

(TRANSLATION)

Minutes of General Shareholders' Meeting for the Year 2010
Prasit Patana Public Company Limited

Time and Place

The Meeting was held on the 23rd of April 2010 at 14:00 hours at the Meeting Room, 9th Floor, Parking Lot, Phyathai 2 Hospital. Address 943 Phaholyothin Road, Samsennai, Phyathai, Bangkok.

Directors Present at the Meeting

- There were 5 executive directors:

| | | |
|-----------------|-------------|--|
| 1. Dr. Siri | Ganjarende | Vice Chairman of the Board of Directors/Chairman of the Executive Board of Directors |
| 2. Dr. Surapong | Ambhanwong | Director/Executive Director |
| 3. Mr. Kraivin | Srikraivin | Director/Executive Director |
| 4. Mr. Thana | Thiramanus | Director/Executive Director |
| 5. Mr. Paiboon | Fuengfuskul | Director |

- There were 2 non-executive directors:

| | | |
|---------------|-----------|------------------------------------|
| 6. Mr. Wichai | Thongtang | Chairman of the Board of Directors |
| 7. Mr. Wisait | Panutat | Director |

- There were 5 independent directors:

| | | |
|------------------|-------------|---------------------------------|
| 8. Mr. Somphong | Wanapha | Chairman of the Audit Committee |
| 9. Mr. Chawalit | Saleephol | Audit Committee |
| 10. Mr. Nuttawut | Phowborom | Audit Committee |
| 11. Mr. Jitkasem | Sangsingkeo | Audit Committee |
| 12. Mr. Chanin | Yensoodjai | Director |

- Absent directors:

| | | |
|--------------|-----------|-----------------------------|
| 1. Mr. Att | Thongtang | Director/Executive Director |
| 2. Mr. Itthi | Thongtang | Director/Executive Director |

Commencement of the meeting

Mr Wichai Thongtang, the Chairman of the meeting, announced that there are 328 shareholders and proxies present and the number of shares held by them is 1,924,665,957 shares out of a total of 7,605 shareholders holding a total of 2,341,274,292 shares, representing 82.21 percent of total shares, which made up the quorum as required by the Company Regulation.

Ms. Aticha Aunhanun, Assistant to the Company Secretary, explained the voting rules and meeting procedures to the meeting. The Chairman then proceeded with the following agendas of the meeting:

Agenda 1 **Approve the Minutes of Annual Shareholders Meeting for year 2009**

The Chairman asked the Meeting to read and consider the Minutes of the Shareholders Meeting for the year 2009 held on the 24th of April 2009, which had been sent in advanced to the shareholders together with the Invitation Letter. The minutes were disclosed in the Company's website, www.phyathai.com.

Resolution The Meeting has considered and approved such Minutes of the Shareholders Meeting for the year 2009. 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 were entitled to vote |
|------------|--------------------------------------|---|
| Approve | 1,924,415,105 | 99.99 |
| Disapprove | - | - |
| Abstain | 250,852 | 0.01 |

Agenda 2 **Acknowledge the Report from the Board of Directors in Relation to the Result of Operation of the Company for the Year 2009**

The Chairman assigned Mr. Kraivin Srikraivin to report.

Mr. Kraivin reported that during year 2009, the management gave priorities to the following policies:

- 1) The most efficient cost management that yielded the highest return and required low cost and were effective.
 - 2) Placed importance on our loyal customers who had good relationship and understanding so that we could provide satisfactory services. This would be the most effective method to spend our marketing budget.
 - 3) Promoted profit growth through merger or business collaboration.
- During the past year, the Company was very cautious in their investment due to an unpredictable economics situation. Main investments were purchasing of medical equipments that had to be replaced or added.
 - During 2009, the Company successfully increased its capital by offer a right issues to its current shareholders. The Company was able to increase 609.23 million Baht which strengthened the Company financial position greatly. Success in capital increase and good operation result decreased the debt to equity ratio from 4.63 in 2008 to 2.43 in 2009. Moreover, the cash received from the capital increase provided the Company with a good cash flow so that the Company was ready to invest if the economics and market situation were appropriate. All of the Company's investment projects were well consider with the aim to bring better treatments and services for our customers and the most important thing is to give good returns to our shareholders.
 - At the same time, the Company improved and changed many internal structures that will result in a better cost structure and operation result.

