr. Wichai Thongtang : Chairman of the Board
2. Dr. Siri Ganjarendeey : Vice Chairman / Chairman of the Executive Director
3. Mr. Att Thongtang : Director / Executive Director
4. Mr. Nuttawut Phowborom : Independent Director / Audit Committee Member /  
Chairman, Remuneration Determination and Nomination Committee
5. Mr. Wisait Panutat : Director / Remuneration Determination and Nomination Committee

**Agenda 6: To approve the remunerations for directors.**

Objectives and Reasons: The directors' remunerations should be commensurate with their capabilities and responsibilities. The Remuneration Determination Committee has duly considered and compared the Company's directors' remunerations with those of the registered companies in the SET of similar business type and size and hence has allocated the meeting allowances to the directors and members on various committees in accordance with their scope of duty as per the 2009 Annual Report under the caption of "The Management".

Board's opinion: The Board deems it appropriate to recommend the shareholders' meeting to approve the remunerations for the directors and for members on various committees for the year 2010 in the form of meeting allowances in an aggregate amount of Baht 2,300,000 per year, being the same as the year before. In sum, the meeting allowances for committees are as follows:

<b>Position</b>	<b>Meeting allowances for the year 2010 (payable only to directors attending the relevant meeting)</b>
<b>Board of Directors</b>	
Chairman of the Board of Directors	20,000 baht/person/meeting
Vice Chairman of the Board of Directors	15,000 baht/person/meeting
Thirteen Directors	10,000 baht/person/meeting
<b>Audit Committee</b>	
Chairman of the Audit Committee	20,000 baht/person/meeting
Two Audit Committee members	10,000 baht/person/meeting
<b>Executive Board of Directors</b>	
Chairman of the Executive Board of Directors	15,000 baht/person/meeting
Non-Executive Director	10,000 baht/person/meeting
<b>Remuneration Determination Committee</b>	
Chairman of the Remuneration Determination Committee	15,000 baht/person/meeting
Two Non-Executive Directors	10,000 baht/person/meeting

**Agenda 7: To approve the appointment of the auditor and to determine the remuneration of the auditor for the year 2010.**

Objectives and Reasons: To comply with Section 120 of the Public Companies Act, B.E. 2535 which stipulates that at every annual general meeting, an auditor is to be appointed and its remuneration approved. The appointment of the previous auditor is allowed.

Opinion of the Board and of the Audit Committee: After due consideration, the Audit Committee and the Board are of the opinion that since KPMG Phoomchai Audit Company Limited is an audit firm with good reputation, independent and has no conflicting interest with the Company, the Company's subsidiaries, the Management, the majority shareholders or the persons related to the above persons, and has not provided other services to the Company or its subsidiaries against fees higher than the audit fee and since KPMG Phoomchai Audit Company Limited has performed satisfactorily, the Board therefore deems it appropriate to recommend for approval by the shareholders' meeting the appointment of KPMG Phoomchai Audit Company Limited as the Company's auditor for the year 2010 with the audit fee being fixed at Baht 1,450,000, being equal to same as that for the year of 2009, by proposing the existing auditor whose name appears below:

- |    |              |                 |              |           |    |
|----|--------------|-----------------|--------------|-----------|----|
| 1. | Mr. Nirand   | Lilamethwat     | Registration | No. 2316, | or |
| 2. | Miss Boonsri | Chotepaiboonpan | Registration | No. 3756, | or |
| 3. | Mr. Vichien  | Thamtrakoon     | Registration | No. 3183, | or |
| 4. | Mr. Charoen  | Poosamritlert   | Registration | No. 4068. |    |

- Auditor No. 1 signed in the financial statements of the Company between 2007 and 2008;
- Auditor No. 2 who signed in the financial statements of the Company in 2009 and the subsidiaries between 2007 and 2008;
- Auditors 3 and 4 have never signed in the financial statements of the Company and its subsidiaries.

Any of the above auditors will be authorized to audit and present his/her opinion in the financial statements of the Company. The bio-data and work experiences of these four auditors are included in the Attachment 4.

**Agenda 8: To consider other matters (if any)**

All shareholders are invited to attend the shareholders' meeting on the date, time and place specified above. The shareholders will be able to register for attending the meeting from 13.00 hrs. onwards. If you are unable to attend the meeting in person and wish to appoint a proxy to attend the meeting and vote on your behalf, please prepare a proxy form which is to be completed and duly signed together with accompanying documents or evidence in order to be allowed to attend the meeting. The list of documents and proxy form are enclosed herewith.

Incidentally, the Company determined the list of shareholders who have right to attend the Annual General Meeting for the year 2010, on March 10, 2010, and the book closing date will be made on March 11, 2010 in accordance with Section 225 of the Securities and Exchange Act.

Yours sincerely,



(Mr. Wichai Thongtang)  
Chairman of the Board

**(TRANSLATION)****Minutes of General Shareholders' Meeting for the Year 2009  
Prasit Patana Public Company Limited**

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**Time and Place**

The Meeting was held on the 24<sup>th</sup> of April 2009 at 14:00 hours at the Meeting Room, 9<sup>th</sup> Floor, Parking Lot Building, Phyathai 2 Hospital, located at 943 Phaholyothin Road, Samsennai, Phyathai, Bangkok.

**Directors Present at the Meeting**

- There were 6 executive directors:

1. Dr. Siri	Ganjarende	Vice Chairman of the Board of Directors/Chairman of the Executive Board of Directors
2. Mr. Att	Thongtang	Director/Executive Director/Chief Executive Officer
3. Mr. Itti	Thongtang	Director/Executive Director
4. Dr. Surapong	Ambhanwong	Director/Executive Director
5. Mr. Kraivin	Srikraivin	Director/Executive Director
6. Mr. Thana	Thiramanus	Director/Executive Director

- There were 5 non-executive directors:

7. Mr. Wichai	Thongtang	Chairman of the Board of Directors
8. Mr. Wisait	Panutat	Director
9. Mr. Paiboon	Fuengfuskul	Director
10. Mr. Taratorn	Premsoontorn	Director

- There were 3 independent directors:

12. Mr. Somphong	Wanapha	Chairman of the Audit Committee
13. Mr. Chavalit	Saleepol	Audit Committee
14. Mr. Nuttawut	Phowborom	Audit Committee

**Director who takes leave**

Mr. Jitkasem	Sangsingkeo	Audit Committee
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**Commencement of the meeting**

Mr Wichai Thongtang, Chairman of the Board of Directors, acted as Chairman of the meeting. The Chairman announced that there are 266 shareholders and proxies present and the number of shares held by them is 1,877,130,251 shares out of a total of 2,341,274,292 shares, or 80.18 percent of total shares, which made up the quorum as required by the Company Regulation.

Prior to the consideration of any agendas, Mr. Narongdate Engkanauvat, Assistant Company Secretary, explained the voting rules and the proceeding of this meeting. The Chairman therefore proceeded the meeting as per the following agendas:

**Agenda 1**      **Consideration to Approve the Minutes of Annual Shareholders Meeting for year 2008**

The Chairman asked the Meeting to read and consider the Minutes of the Shareholders Meeting for the year 2008 held on the 25<sup>th</sup> of April 2008, which has been sent in advance to the shareholders.

