

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

Ref. No. NEW052/62

1st of April, 2019

Subject : Invitation to the 2019 Ordinary General Meeting of Shareholders.

To : Shareholders of Wattana Karnpaet Public Company Limited.

- Enclosures :
1. Copy of the minutes of the 2018 ordinary general meeting of shareholders
 2. The 2018 Annual Report (Details are shown in the attached CD-ROM)
 3. Information on the Independent Committee for shareholders to assign as proxy
 4. Company's rules on the shareholders' meeting
 5. Information on the committees to be voted in
 6. Instruction for registration, assigning proxy, shareholder's identification, and voting in the shareholders' meeting
 7. Proxy forms
 8. Map of the shareholder's meeting location

The Board of Directors of the company No. 1/2019 on the 27th of February, 2019 has resolved to set the 2019 ordinary general meeting of shareholders on Thursday the 25th of April, 2019 at 10.00 a.m. at the meeting room of Building 3, Floor 11 of the Wattana Karnpaet Public Company Limited, address 70/7-8 Supakitchanya Road, Tambon Makkeng, Muang District, Udonthani, to consider various matters according to the following agendas:-

Agenda 1 : Certify the minutes of the Annual General Shareholders' Meeting 2018 on the 25th of April 2018 (Attachment 1)

The Board of Directors resolved that the recorded minutes of the 2018 ordinary general meeting of shareholders are correct and should be proposed to get certified by the shareholders meeting.

Agenda 2 : Certify the company's business operation in 2018

The Board of Directors resolved that the company's 2018 operational performance and related information should be proposed to get certified by the shareholders' meeting.

Agenda 3 : Approve the company's balance sheets, profit and loss statements as at 31 December 2018.

The Board of Directors has considered the 2018 Balance Sheet and Profit and Loss Statements, which have been audited by the auditor and certified by the Audit Committee and proposed the shareholders' meeting to approve.

Agenda 4 : Appoint new directors to replace those completing their terms.

Additional information

According to the Public Company Limited Act and the company's rule number 16; in every annual general meeting, one third of the committees shall be completed their terms. In case the number of committees cannot be divided into three parts then the nearest to one third proportion shall be used.

The committees that completed their terms are:

- Ms. Bangon Tangsubkul Director and Chairman of Remuneration Sub-Committee
- Ass.Prof.Dr.Poonsakdi Vaisamruat Chairman of Audit Committee and Director
- Ms. Suda Santiseveekul Director and Audit Committee Director

At present, the Company has not yet appointed a Nomination Committee. However, the entire Board of Directors, except for directors with conflicts of interests, shall act as the Nomination Committee in considering the criteria and process for the nomination of persons with appropriate qualifications to serve as directors in line with the Company's business strategy, as well as select persons based on the determined nomination process and their past performance as directors of the company. The Board deems it appropriate to propose to the shareholders' meeting to re-elect all 3 outgoing directors who have suitable qualifications as directors of the Company for another term. The curricula vitae and information on these 3 directors are as per Attachment 5, enclosed with this notice.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Report for the year 2018 under the section

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNPAET PUBLIC COMPANY LIMITED

"Structure and Management of shares". In addition, there is no director nominated to be appointed for Independent Director in the 2019 Ordinary General Meeting of Shareholders.

Agenda 5 : Approve the remuneration of company committees in 2019

The rules and procedures for setting the director's remuneration.

The remuneration has been adjusted in 2015 so there will not be any change for this year except the transportation and other which are increased due to the number of director meeting and attendee.

The remuneration of directors shall be divided into the subcommittee such as Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee, etc

1) Chairman and Authorized Director	1 person remuneration 168,000 Baht/year
2) Director and Authorized Director	3 person remuneration 204,000 Baht/year
3) Chairman of the Audit Committee	1 person remuneration 60,000 Baht/year
4) Audit Committee	3 person remuneration 90,000 Baht/year
5) Remuneration Sub-Committee	3 person remuneration -
6) Corporate Governance and Ethics Committee	3 person remuneration -
7) Risk Management Committee	3 person remuneration -
8) Transportation and other	82,000 Baht/year

Comparison by year

	2019 (Baht)	2018 (Baht)	Increase (Baht)
Directors' remuneration	604,000	604,000	0

The Board of Directors proposed to the shareholders' meeting to appoint the directors to replace those completing their terms to effectively work as the company's directors and setting the directors' remuneration for year 2019.

Agenda 6 : Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Porntip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively, and set the auditing fee for 2019 no more than 740,000 Baht per year.