- The Company went through Organization Development process so that we can adapt and solve our problem, keep up with the changing world and strengthen our organization in a systematic and tangible ways. We aim to do only worthwhile actions so our organization will be a smart organization and can survive in this extreme competition environment. We continue to support our organizational culture called “We Before Me in Everything We Do”. This “We Before Me” culture can be separate into six sub-culture:
 - We Open We trust each other. We think, speak and do things frankly.
 - We Can We believe that we can do.
 - We Change We are ready to accept new things so as to be constantly improving, doing better and develop continuously.
 - We Serve We devote ourselves and take care of everybody intimately.
 - We Own We observe our duties, have discipline and feel responsible in the same way as an owner do in their business.
 - We Happy We love our job, are happy and have fun with what we do.

The “We before Me” culture and the six sub-cultures were communicated to all our Phyathai staffs so as to create the same understanding and to walk in the same directions. The communications were made through internal seminars and activities trips. The Organizational Development will not end at the activities but all of our operation, every department will always implement these six sub-cultures and the “We before Me” in order to drive our organization to change and develop to be a much stronger one.

- CSR: Corporate Social Responsibility. At present, the number of elderly people in Thailand increases greatly in proportion to the increase in number of population and the much better developed medical technologies. However, a lot of Thai people are still not being taken good care of and they do not have access to basic health facilities. Thus, in 2009, Phyathai Hospital Group took part in some projects that can help improve quality of life for many Thai people as follows:
 1. Phyathai Volunteer for Better Health of Elders Project
 2. Phyathai Youth Health Ambassador
 3. Join with Ronald McDonald House Charities in RMHC Vision Care Mobile Program
- Phyathai Hospital Group was voted as the Most Trusted Hospital in Thailand for three years consecutively from Reader’s Digest Magazine which is the world’s best selling monthly magazine.
- On the 27th of November 2009 Phyathai Hospital Group received Platinum Class Awards from Hospital Quality Awards 2009 Presentation. This award was presented to hospitals that provided quality treatments with good medical resources management and good services and cooperation. There were only nine hospitals that received this most prestigious award.

The Chairman informed the meeting that this is an agenda for acknowledgement; thus, there was no need to vote.