**Resolution**      The Meeting has considered and approved such Minutes of the Shareholders Meeting for the year 2008. The votes cast during this first agenda were as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,874,961,816	99.88
Disapprove	-	-
Abstain	2,168,435	0.12

**Agenda 2**      **Acknowledge the Report from the Board of Directors in Relation to the Result of Operation of the Company for the Year 2008**

The Chairman assigned Mr. Att Thongtang to report.

Mr. Att reported that during the past period, the whole world was affected from the economic crisis and everyone was forced to adjust. Many sources mentioned the health care services of Thailand that although we have to face the economic crisis, health care business is still having a good growth rate. However, the Board of Directors of the Company has to adjust its internal administration system in order to cope with the economic downturn. Fortunately, Phyathai Hospital had already completed its various specialized clinics and all are now in operation. He summarized the operation result of the Board of Directors during the past year to the meeting that Phyathai Hospital Group had continued to improve and develop in many aspects such as

- Medical staff: The hospital has provided a team of capable and famous doctors to serve our patients. It also established many specialized clinics such as Brain Center, Heart Center, Spinal Nervous System Center, Women’s clinic, etc.
- Medical equipments: We purchased state-of-the-art medical equipments to provide services to our patients for example, the newest MRI 3 Tesla (Magnetic Resonance Imaging) which is the first equipment in Asia. Our health care services use up-to-date technologies such as minimally invasive spine surgery.
- We improved and renovated our buildings in order to provide better services.
- We endeavored to reduce our expenses and increase the productivity of the performance of our staff.
- We trained our personnel to be ready for giving caring services to patients. The customers’ level of satisfaction toward Phyathai Hospital is 90 percent.
- In 2007 and 2008, Phyathai Hospital Group was voted “the most trusted hospital in Thailand” by Reader’s Digest magazine which is the world’s highest circulation magazine. The Reader’s Digest surveyed consumers’ trust in the hospital business sector. We are very proud of this achievement which was a result from more than

30 years dedication of our medical team. It proves of our hospital's continuous development.

The Chairman informed the meeting that this Agenda was an acknowledgement Agenda. Thus, it was not necessary to vote.

**Resolution** The Meeting has considered and acknowledged the report of the Board of Directors in relation to the result of operation of the Company for the year 2008 in lieu of the particulars previously informed by Mr. Att.

**Agenda 3** **Consideration to Approve the Balance Sheet and Profit and Loss Account as of the Year ended on the 31<sup>st</sup> of December 2008**

The Chairman has assigned Mr. Paiboon Fuengfuskul to summarize the details of the Balance Sheet and Profit and Loss Account of the Company to the meeting.

Mr. Paiboon hereby summarized the details of Balance Sheet and Profit and Loss Account of the Company for the year ended on the 31<sup>st</sup> of December 2008 which were audited by the auditor and were previously sent for the consideration of the shareholders. The Company's auditor expressed the unconditional opinion on the 2008 Financial Statements of the company as follows.

	2008	2007	Increase/Decrease	
			(Unit: Million baht)	%
Current Assets	919	641	278	43.4%
Non-current assets	5,266	5,160	106	2.1%
<b>Total Assets</b>	<b>6,185</b>	<b>5,801</b>	<b>384</b>	<b>6.6%</b>
Current Liabilities	981	1,285	(304)	-23.7%
Non-current Liabilities	4,105	3,666	439	12.0%
<b>Total Liabilities</b>	<b>5,086</b>	<b>4,951</b>	<b>135</b>	<b>2.7%</b>
Total equity attributable to equity holders of the company	982	749	233	31.1%
Minority Interests	117	101	16	15.8%
<b>Total Equity</b>	<b>1,099</b>	<b>850</b>	<b>249</b>	<b>29.3%</b>
<b>Total Liabilities and equity</b>	<b>6,185</b>	<b>5,801</b>	<b>384</b>	<b>6.6%</b>
Service income	5,218	4,633	585	12.6%
<b>Total Revenues</b>	<b>5,432</b>	<b>4,893</b>		
Profit before depreciation, interest and income tax expenses	940	834	106	12.7%
<b>Net Profit (Loss)</b>	<b>301</b>	<b>228</b>	<b>73</b>	<b>32.0%</b>

Mr. Chalor Pitipanich, a shareholder, inquired and requested that the Board of Directors give an explanation in relation to Consolidated Balance Sheet. Especially in the remuneration of directors of 5.3 million Baht which did not comply with the previously approved amount of remuneration of 2.3 million Baht.

Mr. Att and Mr. Paiboon explained that the Directors remuneration of 5.3 million Baht was a consolidated amount of four companies.

Miss Jinapak Pornpiboon, a shareholder, inquired about the company's strategy and action plan to reduce its accumulated loss and when will the Company's shares can be traded on the stock exchange again.

The Chairman explained that the fastest way to reduce the accumulated loss is to reduce the Company's capital but this option would affect the shareholders. Thus, the Company tried to avoid using this solution. Since the Company has already improved its operation and possessed all the qualifications required to be relisted on the Stock Exchange, the Company's shares should be tradable within next year. However, we have to take economics conditions and the right timing into our consideration too.

**Resolution** The Meeting has considered and approved the Balance Sheet and Profit and Loss Account as of the year ended on the 31<sup>st</sup> of December 2008. The votes cast during this third agenda were as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,875,128,558	99.90
Disapprove	251,454	0.01
Abstain	1,750,239	0.09

**Agenda 4** **Acknowledge the Company's Operating Result and Approve the Suspension of Dividend Payment**

The Chairman assigned Mr. Paiboon Fuengfuskul to inform the Meeting.

Mr. Paiboon informed the meeting that although the Company had a net profit of 300,746,069 baht in the year 2008 but the Company was still unable to pay its dividend because it still has an accumulated loss of 2,085,454,145 baht. Section 115 of the Public Companies Act stipulated that a dividend payment is forbidden if a company still suffers an accumulated loss. The Board of Directors attempted incessantly to reduce this accumulated loss. However, the Company carried a lot of accumulated loss since before its rehabilitation process. But in this year of 2008, the remaining accumulated loss was only about 2,000 million baht. The Company had already reduced about 9,000 million baht accumulated loss and will continue to use its endeavor to reduce this accumulated loss until there is no more. Therefore, the Meeting was proposed to acknowledge the Company's operation result and approve the suspension of dividend payment for the year 2008.

**Resolution** The Meeting has duly considered and acknowledged the Company's operating result and approved the suspension of dividend payment to the shareholders for the Year 2008. The votes cast during this fourth agenda were as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,871,850,100	99.72
Disapprove	971,725	0.05
Abstain	4,308,426	0.23

## **Agenda 5**

### **Election of Directors to replace the Directors Whose Term Expires and appointment of a new director**

The Chairman assigned Mr.Nuttawut Phowborom to give details to the meeting.