Additional Information

Both of the auditors have no relationships neither/ nor conflict of interest with the company/ management/ shareholders.

Office of Pitisevi Co., Ltd.	2019 (Baht)	2018 (Baht)	Increase (Baht)	Auditing period for the company
Auditing fee	No more than 740,000	No more than 720,000	No more than 20,000	2006 – 2018

Office of Pitisevi Co., Ltd.	License numbers	Year of signing	Consecutive years
Ms.Chaovana Viwatpanachati	4712	2010, 2011, 2012, 2013 2016, 2017, 2018	4 3
Ms.Wanpen Unruan	7750	2014, 2015	2
Ms.Porntip Amornchailertpattana	9589	-	-

The annual and quarterly auditing fee as at 31 December 2019 is 740,000 Baht. The statement review fee in English version has been included as detailed below ;

Pitisevi auditing firm	2019 (Baht)	2018 (Baht)
Annual auditing fee	470,000	450,000
Quarterly auditing fee – 3 quarters	270,000	270,000
Total	740,000	720,000

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี
Telephone (042) 241031-3 , 246181-3
70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

The audit committee has considered that the proposed appointing of the auditors and the auditing fee are appropriate.

The 1/2019 board of directors meeting considered and approved the appointment of the auditor; Ms. Chaovana Viwatpanachat , auditor registration number 4712, Ms. Wanpen Unruan, auditor registration number 7750 and Ms.Porntip Amornchailertpattana, auditor registration number 9589 from the Office of Pitisevi Co., Ltd., to be the auditors for the company. The remuneration is no more than Baht 740,000 (Seven Hundred Forty Thousand Baht Only)

The Board of Directors proposed to the shareholders' meeting to approve the appointment of the auditor, the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Porntip Amornchailertpattana , license numbers 4712, 7750 and 9589 respectively for auditors of 2019, and set the 2019 remuneration of auditors.

Agenda 7: Approve the dividend payment for year 2018 at the rate of 0.70 Baht per share with the total amount of 7,000,000 Baht, Set the Record Date for shareholders eligible for the 2018 dividend payment on 8th of May, 2019 and set the 24th of May 2019 as the dividend payment date.

Additional information

The company has the policy on dividend payment to be at least 40 per cent of the net profit after tax and legal reservation if there is no other needs for it. Moreover, the dividend payment has to have no significant impact to the company's usual operations. Other important factors shall be incorporated into the dividend payment decisions e.g. operation performance, liquidity, business expansion.

Dividend payment comparison with last years

Year	Divident/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2014	0.35	1.11	31.54
2015	0.50	1.30	38.45
2016	0.50	1.09	54.08
2017	0.70	1.83	38.28
2018	0.70	1.69	41.46

The rate of dividend payment as a percentage of the net profit is not lower than stated in the dividend payment policy. The company needs to reserve the amount of 9.883 Million Baht from net profit to be used as a budget for the business expansion including renovations and medical equipment.

The Board of Directors proposed to the shareholders' meeting to approve the dividend payment for year 2018 at 0.70 Baht per share (Seventy Satang), the total dividend payment of Baht 7,000,000, or 41.46 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 8th of May, 2019. The dividend payment date is set to be on the 25th of May, 2019. Subject to the approval of the 2019 shareholder's meeting.

Agenda 8 : Other matter (if any)

Shareholders are invited to attend the meeting according to the above mentioned time and venue.