- ❖ Mr. Hangchai Akkawaskul, a shareholder, asked how the 600 million Baht capital increase fund were used. Also, was it true that Phyathai Hospitals pulled off from government's 30 Baht Project and Social Securities? What is the strong and weak point of not accepting patients in Social Securities Program or 30 Baht Project?
- ❖ Mr. Paiboon informed the meeting that the Company's main business is holding shares in other companies. Therefore, its fund were mainly invested in it's subsidiary companies as follows:
 1. Lend a sum of Baht 90,000,000 to Phyathai 1 Hospital Co., Ltd. (the Company owns 99.99%) for current capital and investment in medical equipment.
 2. Paid for capital increase in Phyathai Hospital 2 Co., Ltd., Baht 90,000,000 (the Company owns 98.60%) to be its current capital, investment in medical equipment and interior decoration of its buildings.
 3. Repaid a loan of Baht 202,000,000 for Phyathai 3 Hospital Co., Ltd. (the Company owns 98.24%) in order to lessen the financing cost of the Company and increase Phyathai 3 Hospital Co., Ltd.'s liquidity so that they can invest in medical equipment and IT system.
 4. Increase its investment in Sriracha Nakorn Public Company Limited which is its affiliated company resulting in an increase in shareholding ratio from 36% to 47%.
- ❖ Mr. Kraivin added that Phyathai Hospital did not join the 30 Baht Project and did not accept social securities patient. Its affiliated company, Sriracha Nakorn Public Company Limited accept social securities patient but do not accept patient in 30 Baht Project.
- ❖ A shareholder queried that in the Company's previous year's annual report, Mr. Prasit Urairat was holding about 60 million shares in the Company. But from his investigation before today's meeting, Mr. Prasit Urairat is no longer a shareholder but there is a shareholder under the name "Bangkok Dusit Vejkarn Public Company Limited" which he understood is Bangkok Hospital. Does this mean that the Company is in synergy with Bangkok Hospital? Is this the same transaction? Is this a pre-takeover move?
- ❖ Mrs. Supanut Pongserm, the Company Secretary informed the meeting that Mr. Prasit Urairat sold his 33,281,128 shares to Bangkok Dusit Vejkarn Public Company Limited and 10,000,000 shares to Sub-Liutenant Kitti Srisukri.
- ❖ The Chairman explained further that this is not a synergy with Bangkok Hospital but it is the intention of Mr. Prasit Urairat, who is the founder of Phyathai Hospital, to sell those shares to Bangkok Hospital.
- ❖ The shareholder asked further whether there is a representative from Bangkok Hospital in this meeting. He would like to know their intention of purchasing the Company's share. Does their plan involve take-over?
- ❖ A proxy from Bangkok Dusit Vejkarn Public Company Limited explained to the meeting that they intend to invest not takeover.

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 2009 in lieu of the particulars previously informed.

Agenda 3 Approve the Balance Sheet and Profit and Loss Account as of the Year ended on the 31st of December 2009

The Chairman has assigned Mr. Paiboon Fuengfuskul to summarize the details of the Balance Sheet and Profit and Loss Account 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 31st of December 2009 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 2009 Financial Statements of the company as follows.

| | 2009 | 2008 | Increase/decrease | |
|--|--------------|--------------|----------------------|----------------|
| | | | (unit: million Baht) | % |
| Current Assets | 1,132 | 915 | 217 | 23.72% |
| Non-current assets | 5,830 | 5,270 | 560 | 10.63% |
| Total Assets | 6,962 | 6,185 | 777 | 12.56% |
| Current Liabilities | 963 | 981 | (18) | (1.83%) |
| Non-current Liabilities | 3,967 | 4,104 | (137) | (3.34%) |
| Total Liabilities | 4,930 | 5,085 | (155) | (3.05%) |
| Corporate shareholders | 1,952 | 982 | 970 | 98.78% |
| Minority shareholders | 80 | 118 | (38) | (32.20%) |
| Total Shareholder's Equity | 2,032 | 1,100 | 932 | 84.73% |
| Total of Liabilities and Shareholder's Equity | 6,962 | 6,185 | 777 | 12.56% |
| Income from hospital business | 5,324 | 5,218 | 106 | 2.03% |
| Total Incomes | 5,483 | 5,363 | 120 | 2.24% |
| Total Expenses | 4,824 | 4,776 | 48 | 1.01% |
| Profit before interest and income tax expenses | 737 | 656 | 81 | 12.35% |
| Net Profit for the year | 382 | 301 | 81 | 26.91% |

❖ A shareholder asked about the Notes to Consolidated Financial Statement of the Company in No. 16 Other Current Liabilities. There was an accrual bonus in 2008 in the amount of 24 million Baht and in 2009, 35 million Baht. First, does this accrual bonus mean the Company did not pay bonus to its employees? Second, was the reason the Company did not pay bonus because the Company has no cash? Third, the Company declared a profit of 381 million Baht but there was still an accrual bonus. Does this mean the real profit was not 381 million Baht?

- ❖ Mr. Paiboon explained that as at 31st of December 2009, there was a 31 million Baht accrual bonus because on the 31st of December 2009, the bonus was not distributed yet. However, in accordance with the accounting standards, this transaction had to be recorded by using accrual basis not cash basis. Thus, this transaction had to be recorded as an accrual account which means this item was acknowledged as an expense but was recorded as a liability. According to the Company's rules, all bonuses would be paid in February 2010 after the operation result as at 31st of December 2009 was available so that the Company will be able to determine the amount of bonus to be paid to its employees in accordance with the Company's performance. The Company already paid the bonuses to its employees in February 2010.
- ❖ A shareholder asked about Notes to Financial Statement re: Investment in Affiliated Companies. The Company has an investment in Sriracha Nakorn Public Company Limited in the amount of 356 Million Baht and hold 47.22% of total shares but the Company has no authorities to issue any financial and operation policies. Why the Company kept increasing its investment in this company instead of using this amount of money to reduce the Company's loan in order to make the Company's operation result better.
- ❖ Mr. Paiboon explained that in page 62 of the Financial Statement, the Company received 69 million Baht profit from the investment in Affiliated Companies which is Sri racha Nakorn Public Company Limited. During that period, the Company held a 36 % shares in Sriracha Nakorn Public Company Limited. In 2009, the profit we received was 77 million Baht. It is interesting to acknowledge that a part of profit (77 million Baht) from Sriracha Nakorn Public Company Limited was shared in the Company's Financial Statement which caused the Company to be in profit of 382 million Baht. Actually, this amount does not reflect the true investment of 47.22 % because the investment was made mid-year. Shareholders do not need to worry that the Company will not receive profit from this investment. This company always made profit and has good operating results which will contribute to the Company's Financial Statement too.
- ❖ A shareholder asked about the progress and effect of tax.
- ❖ Mr. Paiboon explained that there were many consultations with the Revenue Department about taxation on goodwill. Finally, the Revenue Department answered the Company's queries that an affiliated company may use the cost in obtaining goodwill to calculate expenses, amortization and depreciation in accordance with the type of properties and find out net profit in order to pay the corporate income tax. There is still no effect on the accounting system because the affiliated companies should already receive a part of tax refund but it is still unsure how much taxes will the Revenue Department refund. Currently, we are submitting documents for investigation in order to determine the amount of tax refund. Another accounting issue is that we will arrange so our affiliated companies can use the cost of goodwill to deduct tax as expenses in a long term. Therefore, there are two possibilities. The first part is we may receive a

refund from the tax paid. Another part is we can save some tax by using this as expenses.

- ❖ Ms. Jinapak Pornpibul, a shareholder, asked where was the management fees paid from.
- ❖ Mr. Paiboon and Dr. Surapong Ambhanwong explained that the management fee is an income we received from jointly managing project with Mae Fah Luang University. This project is a long term one. It is a two-year diploma course with training in our hospital. This program is beneficial to the Company in terms of good reputation and value-for-money. The students who are graduated from this program will be able to take care of new born babies, elders and recovering patients. In the future, if we can train tem more English, they will be able to work abroad. This program is not only beneficial to our society but also gives our Company income.

Resolution The Meeting has considered and approved the Balance Sheet and Profit and Loss Account as of the year ended on the 31st of December 2009. 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 | 1,924,420,724 | 99.99 |
| Disapprove | - | - |
| Abstain | 245,233 | 0.01 |

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

The Chairman assigned Mr. Kraivin Srikraiwin to inform the Meeting.

Mr. Kraivin informed the meeting that although the Company had a net profit of 382 million baht in the year 2009 but the Company was still unable to pay its dividend because it still has an accumulated loss of 1,735 million baht. Section 115 of the Public Companies Act stipulated that a dividend payment is forbidden if a company still suffers an accumulated loss. Therefore, the Meeting was proposed to acknowledge the Company's operation result and approve the suspension of dividend payment for the year 2009.