Mr. Nattawut Proposed to the Meeting that according to the Company Regulation No.12 and the Law, one-third of the company directors who have already served in the position for the longest period must resign. For this term, the five Directors who had already served in the position for the longest period and had to resign were:

- |    |              |             |                                                    |
|----|--------------|-------------|----------------------------------------------------|
| 1. | Mr. Somphong | Wanapha     | Chairman of Audit Committee/ Independent Directors |
| 2. | Mr. Chavalit | Saleepol    | Audit Committee/ Independent Directors             |
| 3. | Mr. Jitkasem | Sangsingkeo | Audit Committee/ Independent Directors             |
| 4. | Mr. Thana    | Thiramanus  | Director/Executive Director                        |
| 5. | Mr. Paiboon  | Fuengfuskul | Director                                           |

Since the 5 Directors were renowned people, who were knowledgeable, capable, experienced and had good profile. They attended the meetings of the Board of Directors regularly and always provided helpful assistance to the management of the Company. Thus, the meeting was proposed to consider the reelection of such Directors whose term had expired to resume the office of directors of the Company again.

In addition, the meeting was proposed to consider an appointment of Mr. Chanin Yensudchai to be an additional director of the Company. Thus, the Company will have a total of 15 directors.

Before the voting, Mr.Thana Thiramanus, as a representative of the people who were nominated to be reelected as directors of the Company, informed the Meeting that the people who were nominated to be the Company's directors were also acting as directors in the three subsidiaries of the Company which were Phyathai 1 Hospital Co., Ltd., Phyathai 2 Hospital Co., Ltd. and Phyathai 3 Co., Ltd. In addition, Mr. Thana Thiramanus himself also held the position of director and Executive Director and Mr. Chawalit Saleepol, an audit committee of Sriracha Nakorn Hospital Plc. or Phyathai Sriracha Hospital which was an affiliated company. Prasit Patana Plc. had 36.24 percent interest in Sriracha Nakorn Hospital Plc. Although this Phyathai Sriracha Hospital operated in the same business as Phyathai Hospital Bangkok but it was situated at Amphur Sriracha, Chonburi Province therefore its business would not be in competition with the Company's business.

Mr. Somphong Wanapha, Mr. Jitkasem Sangsingkeo and Mr. Chanin Yensudchai were not acting as directors in any other companies that operated in the same businesses as the Company and were in competition with the Company.

## **Resolution**

The meeting duly considered and resolved as followed:

1. Approved the appointment of the five directors whose term had expired to resume their position as Company Directors.

2. Approved the appointment of Mr. Chanin Yensudchai as an additional director of the Company. Thus, the Company will have a total of 15 directors. The votes cast during this fifth agenda were as follows:

Name of Directors	Types of Directors	Approve (%)	Disapprove (%)	Abstain (%)
1. Mr. Somphong Wanapha	Chairman of the Audit Committee/ Independent Director	1,874,659,351 99.87%	-	2,462,900 0.13%
2. Mr. Chavalit Saleepol	Audit Committee/ Independent Director	1,874,880,587 99.88%	-	2,241,664 0.12%
3. Mr. Jitkasem Sangsingkeo	Audit Committee/ Independent Director/ Remuneration Committee	1,863,906,136 99.88%	-	2,322,415 0.12%
4. Mr.Thana Thiramanus	Director/ Executive Director	1,874,748,102 99.87%	5,619 0.00%	2,376,530 0.13%
5. Mr. Paiboon Fuengfuskul	Director	1,874,657,518 99.87%	5,619 0.00%	2,467,114 0.13%
6. Mr. Chanin Yensudchai	Director	1,867,884,164 99.51%	198,973 0.01%	9,047,114 0.48%

#### **Agenda 6**      **Approve the Directors' Remuneration**

The Chairman assigned Mr. Nattawut Phowborom, Chairman of Remuneration Committee, to present the information in relation to payment of the Directors' remuneration in the year 2009.

Mr. Nattawut announced to the meeting that the payment of remuneration and the meeting fee to the Board of Directors must be approved by shareholders. The Remuneration Committee had presented its opinion in relation to the remuneration for the consideration of the Board of Directors. From the comparison made among the listed companies in the businesses of similar type and size, especially, in hospital business, remunerations of our Company's directors were lower than the remunerations of other hospitals and lower than the remunerations paid to directors of other listed companies. Thus, the Board of Directors proposed to the shareholders meeting to consider the approval of directors' remuneration in the form of meeting fees in the amount of not more than 2,300,000 baht per year which represented 0.04 percent of total income of the Company and its subsidiaries. The meeting fees will be allocated towards the Company's directors and committees in accordance with their job descriptions.

**Resolution**      After due consideration, the meeting approved the remuneration in the form of meeting fees to the Board of Directors in the amount of not exceeding 2,300,000 baht per year. The votes cast during this sixth agenda were as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,874,764,252	99.87
Disapprove	349,900	0.02
Abstain	2,016,099	0.11

**Agenda 7**      **Appointment of Certified Public Accountant for the Year 2009 and Approval of the Auditor's Remuneration**

The Chairman assigned Mr. Paiboon Fuengfuskul to present the information in relation to the appointment of auditor and the auditor's remuneration for the year 2009 to the meeting.

Mr. Paiboon informed the meeting about the Company's auditor, KPMG Phumchai Auditor Co., Ltd., the firm of which had been the Company's auditor since 2002 and is working as the auditor for the Company's subsidiaries, Phyathai 1 Hospital Co.,Ltd., Phyathai 2 Hospital Co.,Ltd. and Phyathai 3 Hospital Co.,Ltd. The firm's term had expired but they were entitled to be reappointed as auditor. This year, KPMG Phumchai Auditor Co., Ltd. proposes that their audit fee for 2009 will be 1,450,000 baht, which is the same amount of fee as year 2009.

In addition, the Board of Directors considered that KPMG is a famous auditor company and is independent without any conflict of interests with the company or subsidiaries or management or major shareholders or related personnel and does not provide other services to the company or subsidiaries with value higher than the audit fee. Thus, the Board proposed to the shareholders meeting to appoint KPMG as the Company's auditor for the year 2009. The auditor's team consisted of the following four auditors:

- |                 |                |                           |
|-----------------|----------------|---------------------------|
| 1. Mr. Nirand   | Lilamethwat    | Registration No. 2316, or |
| 2. Miss Boonsri | Chotpaiboonpun | Registration No. 3756, or |
| 3. Mr. Vichien  | Thamtrakul     | Registration No. 3183, or |
| 4. Mr. Charoen  | Phosamritlert  | Registration No. 4068.    |

Any one of the four auditors was authorized to audit the Company's accounts and give his opinion on the Company's Financial Statements.

