

Ref. 66/2018

November 27, 2018

Subject : Waiver of rights to purchase ordinary shares of Dhipaya Bodin Co., Ltd.

To : Director and Manager The Stock Exchange of Thailand

The Board of Directors Meeting Vibhavadi Medical Center Public Company Limited ("The Company") No.6 /2018 dated November 27, 2018 Approved the Company Waiver of the rights to purchase ordinary shares of Dhipaya Bodin Co., Ltd. ("Dhipaya Bodin") amounting to 28,000,000 shares or 16.67 percent of the total number of ordinary shares of Dhipaya Bodin will be exercised. Approved the shareholders' meeting to be issued in the fourth quarter of 2018. The Company has waived its rights to purchase the new ordinary shares of Dhipaya Bodin to Ramkhamhaeng Hospital Public Company Limited ("RAM") as a new investor.

1. Transaction date

The Company hereby waives its rights to purchase 28,000,000 ordinary shares of Dhipaya Bodin or equivalent to 16.67% of the paid-up capital. All Dhipaya Bodin will seek the approval of the shareholders' meeting to be issued in the fourth quarter of 2018.

2. Agreed party and the relationships

Disclaimer Vibhavadi Medical Center Public Company Limited

Grantee of Ramkhamhaeng Hospital Public Company Limited

Relationship between waivers Share held by its subsidiaries and directors

3. General information of transaction

Type and size of transaction : A waiver of the rights to purchase ordinary shares.

Criteria for Consideration : Asset Value Criteria (NTA : Calculated from the discounted share capital value of the Company and its subsidiaries)

Transaction size : The value of the asset (NTA) is equal to 2.35% of net assets. Company and subsidiaries (Based on the consolidated financial statements of the Company as of September 30, 2018)

4. Details of disposed assets (New ordinary shares to be waived)

4.1 Type of assets disposed New ordinary shares of Dhipaya Bodin.

4.2 Name of Business Dhipaya Bodin .

4.3 Address 559/33 Moo 7 Bangplee Yai, Bangplee, Samutprakarn

4.4 Type of business disposable medical equipment manufacture and distributor.

4.5 Paid-up capital (Before investment) 300 million baht

4.6 Number of ordinary shares The Company holds (Before investment) 56,000,000 shares

- 4.7 Paid-up capital (After investment) 450 million baht
 4.8 Number of ordinary shares The Company holds (After investment) 56,000,000 shares
 4.9 Ordinary shares to be waived by the Company for the purchase of RAM 28,000,000 shares
 4.10 The value of the newly issued ordinary shares at Baht 2.6786
 4.11 Par value of Baht 5.00
 4.12 Shareholding Structure of Dhipaya Bodin .

4.12.1 Shareholding Structure of Dhipaya Bodin before RAM take part .

Shareholder	No. of shares	% of Shareholding
1.Vibhavadi Medical Center PCL.	56,000,000	50.00
2. Mr.Sheet Saivrakitkul Group	<u>56,000,000</u>	<u>50.00</u>
Total	112,000,000	100.00

4.12.2 Shareholding Structure of Dhipaya Bodin after RAM take part.

Shareholder	No. of shares	% of Shareholding
1. Vibhavadi Medical Center PCL.	56,000,000	33.33
2. Mr.Sheet Saivrakitkul Group	56,000,000	33.34
3. Ramkhamhaeng Hospital PCL.	<u>56,000,000</u>	<u>33.33</u>
Total	168,000,000	100.00

- 4.13 Proportion of shares held after disposition 33.33%

5. Total value of Disposed Assets (New ordinary shares to be waived)

The value of the assets sold is the value of the newly issued ordinary shares of the Company. Waived the rights to buy from Dhipaya Bodin. as follows.

Number of ordinary shares to be waived	28,000,000	Shares
Par value	5.00	Baht
The value of the paid-up capital is	2.6786	Baht
The value of the asset waived	75,000,000.00	Baht

6. Criteria used in determination of value of disposed assets (New ordinary shares to be waived)

Dhipaya Bodin has issued 28,000,000 new ordinary shares with a par value of Baht 5.00 per share. The payment is equal to Baht 2.6786, which is the same as the existing shareholders.

7. Reason for disposal assets and benefits to the Company expected to receive from asset disposal. (New ordinary shares to be waived)

The capital increase is aimed at finding potential partners in the capital to invest in the business of Dhipaya Bodin , which requires additional investment. As well as increasing the potential to sell more products in the future. The Company has considered that. The proportion of investment after the capital increase is considered appropriate by Dhipaya Bodin as a joint venture. It will benefit potential shareholders in the medical device and distribution business. The Company agreed to waive the rights to purchase the ordinary shares of Dhipaya Bodin to RAM.

8. Benefits or related transactions between the Company and directors, executives and shareholders either directly or indirectly exceeding 10% .

-none-

Please be informed accordingly.

Yours sincerely

(Mr. Chaisith Viriyamettakul)

Managing Director