



No. Exc. 14/2022

29 June 2022

Subject: Notification of the Board of Directors' resolution regarding the delisting of the Company's securities from the Stock Exchange of Thailand and the convening of Extraordinary General Meeting of Shareholders No. 1/2022

To: President  
The Stock Exchange of Thailand

Enclosure: Form of Report on Delisting of Shares from being Listed Securities (F10-6) dated 29 June 2022

Samitivej Public Company Limited (the **"Company"**) would like to inform that the Board of Directors' Meeting No. 3/2022, held on 29 June 2022, has passed the resolutions as follows:

1. Approved to propose the shareholders' meeting to consider and approve the delisting of the Company's securities (**"SVH"**) from being securities listed on the Stock Exchange of Thailand (the **"SET"**) in accordance with the proposal from Bangkok Dusit Medical Services Public Company Limited (**"BDMS"**), which is currently holding SVH at 95.76 percent of the total issued shares of the Company. BDMS has an intention to delist the securities from being the listed securities on the SET, in order to resolve the issue with respect to and alleviate the burden to be incurred as a result of the incompliance of the free float requirement under the rules on qualifications on maintaining the status as a listed company on the SET.

In this regard, if the shareholders' meeting of the Company passes a resolution approving the delisting of securities from being securities listed on the SET and such delisting has been approved by the SET and/or other relevant authorities (if any); BDMS will be a tender offeror for delisting the Company's securities from being the listed securities on the SET with the offering price at THB 480 per share. Such offering price is not lower than the highest 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"**).

In addition, the Company's Board of Directors resolved to propose the authorization to the Managing Director and the Chief Executive Officer and/or the Chief Financial Officer to consider and determine the details and/or to undertake any acts relating to the delisting of the Company's securities from being the listed securities on the SET, as well as any of the following acts for the purposes of facilitating the transaction, and for the best interests of the Company:

- (a) 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; and
  - (b) To undertake any acts relevant to and/or in connection with delisting of the Company's securities from being securities listed on the SET;
2. Approved, by consent of the independent directors who have no conflicts of interest, to appoint Advisory Plus Company Limited to perform as an independent financial advisor of the Company and to provide opinions to the shareholders of the Company for consideration on the delisting of the Company's securities from being securities listed on the SET, as well as to perform as an independent financial advisor to provide opinion of SVH on the tender offer (in case there is a delisting tender offer thereafter).

3. Approved the scheduling of the Extraordinary General Meeting of the Shareholders No. 1/2022 on 19 August 2022, at 10.00, at Samitivej Sukhumvit Hospital, to consider the following
  - Agenda 1: To acknowledge the opinions on the delisting of the Company's securities from being securities listed on the SET, and the proposal of the tender offeror, as well as other related information
  - Agenda 2: To consider and approve the delisting of securities of the Company from being securities listed on the SET
  - Agenda 3: Other businesses (if any)
4. Approved to fix 18 July 2022 as the date for determination of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date).

Please be informed accordingly.

Sincerely yours,

*- Chairat Panthuraamphorn -*

Chairat Panthuraamphorn, M.D.  
Managing Director & CEO

Executive Office  
Tel. 02-022-2677

(F10-6)

**Form of Report on Delisting of Shares from Listed Securities**

Samitivej Public Company Limited

29 June 2022

Attention: The President  
The Stock Exchange of Thailand

The Board of Directors' Meeting of Samitivej Public Company Limited (the **"Company"**) No. 3/2022, held on 29 June 2022, has passed resolutions to approve the delisting of the Company's securities from the Stock Exchange of Thailand (the **"SET"**). The details are as follows:

**1. Type of Securities of the Company**

- 1.1 Ordinary shares/Preference shares
  - 1.1.1 Ordinary shares  
In the amount of 100,000,000 shares at the par value of 10 Baht per share, totaling 1,000,000,000 Baht
  - Preference shares  
-None-
  - 1.1.2 Becoming listed securities on the SET since 15 June 1990
  - 1.1.3 The latest trading price: 420 Baht per share on 28 June 2022
- 1.2 Debentures/Convertible Debentures  
-None-
- 1.3 Warrants  
-None-
- 1.4 Other types of securities (please specify)  
-None-

**2. Date of presentation to make recommendations concerning delisting of shares**

The Company will proceed with the presentation by independent financial advisor and the Company, in order to provide opinions on the delisting of the Company's shares from being securities listed on the SET as well as to propose it to the shareholders' meeting for further consideration and approval in the Extraordinary Meeting of Shareholders No. 1/2022.

**3. Date of shareholders meeting for delisting of shares**

The Extraordinary General Meeting of Shareholders No. 1/2022 will be held on 19 August 2022, at 10.00, at Samitivej Sukhumvit Hospital which

- ☒ the Record Date for determination of shareholders who are entitled to attend the Meeting is on 18 July 2022.

- ☐ the closing date of shareholders' register book for determination of shareholders who are entitled to attend the Meeting is on ..... until the end of the Meeting.

**4. Reasons and facts concerning the delisting of shares**

In accordance with the proposal from Bangkok Dusit Medical Services Public Company Limited ("**BDMS**"), a major shareholder of the Company holding 95,764,033 shares, totaling 95.76 percent of the total issued shares of the Company, BDMS has an intention to delist the shares from being the listed securities on the SET, for the purpose of solving the issue with respect to and alleviate the burden to be incurred as a result of the incompliance of the free float requirement under the rules on qualifications on maintaining the status of a listed company on the SET.

In this regard, BDMS will commence the Tender Offer for delisting of securities; which includes the remaining ordinary shares from other shareholders, approximately 4.24 percent of the total issue shares of the Company, upon the shareholders' meeting of the Company resolved to approve the delisting of securities and such delisting of securities has been approved by the SET and/or other relevant authorities (if any).

**5. Making tender offers for shares and other securities which may be converted to shares of the Company from the general shareholders and securities holders**

5.1 The offerors or group of offerors and relationship with the Company  
Bangkok Dusit Medical Services Public Company Limited

5.2 The offering price of securities (separate into each type of securities)

The offering price of the ordinary shares of the Company is at THB 480 per share. In which the offeror may adjust the offering price in accordance with the criteria 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

5.3 Name of the financial advisor of the offeror:  
Kiattakin Phatra Securities Public Company Limited

5.4 Name of the independent financial advisor:  
Advisory Plus Co., Ltd.

## 6. Shareholding Distribution as of 7 March 2022

### 6.1 Top 10 major shareholders

Name	Nationality	Profession	No. of shares held	Shareholding Percentage
Bangkok Dusit Medical Services Public Company Limited	Thai	Business	95,764,033	95.76
Mr. Chaivej Nuchprayoon	Thai	Trader	172,986	0.17
Mrs. Praphapim Liptapanlop	Thai	Trader	132,000	0.13
Mrs. Paweena Anakatham	Thai	Trader	130,400	0.13
Mrs. Panita Luareesuwan	Thai	Trader	126,700	0.13
Mr. Panu Luareesuwan	Thai	Trader	125,000	0.13
Bangkok Insurance Public Company Limited	Thai	Business	122,800	0.12
Mr. Ohm Kiangsiri	Thai	Trader	121,900	0.12
Mrs. Chantana Anakatham	Thai	Trader	108,500	0.11
Mr. David John Scott	English	Trader	100,800	0.10

### 6.2 Number of Shareholders

- Total of 1,677 shareholders, holding a total of 1,000,000,000 shares
- Number of minority shareholders who hold not more than 5 out of 1,000 of the total paid-up capital but no less than 1 board lot: 1,340 persons holding 4,228,072 shares or 4.23 percent of the total paid-up capital.

## 7. Board of Directors of the Company as of 29 June 2022

Name	Position	Shareholding Percentage
Mr. Somchai Ruchuphan	Chairman of the Board of Directors	0
Mr. Chairat Panturaumporn	Managing Director/ Chief Executive Officer/Director	0

Name	Position	Shareholding Percentage
Mr. Pradit Teekakul	Director	0
Mrs. Naruemon Noi-am	Director	0
Mrs. Surangkana Techapaitoon	Director	0
Mr. Somchat Inthathut	Chairman of the Audit Committee / Independent Director	0
Mr. Kraithip Krairik	Independent Director / Audit Committee	0
Mr. Supak Siwarak	Independent Director / Audit Committee	0

We confirm that the information contained in this report is accurate and complete in all respects.

Signature Chairat Panthuraamphorn Authorized Director

(Chairat Panthuraamphorn, M.D.) on behalf of the Company

(Authorized Director signed on behalf of the Company with seal)

Signature Surangkana Techapaitoon Authorized Director

(Surangkana Techapaitoon, M.D.) on behalf of the Company