

Ref. No. Chor Por 907/2019

March 26, 2019

**Subject Invitation to the Annual General Meeting of Shareholders in 2019**

To Shareholders

Chiang Mai Ram Medical Business Public Company Limited

- Enclosed with
1. The minutes of the 2018 Annual General Meeting of shareholders
  2. Regulations regarding the AGM. and voting
  3. The definition of independent directors and independent directors
  4. Oral history has been nominated to be elected as directors
  5. Proof of the shareholder or its representative
  6. Map of the venue
  7. Proxy Form

The Board of Directors has resolved to Chiang Mai Ram Annual General Meeting of Shareholders of the Company for the year 2019 on Monday, April 29, 2019 at 11.00 a.m. at 9 FLOOR CONFERENCE ROOM, BUILDING 1, VIBHAVADI GENERAL HOSPITAL, 51/3 Ngamwongwan Road, Chatuchak Bangkok. To consider the schedule below.

- 10.00. a.m. Registration to attend the meeting.  
11.00 a.m. Began meeting to consider the following agenda.

**Agenda Item 1; Chairman of the Board of Directors reports to the shareholders.**

**Agenda Item 2; To approve the minutes of the 2018 Annual General Meeting of shareholders.**

**Opinion of Board** To consider and approve the minutes of the 2018 Annual General Meeting of shareholders, which held on April 26, 2018.

**Agenda Item 3; Certify the company' s annual report and the board of directors' report for 2018.**

**Opinion of Board** Certify the company' s annual report and the board of directors' report for 2018 to shareholders.

**Agenda Item 4: Approve the company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2018.**

**Opinion of Board** To approve the company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2018 which is accurate and audited by CPA auditor.

**The Company Financial Statements**

|                             | <b>Consolidated</b> | <b>Separate</b>  |
|-----------------------------|---------------------|------------------|
| Total Assets (Baht)         | 8,666,493,158.80    | 2,974,312,629.25 |
| Total Liabilities (Baht)    | 3,452,773,786.37    | 910,269,560.04   |
| Total Revenue (Baht)        | 3,995,769,800.49    | 1,675,493,110.54 |
| Owners of the parent (Baht) | 375,378,979.58      | 355,477,209.10   |
| Earning Per Share (Baht)    | 0.09                | 0.09             |

**Agenda Item 5: To consider and approve the allocation of net profit for legal reserves and dividend payments for 2018's operational results.**

**Opinion of Board** To approve on the dividend payments for the operation from January 1, 2018 to December 31, 2018 should be paid to the shareholder at Bt. 0.052 per share on May 15, 2019. The right to receive dividend, as the case may be is uncertain as it has not yet been approved by annual general meeting of shareholders.

The details of dividend policy. Compare rates and dividend payments in the past year in the annual report. By comparison, in the years following.

|                                 | <b>2018</b>           | <b>2017</b>           |
|---------------------------------|-----------------------|-----------------------|
| Profit for the year (Baht)      | <b>355,477,209.10</b> | <b>309,451,007.58</b> |
| Legal reserves (Baht)           | <b>0</b>              | <b>0</b>              |
| Net profit (Baht)               | <b>355,477,209.10</b> | <b>309,451,007.58</b> |
| Dividend Per Share (Baht/share) | <b>0.052</b>          | <b>0.047</b>          |
| Dividend payout Ratio (%)       | <b>58.85</b>          | <b>61.10</b>          |
| Total amount of dividend (Baht) | <b>209,202,500.00</b> | <b>189,086,875.00</b> |

**Agenda Item 6: To consider and appoint the Auditor and Determine the Auditor fees for year 2019.**

**Opinion of Board** The Board has considered and agreed to propose to the Shareholders to appoint the auditors of the Company. The Dharmniti designated as the responsible auditor. Examined and approved the financial statements of the Company for the year 2019, the remuneration is as follows.

**Comparative information for the auditor**

|   | 2019 (Baht) | 2018 (Baht) | Increase (Baht) |
|---|-------------|-------------|-----------------|
| 1. To review the Company's financial statements (3 quarters). | 540,000.00  | 525,000.00  | 15,000.-        |
| 2. The annual financial statements                            | 560,000.00  | 515,000.00  | 45,000.-        |
| <b>Totaling</b>   | 1,100,000.- | 1,040,000.- | 60,000.-        |

**Agenda Item 7: To consider and approve the re-election of directors who retire by rotation.**

According to the Company's article of association, at each AGM, one-thirds of the members of the Board of Directors or the nearest, will retire by rotation. There are 4 retired directors by rotation at the 2019 AGM as follows;

|    | Director     |              | Position   | The number of participants in 2561 |
|----|--------------|--------------|--|------------------------------------|
| 1. | Dr. Varaphan | Unachak      | Director   | 6/7                                |
| 2. | Dr. Sumeth   | Handagoon    | Director   | 7/7                                |
| 3. | Mr. Ruechid  | Kanjanapitak | Director   | 7/7                                |
| 4. | Dr. Suthisak | Kanaprach    | Independent Director and Chairman of Audit Committee | 7/7                                |

**Opinion of Board**

After due consider and approve, the Board (the director who have a conflict of interest did not vote for this resolution), agreed with the Nomination and Remuneration Committee's recommendation and proposed to the AGM to re-election 4 directors to be the directors or independent directors as follows;

1. Dr. Varaphan Unachak Director
2. Dr. Sumeth Handagoon Director
3. Mr. Ruechid Kanjanapitak Director
4. Dr. Suthisak Kanaprach Independent Director and Chairman of Audit Committee

**Agenda Item 8: To consider and approve the directors' remuneration.**

The remuneration is as follows.

| The remuneration                      | Considered in 2019 | The year 2018 |
|---------------------------------------|--------------------|---------------|
| 1. the meeting attendance (Baht)      | 600,000.00         | 600,000.00    |
| 2. the directors' remuneration (Baht) | 7,109,500.00       | 6,189,000.00  |

**Agenda Item 9: To consider any other business that may be property brought before the meeting. (If any)**

I hereby invite all shareholders to attend the meeting on the date and at the place mentioned above. If you are unable to attend the meeting in person. Please appoint a proxy to attend the meeting. In case you can not find the proxy. The company named Dr. Suthisak Kanaprach, Independent Director and Chairman of Audit Committee or Managing Director, Dr. Dusit Srisakul, Proxies to attend the meeting. According to the proxy attached. You will be required to submit documents showing the shareholder. Or representatives of shareholders who are entitled to a place at the meeting before the meeting. The Company Invitation to the Annual General Meeting of Shareholders 2019 and all related documents. This is the same version to be sent to shareholders. It lists them on the website of the Company at <http://www.lanna-hospital.com>. Under INVESTOR RELATIONS section.

Directors of the Company Nominated as a proxy.

- 1. Dr. Suthisak Kanaprach :** Independent Director and Chairman of Audit Committee  
Address : 308/19-20 Street Railway, Phra Pathom Chedi, Muang Nakhon Pathom,  
Nakhon Pathom 73000
- 2. Dr. Dusit Srisakul :** Managing Director  
Address : 165/9 Moo 1, Nong Hoi, Muang, Chiang Mai 50000

**The schedule as stated in the table below;**

| <b>Schedule Pertaining to Company' s<br/>Annual General Meeting of Shareholders</b>                   | <b>Date</b>                     |
|---|---------------------------------|
| 1. The Record Date (On the right to attend the 2019 AGM and the right to receive the annual dividend) | March 15, 2019                  |
| 2. The Annual General Meeting of Shareholders   | April 29, 2019<br>at 11.00 a.m. |
| 3. The Dividend Payment Date  | May 15, 2019                    |

Under Article of Association of the Company, the number of shareholder or proxy attended the shareholders' meeting have to be least 25 persons or at least 50% of total shareholders of the Company and the number of shares attended the meeting have to be least 1/3 of total paid-up shares.

In order to facilitate shareholders' access to information on the resolutions passed by Annual General Meeting of Shareholders 2018, we have posted a copy of the Minutes of This Meeting of Shareholders on the Company' s website since April 28, 2018. However, no Shareholders recommended any amendment or objection.

The Notice of the 2019 AGM together with all related supporting documents which will be sent to shareholders after the closing date will be posted earlier on the company' s website <http://www.lanna-hospital.com> under INVESTOR RELATIONS section.

Pleased be informed accordingly.

Sincerely yours,

(Dr. Dusit Srisakul)

Managing Director

Administrative Office

Tel. 053-999701

Fax. 053-999799

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