



**BDMS**  
Bangkok Dusit Medical Services

ทะเบียนเลขที่ 0107537000025

บริษัท กรุงเทพดุสิตเวชการ จำกัด (มหาชน)  
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กรุงเทพฯ 10310

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**(Translation)**

Ref. No. PD 018/2022

29 June 2022

**Subject:** Notification of the Board of Directors' resolution regarding the plan for delisting of the securities of Samitivej Public Company Limited from being securities listed on the Stock Exchange of Thailand and to make a tender offer for the delisting of securities  
**(additional Info)**

**Attention:** The President  
The Stock Exchange of Thailand

Bangkok Dusit Medical Services Public Company Limited (the **"Company"**) would like to inform that the Board of Directors' Meeting No. 6/2022, held on 29 June 2022, has passed the resolutions as follows:

1. Approved the Company, which is currently holding shares of Samitivej Public Company Limited (**"SVH"**) totaling 95,764,033 shares or representing 95.76 percent of the total issued shares of SVH, to make a tender offer for delisting SVH's securities from being securities listed on the Stock Exchange of Thailand (the **"SET"**) and to deliver a letter of intention to make a tender offer for delisting the remaining securities of SVH in the number of 4,235,967 shares, representing 4.24 percent of the total issued shares of SVH, at the offering price of THB 480 per share. Such offering price is not lower than **the fair value of shares of SVH, which is** the highest price based on criteria and calculation methods under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (**"TorChor.12/2554"**), totaling approximately 2,033.26 million Baht. **The fair value of shares of SVH is appraised by Kiatnakin Phatra Securities Public Company Limited, which is the Company's financial advisor.**

The offering price is subject to change if there is an event that causes or may cause material adverse effect to the business, property, SVH's share price, or any other event that significantly affects the determination of the offering price and/or any other circumstances as prescribed in the Notification No. TorChor.12/2554. However, the determination of the final tender offering price will be in accordance with the rules of the Notification No. TorChor.12/2554 in all aspects.

The tender offer of the securities for delisting SVH's securities from being securities listed on the SET will occur after all the following conditions are satisfied:

- 1) The shareholders' meeting of SVH passes a resolution approving the delisting of SVH's shares from being securities listed on the SET with votes of not less than three-fourth of the total issued shares of SVH, and there are no objections from shareholders holding SVH's shares in an aggregate amount exceeding 10 percent of the total issued shares of SVH in accordance with the SET regulations on delisting of securities; and

- 2) The delisting of SVH's shares from being securities listed on the SET must be approved and/or waived by the relevant authorities, including the SET, financial institutions, and other contractual parties in the related agreements (if necessary).

In addition, the Board of Directors resolved to approve the authorization to the Executive Committee, and/or the President, and/or Senior Executive Vice President and Chief Financial Officer to determine or amend the offering price in accordance with the relevant criteria (if necessary); to determine the proportion and numbers of shares obtained from the tender offer; to hire or appoint financial advisor, legal advisor, and/or other relevant advisors; to amend details and to sign the documents and/or agreements pertaining to making a tender offer for delisting SVH's securities from being securities listed on the SET as well as undertaking any acts for the purposes of facilitating the transaction and for the best interests of the Company; and to contact, coordinate, and undertake any acts with any relevant government agencies or authorities as required by law, including to proceed in accordance with the criteria, conditions, and details of the relevant law and rules and regulations, opinions or guidelines of such agencies;

The aforementioned tender offer for delisting the securities is considered as an asset acquisition transaction of the Company. However, when calculating the transaction size, the transaction has the highest transaction value equal to 1.6 percent based on the criteria of the total value of the consideration according to the Company's Consolidated Financial Statements ending 31 March 2022. Therefore, the Company is not required to comply with the relevant rules regarding the acquisition or disposition of assets of listed companies.

2. Approved the appointment of Kiatnakin Phatra Securities Public Company Limited as the Company's financial advisor and tender offer preparer and agent.

Please be informed accordingly.

Yours Sincerely,

**Signed by Poramaporn Prasarttong-osoth**  
(Miss Poramaporn Prasarttong-osoth, M.D.)

President