บริษัท วัฒนาการแพทย์ จำกัด(มหาชน)
WATTANA KARNAET PUBLIC COMPANY LIMITED

By the resolution of the Board of Directors

(Suphawan Tangsubkul ,M.D.)
Director

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



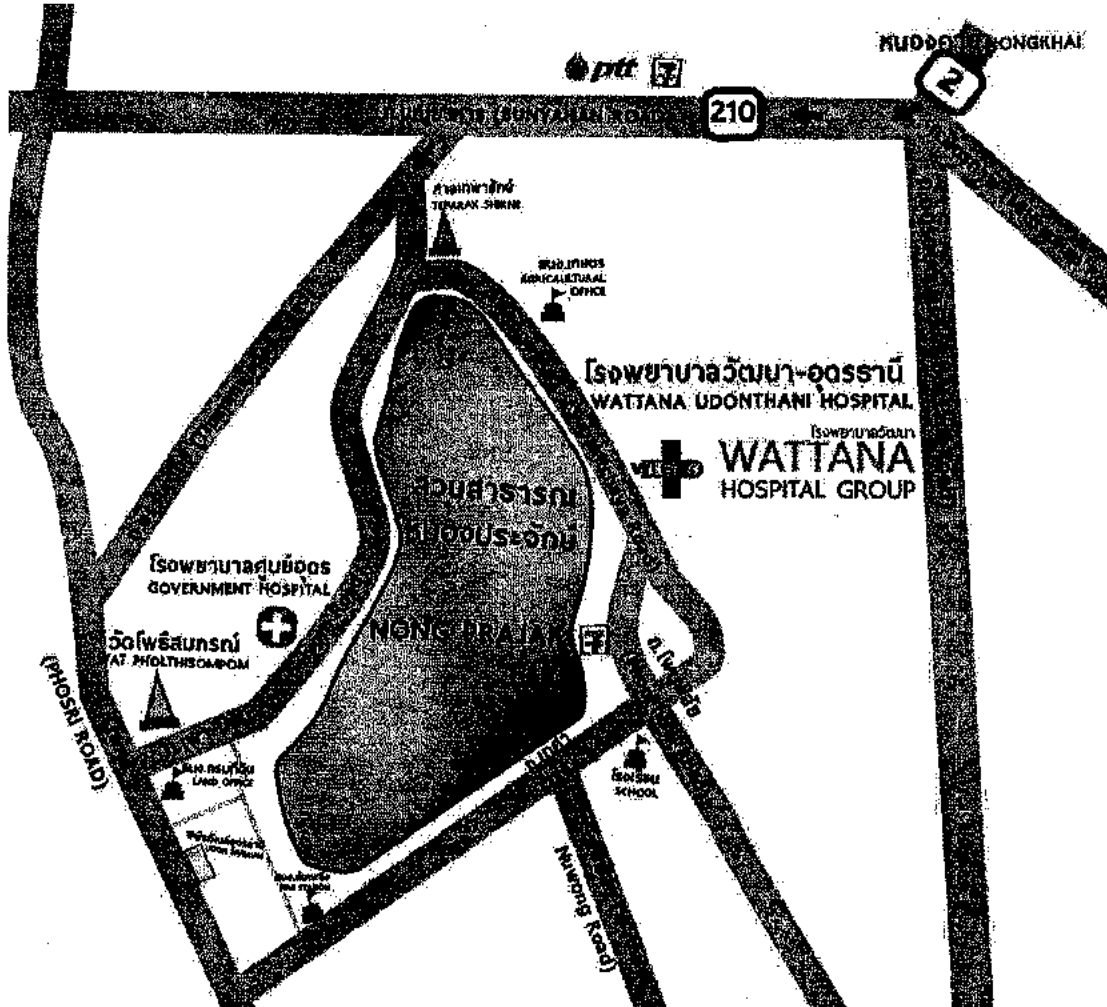
70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARPAET PUBLIC COMPANY LIMITED

Remarks : Map of the location where the meeting takes place



บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนศุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3, 246181-3

70/7-8 Suphakitjanya Rd. Muang District, Udon Thani, Thailand.

WATTANA KARNPAET PUBLIC COMPANY LIMITED

**The Minutes of 2018 Shareholders' Ordinary Meeting
Wattana Karnpaet Public Company Limited**

The meeting held on the 25th of April, 2018 at 10.00 a.m. at the conference room on the 11th floor, North Eastern Wattana General Hospital, 70/7-8 Supakitjanya Road, Tambon Markkeng, Aumphur Muang, Udonthani Province. There were 31 shareholders presented in person and by proxy, representing 6,690,684 shares, that was 86.91 per cent of the total amount, a quorum was conducted. There are 19 shareholders attend the meeting by themselves, with the number of shares of 6,064,509 shares. And there are 12 proxies, with the number of share of 626,175 shares.

Dr.Phiphat Tangsubkul, Chairman of the Board of Directors, acted as the Chairman of the meeting said that before commencing the meeting the staff was asked to explain the method of voting at this meeting. At the same time, Mr. Visut Krairivattana, used to be Udonthani monetary officer, had been introduced as an independent witness to the counting of votes for each agendas of the meeting.

Directors and management who attended the meeting were as follows:

- | | |
|--------------------------------------|--|
| 1. Ass. Prof. Dr. Phiphat Tangsubkul | Chairman |
| 2. Dr. Suphawan Tangsubkul | Director and Managing director |
| 3. Dr. Sittichai Ungklomklearw | Director and Medical director |
| 4. Miss Bangon Tangsubkul | Director and Chairman of Remuneration Sub-Committee |
| 5. Miss Jariya Chatsakunpen | Director / Remuneration Sub-Committee |
| 6. Ass. Prof. Dr. Poonsak Valsamruat | Independent director and Chairman of the Audit Committee |
| 7. Miss Suda Santisavikun | Independent director and the Audit Committee |

Directors who did not attend the meeting were as follows:

- Dr. Alisa Neramittagapong Independent director / the Audit Committee / Remuneration Sub- Committee.

Company Secretary

Miss Pattharaporn Promtong

Company Secretary

Chief Financial Officer

Dr. Natthira Tangsubkul

Head of Financial Department

In addition, Miss Pornpip Amornlertpattana and Miss Rangslma Peungpong, representatives of the auditor from the Pitisevi & Company also attended the meeting. And Mr. Visut Krairivattana, used to be Udonthani monetary officer, acted as an independent witness to the counting of votes for each agendas of the meeting.

The Chairman assigned Miss Pattharaporn Promtong, the Company Secretary to introduce directors, managements and representative of the auditor and explain details of the meeting and the voting procedure for the agendas, as follows:

Voting of each agenda will be done using voting cards, where only one of the boxes, agree, disagree or abstain, shall be marked. One share will be counted as one vote. Shareholders shall not be able to separate their voting.

Shareholders and proxies who received voting cards shall mark in one of the boxes of agree, disagree or abstain. In order to count the votes quickly, once voted please raise hands for our staffs to collect the voting cards.

In case that the shareholders have specified their votes in proxy form B, the Company shall count the vote as specified.

After shareholders acknowledged and agreed with the voting and vote count procedures as per above, the Chairman declared the meeting opened with the following agendas:

Agenda 1: Certify the minutes of the Annual General Shareholders' Meeting 2017 held on the 27th of April, 2017

The Chairman proposed the meeting to consider and certify the minutes of the 2017 annual general meeting of shareholders convened on the 27th April, 2017, which attached to the invitation letter of the

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



767-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3, 246181-3

767-8 Suphakijanya Rd. Muang District, Udon Thani, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

shareholders's meeting.

The meeting has voted to approved, with the votes more than half of the shares from those attended the meeting, the minutes of the annual general shareholders' meeting held on April 27, 2017.

The votes are as follows:

Approved	6,668,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Agenda 2: Certify the company's business operation in 2017

The chairman assigned the hospital's management staff to present the operation results to the meeting as follows.

In 2017, the company has improved both the physical aspect and the quality aspect. With the focus placed on quality of life. It is the foundation for sustainable corporate development. For customers, the hospital has provided facilities in order to meet customer's needs on medical treatments with fast and safe access for 24 hours by building network with other hospitals in local area including Vientiane and Bangkok. We held activities for being pro-active on building customers' relationship on raising health awareness with care as family member.

For staff, we prioritized on human resource development, health and ethical behavior.

For society and community, we delivered health promotion and environmental management model to societies continuously.

From the financial performance, the company's income in 2017 was Baht 326.100 million, increased from Baht 303.553 million in 2016, or increased by 7.43 per cent. The increase was from the reversal for doubtful accounts from receive debt of Baht 17.464 million. And the Income from operations in 2017 was Baht 298.523 million, increased from Baht 294.217 million of last year, or an increase of 1.46 per cent.

The costs and expenses in 2017 comprises of the cost of service of Baht 225.750 million, increased from Bath 216.118 million of last year, which was a increase of 4.46 per cent. The increase was due to the increases in specialities and the expansion of coverage of the medical services to cover 24 hours for Pediatrics and Surgery in order to serve the increasing numbers of emergency patients. The expenses in 2017 was Baht 73.789 million, increased from Baht 69.012 million of last year, or 6.92 per cent increase. When the interest payment of Baht 3.365 million in 2017 was included, which decreased from Baht 3.916 million of last year, or an decrease of 14.07 per cent, the company had a profit before tax of Baht 23.195 million, increased from Baht 14.507 million, or increase of 59.89 per cent in 2017. The company had a company's tax of Baht 4.908 million, increased from Baht 3.617 million in last year. This results in 2017, the company had a net profit of Baht 18.286 million, increased by 67.76 per cent, or a net profit of 1.83 Baht per share.

And in 2018, the company has a plan to open Heart Centre, a new ward on the 9th floor, renovate the Internal Medicine Out-patient department, Expand parking area, improve the access to medical services for heart patients by having CCU mobile ambulance.

This agenda is to report the business operation to the meeting, therefore there is no voting.

Agenda 3: Approve the company's statement of financial position, profit and loss statements as at 31 December 2017

The Chairman assigned the company's financial officer to present to the meeting to approve the statement of financial position and the profit and loss statements as at 31 December 2017 which was prepared by the company and was passed by the audit committee and audited and signed by the auditors of the Office of Pitisevi Co., Ltd., and details as shown in the annual report which already been sent to all the shareholders. This can be summarized as follows.

The company has the total asset in 2017 of Baht 472.619 million, increased from Baht 454.442 million in last year, or increase of 4.00 per cent. This consists of the total current assets of Baht 63.889 million in 2017, decreased from Baht 68.685 million in 2016, or a decrease of 6.98 per cent. The decrease was due to the decrease of cash and account receivables. The total non-current assets in 2017 was Baht 408.730 million, increased from Baht 385.756 million of last year or 5.96 per cent.

The total liabilities in 2017 was Baht 134.854 million, increased from Baht 129.677 million in 2016, or an increase of 3.99 per cent. This consists of the total current liabilities of Baht 63.742 million in 2017, increased from Baht 62.824 million in 2016, or an increase of 1.79 per cent. Non-current liabilities was Baht

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บพจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNAEET PUBLIC COMPANY LIMITED

71.112 million, increased from Baht 67.053 million or an increase of 6.05 per cent.

The shareholders' equity in 2017 was Baht 337.765 million, increased from Baht 324.765 million in last year, or an increase of 4.00 per cent.

The profit loss statement of the year reports that the company's total income in 2017 was Baht 326.100 million, increased from Baht 303.553 million in 2016, or an increase of 7.43 per cent. The increase was from the reversal for doubtful accounts from receive debt of Baht 17.464 million. The costs and expenses in 2017 consist of service costs of Baht 225.750 million, increased from Baht 216.118 million in last year, or a 4.46 per cent increase. The management and administrative expenses in 2017 was Baht 73.789 million, increased from Baht 69.012 million in last year, or an increase of 6.92 per cent. Once included the interest payment of Baht 3.365 million in 2017, decreased from Baht 3.916 million in last year, or a decrease of 14.07 per cent, the company has the profit before tax in this year of Baht 23.195 million, increased from Baht 14.507 million in last year, or an increase of 59.89 per cent. In 2017, the company has company's tax of Baht 4.908 million, increased from Baht 3.617 million in last year, resulting in the 2017 company's net profit of Baht 18.286 million, increased by 67.76 per cent. Or net profit of 1.83 Baht per share. And the comprehensive profit of Baht 18.000 million.

The statement of cash flows in 2017, there were the net cash provided by operating activities of Baht 24.862 million, net cash used in investing activities of Baht 28.062 million and net cash provided by financing activities of Baht 0.249 million. The hospital had cash and cash equivalents at end of the year Baht 32.747 million.

The Chairman invited shareholders to comment or ask any questions, then acknowledged all comments from the shareholders.

Once there was no question from the shareholders, the Chairman asked the shareholders to approve the statement of financial position and profit and loss statement as at 31 December 2017.

The meeting has voted to approved, with the votes more than half of the shares from those attended the meeting, the Company's statement of financial position and profit and loss statement as at 31 December 2017.

The votes are as follows:

Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Agenda 4: Appoint new directors to replace those completing their terms, and set their remuneration of 2018

The chairman informed the meeting that the company has 8 directors, and according to the Public Company Limited Act and the company's rule number 16; in every annual general meeting, one third of the committees shall be completed their terms. In case the number of committees cannot be divided into three parts then the nearest to one third proportion shall be used.

The committees that completed their terms are:

1. Ass. Prof. Dr. Phiphat Tangsubkul - Chairman

Years as director 1985 – current and in 2017 attended the directors' meetings 4 times (from 4 times)

2 Dr.Sittichai Ungklomklearw - Director and Medical director

Years as director 1986 – current and in 2017 attended the directors' meetings 4 times (from 4 times)

The Remuneration Sub-Committee propose that all of the directors ended their term should be reappointed back. This is because all of them are knowledgeable and have been serving as directors for a period of time making them familiar with the context of the company well.

Ass. Prof. Dr. Phiphat Tangsubkul is the founder and that who sets the visions for the organization, is knowledgeable and understands well the company's context and the growth in this region. Hence a suitable committee for another term. And Dr.Sittichai Ungklomklearw is the medical director and has an excellent knowledge in the development and directions in medical services. Hence a suitable committee for another term.

As for the remuneration of the Board of Directors, the Remuneration Sub-Committee proposed for the approval of the shareholders to have to same amount as last year, that is no increase. This is because the remuneration had been adjusted already in 2015. Therefore, no increase this year.

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246191-3

70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARPAET PUBLIC COMPANY LIMITED

The chairman asked the meeting for anyone to nominate anyone to be elected as directors. Nobody nominated any person.

The chairman stated the remuneration of the Board of Directors in 2018 should be no more than Baht 604,000. This divided into the meeting remuneration of no more than Baht 522,000 and the traveling and other expenses of Baht 82,000. The remuneration can be elaborated by positions as follows.

1) Chairman and Authorized Director	1 person remuneration 168,000 Baht/year
2) Director and Authorized Director	3 person remuneration 204,000 Baht/year
3) Chairman of the Audit Committee	1 person remuneration 60,000 Baht/year
4) Audit Committee	3 person remuneration 90,000 Baht/year
5) Remuneration Sub-Committee	3 person remuneration -
6) Corporate Governance and Ethics Committee	3 person remuneration -
7) Risk Management Committee	3 person remuneration -
8) Transportation and other	82,000 Baht/year

Comparison by year

	2018 (Baht)	2017 (Baht)	Increase (Baht)
Directors' remuneration	604,000	604,000	0

The chairman proposed to the meeting to consider and appoint new directors to replace those completing their terms, and fix their remuneration of 2018. The chairman invited the directors whom to be voted to leave the room during the voting to less the pressure on the shareholders to vote.

The meeting has considered and voted for each director, with the votes more than half of the shares of those who attended the meeting as follows.

(1) Ass. Prof. Dr. Phiphat Tangsubkul			
Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %
(2) Dr.Sittichai Ungklomklearw			
Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Approval of the remuneration of the Board of Directors in 2018 to be no more than Baht604,000.

The meeting has approved with majority votes the remuneration of the Board of Director for 2018. The votes are as follows :

Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Agenda 5: Appoint the auditors, from the Office of Pitisevi Co., Ltd., includes Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Pornpip Amornchaleripattana , license numbers 4712, 7750 and 9589 respectively and set the auditing fee for 2018 to be not more than Baht 720,000 per year

The chairman informed the meeting that the auditing firm, Office of Pitisevi Co., Ltd., is the auditing firm listed on the Stock Exchange of Thailand and was the accounting auditor for the company in 2006 to 2017. There are three auditors, if one cannot act then the other can replace. The chairman proposed that it is appropriate to appoint the Office of Pitisevi Co., Ltd., with the auditors being, Ms.Chaovana Viwatpanachati, Ms.Wanpen Unruan and Ms.Pornpip Amornchaleripattana , license numbers 4712, 7750 and 9589 respectively to be the auditors. All of the auditors have no relationships neither/ nor conflict of interest with the company/

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุขกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี

Telephone (042) 241031-3 , 246181-3

70/7-8 Suphakittjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

management/ shareholders. It is proposed the auditing fee for 2018 of no more than Baht 720,000 per year.

Name of auditors	practice license numbers	Years of signed the financial statement	Numbers of years consecutive
Ms. Chawana Viwatpanachat	4712	2010, 2011, 2012, 2013 2016, 2017	4 2
Ms. Wanpen Unruan	7750	2014, 2015	2
Ms. Porntip Amornchallertpattana	9589	-	-

Pittsevi Co., Ltd.	2018	2017	Increase (Baht)	Auditing period for the company
Auditing fee	720,000	680,000	40,000	2006 – 2017

The Chairman invited shareholders to comment or ask any questions. When there was no any questions and comments the Chairman asked the shareholders to approve the appointment of the auditor and approve the remuneration for 2018.

The meeting has approved by the majority votes to appoint Ms. Chawana Viwatpanachat, Ms. Wanpen Unruan and Ms. Porntip Amornchallertpattana , license numbers 4712, 7750 and 9589 respectively, to be the auditors of year 2018, and approved the remuneration of Baht 720,000 per year.

The votes are as follows:

Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Agenda 6: Approve the dividend payment for year 2017 at the rate of 0.70 Baht per share with the total amount of 7,000,000 Baht, Set the Record Date for shareholders eligible for the 2017 dividend payment on 8th of May, 2018 and set the 24th of May 2018 as the dividend payment date.

The Chairman stated to the meeting that the company has the policy on dividend payment to be at least 40 per cent of the net profit after tax and legal reserve of the company. This is applicable if there is no other needs and the dividend payment would not affect the normal operations of the company significantly. Prior to making the dividend payment, it needs to incorporate important factors such as operation performance, cashflow, and expansion plan of the business.

The rate of dividend payment as a percentage of the net profit is lower than stated in the dividend payment policy. This is due to the needs to reserve the amount of 11.286 Million Baht from net profit to be used as a budget for the business expansion including renovations and medical equipment.

The Board of Directors proposed to the shareholders' meeting to approve the dividend payment for year 2017 at 0.70 Baht per share (Seventy Satang), the total dividend payment of Baht 7,000,000, or 38.28 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 8th of May, 2018. The dividend payment date is set to be on the 24th of May, 2018.

Dividend payment comparison with last year

	Dividend/share (Baht/share)	Net profit/share (Baht/share)	Percentage of the net profit
2013	0.30	1.09	27.57
2014	0.35	1.11	31.54
2015	0.50	1.30	38.45
2016	0.50	1.09	54.08
2017	0.70	1.83	38.28

The Chairman invited shareholders to comment or ask any questions, there was no any comment or questions. The Chairman asked the shareholders to approve the dividend payment from the net profit of 2017.

The meeting has approved by the majority votes the dividend payment of 0.70 Baht per share or

บริษัท วัฒนาการแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี
Telephone (042) 241031-3, 246181-3
70/7-8 Suphakijanya Rd. Muang District, Udon Thani, Thailand.

WATTANA KARNPAET PUBLIC COMPANY LIMITED

totaling of Baht 7,000,000, which is 38.28 per cent of the net profit. And appoint the Record Date for the dividend payment to be on the 8th of May, 2018 and the dividend payment date is set to be on the 24th of May, 2018.

The votes are as follows:

Approved	6,690,684	shares or	100.000 %
Disapproved	0	shares or	0.000 %
Abstained	0	shares or	0.000 %
Voided ballot	0	votes or	0.000 %

Agenda 7: Other matters (if any)

None

The Chairman closed the meeting at 11.30 a.m.



บริษัท วัฒนาการแพทย์ จำกัด(มหาชน)
WATTANA KARNPAET PUBLIC COMPANY LIMITED

The chairman of the meeting

P. Tang

(Ass.Prof.Dr. Phiphat Tangsubkul)
Chairman

The registered secretary of the meeting

Pattharaporn Promtong

(Miss Pattharaporn Promtong)



WATTANA KARNPAET PUBLIC COMPANY LIMITED

Attachment 2. The 2017 Annual Report (Details are shown in the attached CD-ROM)

Attachment 3. information on the Independent Committee for shareholders to assign as proxy

Name - Surname	Ms. Jariya Chatsakunpen
Age	41 Years Old
Address	37/2, Moo 1, Tambon Pehn, Ampur Pehn, Udonthani 41150
Type of Committee	Independent Director
Education	-Bachelor of Economics, Bangkok University, Thailand -Masters of Business Administration, Florida Metropolitan University, United States of America
Work experience	- Independent Director Wattana Kampaet Public Company Limited (2014-current) - Business owner (2004-current)
Positions in other Public Company Limited	None
Company's shares holding (as of 31 st December, 2018)	None
Legal conflicts	None
Notes	Miss Jariya Chatsakunpen has no conflict of interests from the company nor its associated company.



WATTANA KARNAEAT PUBLIC COMPANY LIMITED

Attachment 4. Company's rules on the shareholders' meeting

Chapter 5 General Meeting of Shareholders

Article 30 The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so. Or shareholders holding shares together not less than one-fifth of the total number of shares sold, or shareholders of not less than 25 (twenty-five) persons holding shares altogether not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 1 (one) month from the date of receipt of such request from the shareholders.

Article 31 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details, indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the matters. Such notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 (three) consecutive days at least 3 (three) days prior to the date of the meeting.

The meeting of shareholders can be held in the province where the head office of the company locates or in any other provinces in the country.

Article 32 In order to constitute a quorum, there shall be not less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or not less than one-half of the total number of shareholders, and in either case such shareholders shall hold shares in an aggregate of not less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as required, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called by a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 33 The resolutions of the shareholders' meeting shall comprise the following votes:

(1) For an ordinary case, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. In case the votes are tied, the chairman of the meeting shall have an additional vote as a casting vote.

(2) For the following cases, a resolution shall require the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote:

- (a) Sale or transfer of whole or important parts of business of the Company to other persons.
- (b) Purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
- (c) Making, amendment or cancellation of contracts relating to leasing out the Company's businesses, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the consolidation of the businesses with other persons with an objective to share profit and loss.

Article 34 The business to be accomplished at the annual general meeting of the shareholders are:

(1) To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's

business operations during the past year.

(2) To consider and approve balance sheet and profit and loss accounts.

(3) To consider allocation of profits.

(4) To elect directors to replace those who retire by the expiration of their terms.

(5) To elect the auditors and fix their remuneration.

(6) Other business.

บริษัท วัฒนากาารแพทย์ จำกัด (มหาชน) (บมจ 456)



70/7-8 ถนนสุภกิจจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี
Telephone (042) 241031-3 , 246181-3
70/7-8 Suphakitjanya Rd. Muang District , Udon Thani, Thailand.

WATTANA KARNAEET PUBLIC COMPANY LIMITED

Attachment 5. Information on the committees to be voted in

Name – Surname / Position	Age (Years)	Education	Shareholding (%)	Work experiences in the past 5 years		Total Directors Meeting (Time)		Holding Positions in other publicly listed companies	Holding Positions in other publicly Non-listed companies
				Period	Position / Company	Director Meeting	Attendance		
1) Miss Bangon Tangsubkul Director and Authorized Director	79	- Bachelor of Commerce, Thammasat University, Thailand - Attended the Director Accreditation Program (DAP)	0.005	1985- Current	- Accounting and Finance Manager - Director and Chairman of Remuneration Sub- Committee	4	4	No other position held	No other position held
2) Ass.Prof.Dr.Poonsak Vaisamruat Independent Director, Chairman of the Audit Committee	71	- Bachelor of Law (Honours Class 2), Chulalongkorn University, Thailand - Doctoral de l' University de Paris II (Droit Sadministrafif) (Mention tres bien) 1981 - Attended the Director Accreditation Program (DAP)	-	2004- Current	- Lecturer at the Law Faculty, Turakit Bandit University, Bangkok - Speaker for the subject of philosophy and Public Company Law for Undergraduates and higher degrees (1993 – Current) - Chairman of Audit Committee at the Wattana Karnpaet Public Company Limited	4	4	No other position held	No other position held
3) Miss Suda Santiseveekul Audit Committee	69	- Bachelor of Finance, Turakit Bandit University, Thailand - Attended the Director Accreditation Program (DAP)	-	2000- Current	- Director and Audit Committee Director	4	4	No other position held	No other position held

* They are not the directors in other companies



70/7-8 ถนนสุขุมวิทจรรยา ตำบลหมากแข้ง อำเภอเมือง จังหวัดอุดรธานี
Telephone (042) 241031-3 , 246181-3
70/7-8 Suphakitjanya Rd. Muang District , Udom Thanl, Thailand.

WATTANA KARNAET PUBLIC COMPANY LIMITED

Attachment 6. Instruction for registration, assigning proxy, shareholder's identification, and voting in the shareholders' Meeting

1. Meeting Registration

Between 9.00 hours to 10.00 hours, the meeting registration will be commenced. The documents or other valid evidence. If passing this time the registration will be closed. However, the chairman of the meeting will decide whether to extend the registration time or not.

2. Self-Attending

- Present with identification card, governmental identification card, or passport (for foreigners). If the original document is not available, the copied document can be presented for identification purposes.
- If there is a name changed then the evidence of name or last name's change will be required.

3. Proxy

- Shareholder can give proxy to only one representative person to attend the shareholders' meeting and vote.
- For your convenience, the company provides the Proxy Form A and Form B in this mail. Together with a suggested proxy **Ms. Jariya Chatsakunpen**, address **37/2, Moo 1, Tambon Pehn, Ampur Pehn, Udonthanl 41150**. The suggested proxy is the company's independent director and has no conflict of interest both directly and indirectly with the company, jointly controlled company, subsidiary company, and related companies. Shareholders can write down the name of **Ms. Jariya Chatsakunpen** in the Proxy Form and return it to the company prior to the shareholders' meeting.
- Shareholders can use other Proxy Forms according to the approval of the Ministry of Commerce.
- Shareholders with proxy to attend the shareholders' meeting and cast the vote on their behalf need to complete the Proxy Form with the information and sign the Form. If there is any correction on the important information, the shareholder needs to sign at every correction. Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality.

Documents required for the Proxy

3.1 Document from individuals

- (1) