



(TRANSLATION)

Ref. No. PD 017/2023

4 August 2023

Subject : Notice of Extraordinary General Meeting of Shareholders No. 1/2023 (through electronic means)

To : Shareholders

- Enclosures:
1. Company's Articles of Association relating to the Shareholders' Meeting
 2. Profiles of the Independent Directors proposed as proxy for shareholders
 3. Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting
 4. Proxy Form B
 5. Guidelines for attending the electronic meeting
 6. Privacy Policy for Shareholders
 7. Registration Form

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders of Bangkok Dusit Medical Services Public Company Limited (“**the Company**”) No. 1/2023 be held on 6 September 2023 at 13:30 hours, through electronic means, to consider the agendas as follows:

Item 1 To consider approving the amendment to Article 9 of the Company's Articles of Association (non-Thai shareholding restriction)

Objective and Reason: Since the Company's non-Thai shareholding proportion has currently increased to a level close to the restriction set forth in Article 9 of the Company's Articles of Association, the Company would like to increase the maximum limit of shareholding proportion held by non-Thai shareholder(s) to suit the current circumstance.

Board's Opinion: The Board is of the opinion that the shareholders should approve the amendment to Article 9 of the Company's Articles of Association by increasing a non-Thai shareholding proportion from the current restriction of 25 percent of the total issued shares to 30 percent of the total issued shares, and repealing the outdated provision of second paragraph of Article 9, as detailed in the table below.

Current Provision	Proposed Amendment
<p>Chapter 3 : Transfer of Shares</p> <p>Article 9. The shares of the Company may be transferred without any restriction, except for any transfer of shares resulting in non-Thai shareholder(s) holding more than 25 percent of the total issued shares of the Company.</p>	<p>Chapter 3 : Transfer of Shares</p> <p>Article 9. The shares of the Company may be transferred without any restriction, except for any transfer of shares resulting in non-Thai shareholder(s) holding more than 30 percent of the total issued shares of the Company.</p>

Current Provision	Proposed Amendment
<p>The non-Thai persons may acquire ordinary shares of the Company in excess of the restricted proportion prescribed above by converting the convertible debentures which are issued pursuant to the Extraordinary General Meeting of Shareholders No. 1/2014 held on 5 August 2014, even though the proportion of the shareholding by the non-Thai persons has reached 25 percent of the total issued shares of the Company. However, such shareholding shall not cause the total number of the shareholding proportion of the non-Thai persons to exceed 30 percent of the total issued shares of the Company. The holding of shares by the non-Thai persons exceeding 25 percent up to 30 percent shall apply to the case of any transfer of shares by non-Thai persons, who have acquired new shares by means of the exercise of conversion right of convertible debentures under this paragraph two, by their transferees and subsequent transferees in every stage of transfers.</p>	

In this regard, the person authorized by the director acting on behalf of the Company shall be authorized to register the amendment of the Articles of Association to the Department of Business Development and also has the power to amend the wording to comply with the orders of the Registrar.

Item 2 To consider other matters (if any)

A list of shareholders entitled to attend and vote in the Extraordinary General Meeting of Shareholders No. 1/2023 shall be determined on 9 August 2023 (the Record Date).

Shareholders who wish to attend the meeting by yourselves or by proxy, please study the guidelines for attending the electronic meeting as per Enclosure 5. Should there be any queries, please contact the call center 02-931-9136.

Please be informed accordingly.

Yours sincerely,

Signed by Poramaporn Prasarttong-Osoth

(Miss Poramaporn Prasarttong-Osoth, M.D., FRCS(Glas))

President

Company Secretary Department

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