**Resolution**      After due consideration, the meeting appointed KPMG Phumchai Audit Company Limited to continue to be the Company's auditor. The auditor's team consisted of the following four auditors:

- |                 |                 |                           |
|-----------------|-----------------|---------------------------|
| 1. Mr. Nirand   | Lilamethwat     | Registration No. 2316, or |
| 2. Miss Boonsri | Chotepaiboonpun | Registration No. 3756, or |
| 3. Mr. Vichien  | Thamtrakul      | Registration No. 3183, or |
| 4. Mr. Charoen  | Phosamritlert   | Registration No. 4068.    |

Any one of the four auditors was authorized to audit the Company's accounts and give his opinion on the Company's Financial Statements. The meeting also approved the payment of the audit fee of 1,450,000 baht for the accounting year 2009. The votes cast during this seventh agenda were as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,871,358,684	99.69
Disapprove	1,505,119	0.08
Abstain	4,266,448	0.23

## **Agenda 8**

### **Approve an amendment to Clause 9 of the Company's Articles of Association**

The Chairman assigned Mr. Paiboon Fuengfuskul to explain this matter to the meeting.

Mr. Paiboon explained to the meeting that Clause 9 of the current Articles of Association of the Company stipulated that "During the period of twenty-one days prior to each shareholders meeting date, the Company may close its shareholders' register and temporarily suspend the transfer of shares." The Board of Directors duly considered the content of this clause and deemed it appropriate to amend Clause 9 of the Company's Article of Association because Section 225 of the newly amended Securities and Exchange Act stipulated that a Record Date to determine a list of shareholders is to be a day prior to the first day of closing the Company's shareholders register to determine the rights to attend the annual general shareholders meeting. After consultation with the Partnership Company Registration Office, it was advised that the Company amends Clause 9 of its Articles of Association so as to prevent any problem to occur from the using of Record Date system in the shareholders meeting. This Record Date is beneficial to the shareholders because there will only be one day of closing the company's shareholders register. There will no longer be a need to suspend the transfer of shares until the meeting is over. Thus, the Board of Directors deemed it appropriate to propose the shareholders meeting to consider and approve the amendment to Clause 9 of the Company's Articles of Association as follow:

"An invitation to attend the meeting shall be sent to all shareholders at the addresses appear in the shareholders register on the date stipulated by the Board of Directors and to the Registrar prior to the meeting date within the period stipulated under the laws regarding the securities and exchange. Such invitation shall be delivered directly to the shareholders or shareholders' representatives or by register mail.

A person who has a right to attend the meeting and vote in accordance with the shares held by that person shall be a shareholder whose name appears in the shareholders register on the date stipulated by the Board of Directors although on the meeting date, the information in the register has already changed.

In order to determine a list of shareholder in the shareholders register on the date stipulated by the Board of Directors, the Company may suspend the transfer of shares by announcing to its shareholders at least fourteen days prior to the date stipulated by the Board of Directors at the Company's head office and every branch.

The date stipulated by the Board of Directors shall not be the date prior to the date the Board of Directors approves the calling of shareholders meeting and the shareholders meeting date shall not be later than two months from the date stipulated by the Board of Directors.

The board of Directors shall determine the place of each shareholders meeting."

**Resolution** After due consideration, the meeting approved the amendment to Clause 9 of the Company's shareholders Articles of Association as proposed. The shareholders voted in this Agenda eighth as follows:

Resolution	Number of Vote (1 share = 1 vote)	Percentage of the shares attending the meeting and are entitled to vote
Approve	1,874,934,331	99.88
Disapprove	2,968	0.00
Abstain	2,192,952	0.12

**Agenda 9** **Other issues (if any)**

**Acknowledgement of the appointment of Mr. Itti Thongtang who is currently a director of a company that operates in hospital business to be a director of the Company**

The Chairman informed the meeting that the Board of Directors resolved in the meeting No. 2/2552 on the date of 23<sup>rd</sup> of February 2009 to appoint Mr. Itti Thongtang as a Director of the Company. Currently, Mr. Itti Thongtang holds a position of Vice Chairman of the Board of Directors of Sriracha Nakorn Hospital Plc. or Phyathai Sriracha Hospital which was an affiliated company. Prasit Patana Plc. had 36.24 percent interest in Sriracha Nakorn Hospital Plc. Although this Phyathai Sriracha Hospital operated in the same business as Phyathai Hospital Bangkok but it was situated at Amphur Sriracha, Chonburi Province therefore its business would not be in competition with the Company's business. Moreover, Mr. Itti Thongtang is a Director, Chairman of the Executive Directors and Chairman of the Administrative Officers of Paolo Medic Company Limited, Paolo Samutprakarn Company Limited and Siam Medical Company Limited. Although these companies operated in the same business as Phyathai Hospital Bangkok and are competing with the Company's business, but these companies aimed for a different customers bases since these companies' customers are social securities patients and the management is different from the Company's. Therefore their businesses would head to the same direction with the Company's business and would support each others. Currently, Mr. Itti has already resigned from the position of Chairman of the Administrative Officers of the above mentioned companies but is still a Director and Chairman of Executive Directors.

**Resolution** The meeting acknowledged this matter.

After this, there are some queries from the shareholders and the Board of Directors informed other matters as follows:

- The Chairman explained that the Company almost has a major investor to invest in the Company. However, due to the bad economics situation in Thailand, the joint venture plan failed. Anyhow, the Company will continue to erase its accumulated loss. Although the economics situation is not good, hospital businesses are minimally affected.

- Mr. Chaiyathep Tangkakan, a proxy of Miss Kullaporn Tangkakan, a shareholder questioned that if a shareholder uses the hospital services, will there be any discount? Can they have 15 % discount?
- Mr. Thana explained that the Company gives a discount card to its shareholders and other three discount card for shareholders relatives, a total of four discount cards per shareholder. In the past the Company tried to control the discount given. However, the Company will consider the discount of shareholders. But the more discount the hospital gives, the slower the shareholders will receive the dividend.
- A shareholder asked about the Company's plan to support the Airport Link which will be opened soon. Phyathai 1 will be in the best location.
- Dr. Surapong Ampanwong explained that currently there are more foreigner patients using the services of Phyathai 1 Hospital. However, since there is a bridge blocked the front of the Hospital, it is not convenient. The Company continues to expand its foreign market and the growth rate is increasing steadily. But it would not be increased as much as the hospitals that emphasized on foreign market and expand in this market before Phyathai Hospital. Phyathai Hospital has a clear policy to provide its services to Thai patients.
- Mr. Att further explained that the Company's major strategy is to serve Thai people with international standard, to speed up internal process to support foreign patients and to support Airport Link by purchasing a piece of land in front of Phyathai 1 Hospital for the expansion. Asian countries are a big market we should pay attention. If we will make it through this economics crisis, Asian people have to believe in themselves.
- The Chairman explained further that Phayathai Hospital customers base is patients in B-, B+ categories. We provide service in would class quality for Thai.

When the Meeting has no other issues for consideration, the Chairman then thanked shareholders for their support in the company business operation and gave the closing speech at 15.50 hours.


Signature.....-*Wichai Thongtang*-..... Chairman of the Meeting  
( Mr. Wichai Thongtang)

Signature.....-*Supanut Pongserm*- .....Secretary of the meeting  
( Mrs. Supanut Pongserm)  
Secretary of the Board of Directors

**Preliminary Information about Director**

<b>Name and Last Name</b>	: Mr. Yanchai Tantiratapong	
<b>Nominated to be elected as</b>	: Directors	
<b>Age</b>	: 49 years	
<b>Education</b>	: Master of International Affairs Major in International Finance and Banking Columbia University, New York, USA	
<b>Director Curriculum Training</b>	: Certificate of Attendance (IOD) <ul style="list-style-type: none"><li>● Directors Certification Program (DCP)</li><li>● Audit Committee Program (ACP)</li></ul>	
<b>Experiences</b>	: Vice President Bangkok Bank Public Company Limited	
<b>Shareholding in Prasit Patana Plc</b>	: None	
<b>Director of Registered Companies</b>	: Two companies as follows: <ul style="list-style-type: none"><li>- Audit Committee Member, Thai Tory Textile Mills Public Company Limited</li><li>- Director, Wongpaitoon Group Public Company Limited</li></ul>	
<b>Directors in Other Businesses</b>	: One companies as follows: Director, Sinnsupawee Assets Management Company Limited.	

**Preliminary Information about Directors whose term have expired and have been nominated to the same position.**

<b>Name and Last Name</b>	: Mr. Wichai Thongtang	
<b>Nominated to be elected as</b>	: Director	
<b>Age</b>	: 62 years	
<b>Education</b>	: Master's Degree in Political Scieene, Thammasat University	
<b>Director Curriculum Training</b>	: Certificate of Attendance (IOD) <ul style="list-style-type: none"> <li>● Directors Accreditation Program (DAP)</li> <li>● Directors Certification Program (DCP)</li> <li>● Audit Committee Program (ACP)</li> <li>● Finance for Non-Finance Director (FND)</li> </ul>	
<b>Current Position</b>	: Chairman of the Board, Prasit Patana Public Co., Ltd. And Subsidiaries of Phyathai Hospital Group	
<b>Director Position</b>	: 29 September 2003 – Present	
<b>Experiences</b>	: Vice President, KPN Group Chairman of Executive Board, Sikarin Hospital Plc. Chairman of Executive Board, Paolo Medic Co., Ltd. Audit Committee KPN Automotive Plc.	
<b>Shareholding in Prasit Patana Plc</b>	: None	
<b>Director of Registered Companies</b>	: One companies as follows: <ul style="list-style-type: none"> <li>- Chairman of the Board, Yamphunt Plc.</li> </ul>	
<b>Directors in Other Businesses</b>	: Six companies as follows: <ul style="list-style-type: none"> <li>- Chairman of the Board, Sriracha Nakorn Hospital Pcl.</li> <li>- Chairman of the Board, Paolo Medic Hospital Co., Ltd.</li> <li>- Chairman of the Board, Health Net Work Plc.</li> <li>- Chairman of the Board, Wichai Thongtang Legal Office</li> <li>- Executive Vice President, Metro Machinery Co., Ltd.</li> <li>- Director, IV Global Securities Plc.</li> </ul>	
<b>Meeting Participation in 2009</b>	: There were six Board meetings and participated six times.	
<b>Involvement in Company Interests</b>	: - Determine policies and operation goals. Oversee for the Management. Implement policies efficiently and effectively, so As to maximize the economic value for shareholders and long Term growth.  - Make decision on important matter such as business plan, Management authority and other items as required by the Law.  - Responsible for the company operating result and Management's performance by giving encouragement and Remind them to be alert at work.	

**Name and Last Name** : Dr. Siri Ganjarerndee

**Nominated to be elected as** : Director

**Age** : 62 years

**Education** : Doctor of Philosophy, Monetary Economics, and Econometric & Operations Research, Monash University, Australia

**Director Curriculum Training** : Certificate of Attendance (IOD)

- Directors Accreditation Program (DAP)
- Directors Certification Program (DCP)
- Audit Committee Program (ACP)

**Current Position** : Vice Chairment / Chairman of the Executive Board, Prasit Patana Public Co., Ltd. And Subsidiaries of Phyathai Hospital Group

**Director Position** : 2 March 2005 – Present

**Experiences** : Financial Institution Policy Committee, Bank of Thailand  
 Managing Director, Thai Military Bank Plc.  
 Senior Assistant Governor, Bank of Thailand  
 Assistant Governor, Bank of Thailand  
 Board of Director / Chairman of the fund seeking Committee, Aeronautical radio of Thailand  
 Chairman of Executive Board, British International  
 Board of Director / Chairman of the Audit Committee, Land & Houses Retail Bank Plc.  
 Board of Director / Audit Committee Member, Land & Houses Plc.

**Shareholding in Prasit Patana Plc** : None

**Director of Registered Companies** : Four companies as follows:

- Independent Director / Chairman of the Audit Committee, The Post Publishing Plc.
- Vice Chairman / Chairman of the Audit Committee, Thai Vegetable Oil Plc.
- Independent Director / Audit Committee Member, Indorama (Thailand) Plc.
- Independent Director / Executive Director, Bangkok Life Assurance Plc.

**Directors in Other Businesses** : Two companies as follows:

- The Bank of Thailand Board
- Monetary Policy Committee, Bank of Thailand

**Meeting Participation in 2009** : There were six Board meetings and participated six times.

**Involvement in Company Interests** :

- Determine policies and operation goals. Oversee for the Management. Implement policies efficiently and effectively, so As to maximize the economic value for shareholders and long Term growth.
- Make decision on important matter such as business plan, Management authority and other items as required by the Law.
- Responsible for the company operating result and Management's performance by giving encouragement and Remind them to be alert at work.



**Name and Last Name** : Mr.Att Thongtang

**Nominated to be elected as** : Director

**Age** : 35 years

**Education** : Bachelor's Degree of Science  
Business Administration (Finance) San Francisco State University

**Director Curriculum Training** : Certificate of Attendance (IOD)

- Directors Accreditation Program (DAP)
- Directors Certification Program (DCP)
- Audi Committee Program (ACP)
- Monitoring the System of Internal Control and Risk Management (MIR)
- Monitoring the Internal Audit Function (MIA)

**Current Position** : Director / Executive Director / Chief Executive Officer,  
Prasit Patana Public Co., Ltd. And  
Subsidiaries of Phyathai Hospital Group

**Director Position** : 29 January 2004 – Present

**Experiences** : Director, Paolo Samutprakarn Hospital Co.,Ltd.  
Director, Sikarin Hospital Plc.  
Director, Paolo Medic Hospital Co.,Ltd.

**Director of Registered Companies** : None

**Directors in Other Businesses** : Five companies as follows:


- Director, Wichai Thongtang Legal Office
- Director, Health Net Work Plc.
- Managing Director, Sai Thong Co.,Ltd.
- Managing Director, Sai Thong propertyCo.,Ltd.
- Director, Global Environmental Technology Co., Ltd..

**Meeting Participation in 2009** : There were six Board meetings and participated five times.

**Involvement in Company Interests** : - Participant in building the company vision of  
Prasit Patana Public Company Limited and subsidiaries of  
Phyathai Hospital Group.

- Leader in implementing policies to keep in line with the  
company plan and goals.
- Develop offensive strategy in the business operation of  
Prasit Patana Plc and subsidiaries of Phyathai Hospital Group.



<b>Name and Last Name</b>	: Mr. Nuttawut Phowborom	
<b>Nominated to be elected as</b>	: Director	
<b>Age</b>	: 45 years	
<b>Education</b>	: Master Degree in Business Administration (MBA), City University, Seattle, USA	
<b>Director Curriculum Training</b>	: Certificate of Attendance (IOD) <ul style="list-style-type: none"> <li>● Directors Accreditation Program (DAP)</li> <li>● Audi Committee Program (ACP)</li> <li>● Role of the Compensation Committee (RCC)</li> </ul>	
<b>Current Position</b>	: Independent Director / Audit Committee Member / Chairman of the Remueration and Nomination Committee, Prasit Patana Public Co., Ltd. And Subsidiaries of Phyathai Hospital Group	
<b>Director Position</b>	: 29 September 2003 – Present	
<b>Experiences</b>	: Managing Director, KPN Music Co.Ltd. Consultant to the Minister of Education Vice Manager of Finance and Accounting Department, Siam Yamaha Company Limited Senior Manager, Standard Charter Bank (Thailand) Co.,Ltd.	
<b>Shareholding in Prasit Patana Plc</b>	: None	
<b>Director of Registered Companies</b>	: One companies as follows: <ul style="list-style-type: none"> <li>- Executive Director, KPN Plastics Plc.</li> </ul>	
<b>Directors in Other Businesses</b>	: Nine companies as follows: <ul style="list-style-type: none"> <li>- Director, K.N &amp; Associate Co.,Ltd.</li> <li>- Director, Computer &amp; Consultant Services Co.,Ltd.</li> <li>- Director, PS Business Trading Co.,Ltd.</li> <li>- Director, Siam Khonkaen Co.,Ltd.</li> <li>- Director, M B Bissinet trading Co.,Ltd.</li> <li>- Director, KPN Music &amp; Entertainment Co.,Ltd.</li> <li>- Director, Saimelectricclepart Co.,Ltd.</li> <li>- Director, KPN Music Co.,Ltd.</li> </ul>	
<b>Meeting Participation in 2009</b>	: There were six Board meetings and participated four times.	
<b>Involvement in Company Interests</b>	: - Verify the company financial statements based on the General Accounting Standard with sufficient disclosure. - Verify that the company Internal Control and Internal Audit Systems are appropriate and efficient. - To ensure that the Company complies with the laws on the Securities and Exchange, the regulations of the Stock Exchange and other laws in connection with the business of the Company	

**Name and Last Name** : Mr. Wisait Panutat

**Nominated to be elected as** : Director

**Age** : 67 years

**Education** : Master's Degree Management Sciences,  
Sasin Institute, Chulalongkorn University

**Director Curriculum Training** : Certificate of Attendance (IOD)

- Directors Accreditation Program (DAP)
- Directors Certification Program (DCP)

**Current Position** : Director / Member of the Remuneration and Nomination Committee,  
Prasit Patana Public Co., Ltd. And  
Subsidiaries of Phyathai Hospital Group

**Director Position** : 29 April 2005 – Present

**Experiences** : Assistant Managing Director, Thai Military Plc.  
Civil Servant, Labor Department Ministry of Interiorz

**Shareholding in Prasit Patana Plc** : None

**Director of Registered Companies** : Four companies as follows:

- Director, General Engineering Plc.
- Audit Committee, Siam General Factoring Plc.
- Independent Director /Audit Committee Member, Dragon One Plc.
- Independent Director /Audit Committee Member, Syn Mun Kong Insurance Plc.

**Directors in Other Businesses** : None

**Meeting Participation in 2009** : There were six Board meetings and participated six times.

**Involvement in Company Interests** :

- Determine policies and operation goals. Oversee for the Management. Implement policies efficiently and effectively, so as to maximize the economic value for shareholders and long term growth.
- Make decision on important matter such as business plan, management authority and other items as required by the Law.
- Responsible for the company operating result and management's performance by giving encouragement and remind them to be alert at work.



**Relationship characteristics of nominated persons qualified as an independent director**

Relationship characteristics	Name of nominated persons as an independent
	Mr. Nuttawut Phowborom
Holding of Company ordinary share <ul style="list-style-type: none"> <li>● Amount</li> <li>● The ratio of voting Rights</li> </ul>	None None
Being related persons or close Relatives to management or major Shareholders of the company and its subsidiaries	None
Having relationship in any of these Characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years <ul style="list-style-type: none"> <li>● Being a director and participate In day-to-day business, or being An officer, employee or consultant Who receives regular salary</li> <li>● Being a professional service Provider (such as Auditor or Legal Consultant)</li> <li>● Having business relationship (such as buy / sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)</li> </ul>	None None None

**Prasit Patana Public Company Limited Definition of Independent Director**

Prasit Patana Public Company Limited has defined the definition of Independent Director which is equal to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand as show of the 2009 Annual Report under the caption of "The Management Qualifications Independent Director".

<b>Auditor Information</b> <b>Prasit Patana Public Company Limited</b>	
Name	Mr. Nirand Lilamethwat
Registration No.	2316
Certified Public Auditor	KPMG Phoomchai Audit Company Limited
Education	Bachelor Degree of Accounting Thammasat University Certified Public Accountant - Thailand SEC Authorized Auditor Bank of Thailand Authorized Auditor Authorized Department of Insurance Certified Public Accountant
Experience	2003 - Present KPMG Phoomchai Audit Company Limited 1970 – 2002 KPMG Audit (Thailand) Company Limited
Relationship with the company	None
# of year served as the company's auditor	3 Year (2007) signed in the financial statements of the Company between 2007 and 2008
Subsidiaries to be audited	Audit of Subsidiaries : - Phyathai 1 Hospital Company Limited - Phyathai 2 Hospital Company Limited - Phyathai 3 Hospital Company Limited

<b>Auditor Information</b> <b>Prasit Patana Public Company Limited</b>	
Name	Ms. Boonsri Chotpaiboonpun
Registration No.	3756
Certified Public Auditor	KPMG Phoomchai Audit Company Limited
Education	Master Degree In Accounting Thammasat University Certified Public Accountant - Thailand SEC Authorized Auditor
Experience	2003 - Present KPMG Phoomchai Audit Company Limited 1986 – 2002 SGV Na-Thalang Company Limited
Relationship with the company	None
# of year served as the company's auditor	2 Year (2008) who signed in the financial statements of the Company in 2009 and the subsidiaries between 2007 and 2008;
Subsidiaries to be audited	Audit of Subsidiaries : - Phyathai 1 Hospital Company Limited - Phyathai 2 Hospital Company Limited - Phyathai 3 Hospital Company Limited

<b>Auditor Information</b> <b>Prasit Patana Public Company Limited</b>	
Name	Mr. Vichien Thamtrakul
Registration No.	3183
Certified Public Auditor	KPMG Phoomchai Audit Company Limited
Education	Master Degree Executive MBA Chulalongkorn University Certified Public Accountant - Thailand SEC Authorized Auditor
Experience	2003 - Present KPMG Phoomchai Audit Company Limited 1977 – 2002 SGV Na-Thalang Company Limited
Relationship with the company	None
# of year served as the company's auditor	2 Years (2008) have never signed in the financial statements of the Company and its subsidiaries.
Subsidiaries to be audited	Audit of Subsidiaries : - Phyathai 1 Hospital Company Limited - Phyathai 2 Hospital Company Limited - Phyathai 3 Hospital Company Limited

<b>Auditor Information</b> <b>Prasit Patana Public Company Limited</b>	
Name	Mr. Charoen Phosamritlert
Registration No.	4068
Certified Public Auditor	KPMG Phoomchai Audit Company Limited
Education	Certified Public Accountant - Thailand SEC Authorized Auditor Master Degree Executive MBA Chulalongkorn University
Experience	2003 - Present SGV Na-Thalang Company Limited 1988 – 2002 KPMG Audit (Thailand) Company Limited
Relationship with the company	None
# of year served as the company's auditor	3 Years (2008) have never signed in the financial statements of the Company and its subsidiaries.
Subsidiaries to be audited	Audit of Subsidiaries : - Phyathai 1 Hospital Company Limited - Phyathai 2 Hospital Company Limited - Phyathai 3 Hospital Company Limited

**Articles of Association regarding Shareholder's Meeting**

**1. The closure of the Shareholders' Register**

9. An invitation to attend the meeting shall be sent to all shareholders at the addresses appear in the shareholders register on the date stipulated by the Board of Directors and to the Registrar prior to the meeting date within the period stipulated under the laws regarding the securities and exchange. Such invitation shall be delivered directly to the shareholders or shareholders' representatives or by register mail.

A person who has a right to attend the meeting and vote in accordance with the shares held by that person shall be a shareholder whose name appears in the shareholders register on the date stipulated by the Board of Directors although on the meeting date, the information in the register has already changed.

In order to determine a list of shareholder in the shareholders register on the date stipulated by the Board of Directors, the Company may suspend the transfer of shares by announcing to its shareholders at least fourteen days prior to the date stipulated by the Board of Directors at the Company's head office and every branch.

The date stipulated by the Board of Directors shall not be the date prior to the date the Board of Directors approves the calling of shareholders meeting and the shareholders meeting date shall not be later than two months from the date stipulated by the Board of Directors.

The board of Directors shall determine the place of each shareholders meeting.

**2. Shareholders' Meeting**

20. Board of Directors shall hold annual ordinary shareholders' meeting within four months after the end of the Company's accounting period.

Any other meeting of the shareholders shall be called the extraordinary meeting, which the Board of Directors may call for any time as may be proper.

21. Shareholders, representing totally not less than one-fifth of all the distributed shares, or not less than twenty-five shareholders, representing not less than one-tenth of all the distributed shares, may request, in writing, that the Board of Directors hold an extraordinary meeting of the shareholders, provided that reasons of request shall be clearly specified thereon, and the Board of Directors shall hold the meeting of the shareholders within one month after the date of receiving such a letter from the shareholders.

22. Regarding the shareholders' meeting, the Board of Directors shall prepare a letter of invitation to the meeting with information of venue, date, time, programs of the meeting, subjects to be proposed to the meeting with some information as may be proper and specification of subject whether for information, or approval, or consideration as the case may be, and opinion of the Board of Directors on the subjects. The letter shall be sent to the shareholders and Registrar for not less than seven days before the meeting, and notice of the appointment of the meeting shall be published in newspaper for not less than three days before the meeting date,

**3. Board of Directors**

10. There shall be at least twelve directors, elected by the shareholders' and not less than half of all directors shall reside in the Kingdom of Thailand.

11. The shareholder's meeting shall elect directors under the following principles and process.

- (1) One shareholder has the voting right equivalent to number of shares under its holding.
- (2) Each Shareholder shall exercise all its voting right under (1), and may elect one or more persons as directors, but shall not allocate its votes to any director.
- (3) Persons being voted for under descending order shall be elected as directors according to number of directors required at that time. Should following elected persons be equally voted for, which is over the required number of directors at that time, the Chairman shall cast the deciding vote.

12. At every annual ordinary meeting of the shareholders, one-third of all directors shall leave their office. Should it be impossible to divide the number of directors by three exactly, the nearest number shall apply.

Directors to leave their office in the first year and the second year after conversion shall be subject to lot drawing method. For the following years, directors, who have assumed their office the longest, shall leave the office.

Directors, who have left their office, may be re-elected.

**Required Documents and Evidences at the Shareholders Meeting**

Meeting participants must present these documents before attending the Meeting. (Depend on each case)

**Ordinary Shareholders**

1. In case the shareholders attend the Meeting in person:
  - Personal identification card or government officer card or passport (in case of foreigners).
  
2. In case of proxy:
  - A Proxy Form sent by the company with complete information.
  - A copy of personal identification card or government officer card or passport (in case of foreigners) of the grantor and proxy with certification.

**Corporate Shareholders**

1. In case the authorized persons attend the Meeting in person:
  - A copy of personal identification card or government officer card or passport (in case of foreigners) with certification.
  - A copy of the Company Registration Form issued by the Ministry of Commerce certified by authorized personnel.
  
2. In case of proxy:
  - A Proxy Form sent by the company with complete information.
  - A copy of personal identification card or government officer card or passport (in case of foreigners) of the grantor and proxy with certification.
  - A copy of the Company Registration Form issued by the Ministry of Commerce certified by authorized personnel.

*If shareholders would like to grant proxy to Independent Directors of the company, they can grant to*

- Mr. Somphong Wanapha, Independent Director, age 66 years  
134/11 Soi 3, Muban S. Panurangsri, Bangkrauy-Sainoi Road, Nonthaburi 11130 or
  
- Mr. Chavalit Saleepol, Independent Director, age 62 years  
51/2 Soi Vipavadi 20, Vipavadi-Rangsit Road, Ladyao Sub-District, Chatuchak District, Bangkok 10900

Please send the Proxy Form and evidences for verification at least one day before the Meeting to the Executive Chairman Office, Legal Department, at Prasit Patana Public Company Limited, 943 Phaholyothin Road, Samsennai Sub-District, Phyathai District, Bangkok 10400.

Tel: 02-617-2444 ext. 4546, 4595 Fax: 02-617-2489

**In case any meeting participant changes the status, name and last name**

(Please present the supporting documents)

<b>Independent Director</b>	
<b>Prasit Patana Public Company Limited</b>	
Name	Mr. Somphong Wanapha
Age	66 Years
Current Position	Independent Director / Chairman of the Audit Committee
Education	M.B.A. (finance) Michigan State University, USA
Certificate of Director Program (IOD)	Directors Certification Program (DCP) Audit Committee Program (ACP) The Role of The Chairman Program (RCP) Monitoring Quality of Financial Reporting (MFR)
Other Current Position(s)	Chairman of the Director, Erawant Textile Co.,Ltd. Chairman of Audit Committee and Member of the Board of Directors, Government Saving Bank Chairman of the Director, Thaisecom Pitakkij Co.,Ltd. Audit Committee Member, Thai Yuanmetal Plc. Chairman of the Corporate Governance Committee and Member of the Board of Directors, Hemaraj Land and Development Plc. Chairman, Executive Board on M.B.A. Program, Thammasat University Chairman, Board of Directors, Public Warehouse Organization, Ministry of Commerce
Experiences	Member of Audit Committee / Independent Director, Sahapathana Inter-Holding Public Company Limited Director, Board of Investment: New York Office Concurrently Economic Counselor, Royal Thai Embassy Washington D.C. Director, Board of Investment : Tokyo Office Concurrently Economic Counselor, Royal Thai Embassy Tokyo Director, Board of Investment : Tokyo Office Concurrently Minister, Royal Thai Embassy in Tokyo and Seoul Assistant Secretary General, Thailand Board of Investment Deputy Secretary General, Thailand Board of Investment Secretary General, Thailand Board of Investment
Shareholding Percentage	None
<b>Independent Director</b>	
<b>Prasit Patana Public Company Limited</b>	
Name	Mr. Chavalit Saleepol
Age	62 Years
Current Position	Independent Director / Audit Committee Member
Education	M.B.A. Rangsit University
Certificate of Director Program (IOD)	Directors Accreditation Program (DAP)
Other Current Position(s)	Chairman, SGF Associates Co.,Ltd. Chairman of Audit Committee, Siam General Factoring Public Co., Ltd. Director, Chanpreeda International Co., Ltd. Audit Committee Member, Sriracha Nakorn Hospital Public., Ltd.
Experiences	Audit General Assistant, Office of the Auditor General of Thailand
Shareholding Percentage	None



***Vested interest relating to an agenda item proposed at this Annual General Meeting: the deliberation on remuneration to the directors.***

Duty stamp of  
Baht 20 affixed

**Form of Proxy, Form A.  
(General and Simple Form)**

Made at .....

Date ..... Month ..... Year .....

(1) I/We .....  
nationality ....., residing/located at No. ....  
Road, Tambol/Kwaeng ....., Amphur/Khet .....  
Province ....., Postal Code .....

(2) being a shareholder of **Prasit Patana Public Company Limited**,  
holding ..... shares in total which are entitled to cast ..... votes as follows:  
Ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
Preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

(1) ..... age ..... years, residing/located  
at No. .... Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code.....  
Or Proxy given to one of the following Independent Directors

Please  
Mark  
in front  
of only  
one  
Proxy

- (2) Mr. Somphong Wanapha, Independent Director, age 66 years  
134/11 Soi 3, Muban S. Panurang Sri, Bangkrauy-Sainoi Road, Nonthaburi 11130
- (3) Mr. Chavalit Saleepol, Independent Director, age 62 years  
51/2 Soi Vipavadi 20, Vipavadi - Rangsit Road, Ladyao Sub-District, Chatuchak  
District, Bangkok 10900

to be my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders to be held on Friday 23<sup>rd</sup> April 2010 at 14.00 at the Meeting Room, 9/F, Phyathai 2 Hospital Parking Building at 943 Phaholyothin Road, Samsennai Sub-district, Phyathai District, Bangkok 10400, or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Duty stamp of  
Baht 20 affixed

**Form of Proxy, Form B.**

**(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)**

-----  
Made at .....

Date ..... Month ..... Year .....

(1) I/We .....  
nationality ....., residing/located at No. ....  
Road, Tambol/Kwaeng ....., Amphur/Khet .....  
Province ....., Postal Code .....

(2) being a shareholder of **Prasit Patana Public Company**

(2) being a shareholder of **Prasit Patana Public Company Limited**,  
holding ..... shares in total which are entitled to cast ..... votes as follows:  
Ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
Preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

(1) ..... age ..... years, residing/located at No. ....  
..... Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code .....

Or Proxy given to one of the following Independent Directors

Please  
Mark  
in front  
of only  
one  
Proxy

(2) Mr. Somphong Wanapha, Independent Director, age 66 years  
134/11 Soi 3, Muban S. Panurangsri, Bangkrauy-Sainoi Road, Nonthaburi 11130

(3) Mr. Chavalit Saleepol, Independent Director, age 62 years  
51/2 Soi Vipavadi 20, Vipavadi - Rangsit Road, Ladyao Sub-District, Chatuchak District,  
Bangkok 10900

to be my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders to be held on Friday 23<sup>rd</sup> April 2010 at 14.00 at the Meeting Room, 9/F, Phyathai 2 Hospital Parking Building at 943 Phaholyothin Road, Samsennai Sub-district, Phyathai District, Bangkok 10400, or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda 1. Re: Considering whether to adopt the minutes of the Annual General Meeting for the year of 2009.....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve  Disapprove  Abstain

- Agenda 2. Re: To acknowledge the Board's report on the Company's operation results for the year of 2009. ....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda 3. Re: To consider whether to approve the balance sheet and the income statement for the period ending 31 December 2009. ....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda 4. Re: To acknowledge the operation results of the Company and to concur that there be no dividend payable for the year of 2009. ....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda 5. Re: **To approve an appointment of new replacement directors to replace those who resigned and elect new directors to replace those who retired by rotation.** .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve an appointment of new replacement director*
1. Name of Director: **Mr. Yanchai Tantiratapong** .....
- Approve                       Disapprove                       Abstain
- Appointment of the entire board*
- Approve                       Disapprove                       Abstain
- Appointment of any director(s)*
1. Name of Director: **Mr. Wichai Thongtang** .....
- Approve                       Disapprove                       Abstain
2. Name of Director: **Dr. Siri Ganjarendee** .....
- Approve                       Disapprove                       Abstain
3. Name of Director: **Mr. Att Thongtang** .....
- Approve                       Disapprove                       Abstain
4. Name of Director: **Mr. Nuttawut Phowborom** .....
- Approve                       Disapprove                       Abstain
5. Name of Director: **Mr. Wisait Panutat** .....
- Approve                       Disapprove                       Abstain
- Agenda 6. Re: To consider approving the remuneration for the directors. ....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

Agenda 7. Re: To consider approving appointment of the auditor and to determine the remuneration of the auditor for the year 2010. ....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda 8. Re: Consider on other matters (if any) .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of **Prasit Patana Public Company Limited**.

For the 2010 Annual General Meeting of Shareholders to be held on Friday 23<sup>rd</sup> April 2010 at 14.00 at the Meeting Room, 9/F, Phyathai 2 Hospital Parking Building at 943 Phaholyothin Road, Samsennai Sub-district, Phyathai District, Bangkok 10400, or such other date, time and place as may be adjourned

-----  
 Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain



**Phyathai 2 Hospital**

**943 Phaholyothin Rd, Samsen-Nai, Phyathai Bangkok 10400**

**Tel : 0-2617-2444 # 4546 , 4595 Fax : 0-2617-2489**