- ❖ A shareholder asked about the procedure to clear up all the accumulated loss so that the Company will be able to pay the dividend.
- ❖ The Chairman informed the meeting that, before, we can use profit from consolidated account to deduct the accumulated loss. However, at the end of year 2007, an accounting standard was changed and we can not use profit from consolidated account to deduct the accumulated loss anymore. This is the reason why it is now very difficult to pay dividend because the profit from one particular company can not clear accumulated loss in a short period of time.

- ❖ Ms. Jinapak Pornpibul, a shareholder, suggested that if the problem came from Prasit Patana Public Company Limited, can we dissolve Prasit Patana Public Company Limited and set up a new company instead of clear up the accumulated loss which seems to be very difficult.

No more question asked so the Chairman requested the meeting to consider and vote.

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 2009. 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 | 1,923,333,264 | 99.93 |
| Disapprove | 143,272 | 0.01 |
| Abstain | 1,189,421 | 0.06 |

Agenda 5 **Election of Directors to replace the Directors Whose Term Expires**

The Chairman assigned Mr. Jitkasem Sangsingkeo to give details to the meeting.

Mr. Jitkasem proposed to the Meeting that Mr. Taratorn Premsoontorn resigned from his post and we need to appoint a new director to replace Mr. Taratorn Premsoontorn. The Board of Directors and the Remuneration and Nomination Committee considered that Mr. Yanchai Tantiratapong was a knowledgeable and capable for the operation of the Company. Moreover, 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. Wichai Thongtang Chairman of the Board of Directors
2. Dr. Siri Ganjarende Vice Chairman of the Board of Directors /
Chairman of the Board of Executive Director
3. Mr. Att Thongtang Director/Executive Director
4. Mr. Nattawut Paowborom Independent Director / Audit Committee /
Chairman of the Remuneration and Nomination
Committee
5. Mr. Wisait Panutat Director/member of the Remuneration and
Nomination Committee

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.

Before the voting, Mr. Nattawut Paowborom, 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. Wichai Thongtang also held the position of Chairman of the Board of Director of Paolo Medic Co., Ltd. and Sriracha Nakorn Public Company Limited or Phyathai Sriracha Hospital which was an affiliated company. Prasit Patana Plc. had 47.22% interest in Srirachanakorn 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. Yanchai Tantiratapong, Dr. Siri Ganjarendee, Mr. Att Thongtang, Mr. Wisait Panutat and he himself 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.

In order to follow the good governance principle, the Chairman requested the meeting to consider and vote for each person.

Resolution The meeting duly considered and voted as follows:

1. Approved the appointment of Mr. Yanchai Tantiratapong to be a director replacing Mr. Taratorn Premsoontorn.
2. Approved the appointment of the five directors whose term had expired to resume their position as Company Directors. The votes cast during this fifth agenda were as follows:

| Name of Directors | Types of Directors | Approve (%) | Disapprove (%) | Abstain (%) |
|------------------------------|--|-------------------------|------------------|--------------------|
| 1. Mr. Yanchai Tantiratapong | Directors | 1,923,571,889 99.94% | - | 1,094,068 0.06% |
| 2. Mr. Wichai Thongtang | Chairman of the Board of Director | 1,923,591,537 99.98% | 130,272 0.01% | 169,932 0.01% |
| 3. Dr. Siri Ganjarendee | Vice Chairman of the Board of Director/Chairman of the Board of Executive Director | 1,923,591,537 99.98% | 121,000 0.01% | 169,932 0.01% |
| 4. Mr. Att Thongtang | Director/Executive Director | 1,923,591,537 99.98% | 130,272 0.01% | 175,932 0.01% |
| 5. Mr. Nattawut Paowborom | Independent Director/ Audit Committee/ Chairman of the Remuneration and Nomination Committee | 1,923,591,537 99.94% | 121,000 0.01% | 944,148 0.05% |
| 6. Mr. Wisait Panutat | Director/ Remuneration Committee | 1,923,591,537 99.94% | 121,000 0.01% | 944,148 0.05% |

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 2010.

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.

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 | 1,910,710,083 | 99.28 |
| Disapprove | 16,691 | - |
| Abstain | 13,939,183 | 0.72 |

Agenda 7

Appointment of Certified Public Accountant for the Year 2010 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 2010 to the meeting.

Mr. Paiboon informed the meeting about the Company's auditor, KPMG Phoomchai Audit 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 Phoomchai Audit Ltd., proposes that their audit fee for 2010 will be 1,450,000 baht, same as the fees for year 2009. The Company requested for a lower audit fee. After an invitation letter was sent to the Shareholders, KPMG informed us that the audit fee will be reduced to 1,222,000 Baht. After due consideration, the Audit Committee and the Board of Directors deemed it appropriate to propose the appointment of KPMG as the Company's and the Company subsidiaries' auditor for the fiscal year 2010. 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 2010 with amount of 1,222,000 baht. The auditor's team consisted of the same 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 Phosamritler 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 Phoomchai Audit Ltd., 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 Phosamritler 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 1,220,000 baht for the accounting year 2010. 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 | 1,910,905,571 | 99.29 |
| Disapprove | - | - |
| Abstain | 13,706,386 | 0.71 |

Agenda 8 Other issues (if any)

The Chairman requested the shareholders to give their suggestions for the problem of inability to pay dividend and the relisted of the Company's shares in the SET. These are the tasks that the management are aware of and realize that we have to cooperate in order to maximize the benefit to our shareholders. The first issue is to relist the shares on the SET and the second issue is to enable the Company to pay dividend. Hospital business is a business that the shareholders expect dividend. If dividend is good, it will reflect in a good share price. Currently, the Company can not pay its dividend due to legal reason. If we can trade our shares on the SET but cannot pay dividend, our share will be much less desirable. Although our share is good, our operation is good, our future is good but we cannot pay dividend, no one wants our shares.

One of the ways to solve the dividend problem is to decrease our capital in order to clear up our accumulated loss of 1,230 million Baht (from specific company). This will reduce the number of shares in the market to about 1,100 million shares and will lessen liquidity. When our shares have less liquidity, our shares will become less desirable too. However, shareholders will not be affected. The only side-effect to shareholders will be the price

that does not reflect the actual price of the share. We would like to hear from our shareholders about this issue. If we have to follow this path, is it acceptable to our shareholders or not. The capital decrease will need a resolution from 3 out of 4 and will require cooperation from Bangkok Dusit Vejakarn Public Company Limited.

- ❖ Mr. Hangchai Akkawaskul, a shareholder, suggested that in order to avoid the effect on minority shareholders, it is better to decrease capital and then change the par value to 10 satang so as to increase the number of shares thus not affecting minority shareholders. However, he is unsure about the legal side of this practice. When the operation result gets better, we can move the share price up to the actual value.
- ❖ A shareholder asked for clarification of the condition of relisting on the SET. If the only condition is the accumulated loss, we should decrease our capital in order to clear up our accumulated loss.
- ❖ Ms. Jinapak Pornpibul, a shareholder, suggested that the Company should consider decreasing its capital and an Extraordinary Shareholders Meeting should be called. Shareholders should come to attend this meeting together.

The Chairman informed the meeting that since the shareholders agreed with the decreasing of capital method, the Board of Directors will analyze and find out the most appropriate way to handle this so the Company will be able to solve the problem of accumulated loss. This agenda is just a consultation thus requires no vote. Also, the Chairman informed the meeting that the Board of Directors will search for the options that are most beneficial to the shareholders. He asked the meeting if there is any other method better than decreasing of capital, will the shareholders agree to it?

- ❖ Shareholders attending the meeting clapped and agreed to the Chairman suggestions.

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 16.02 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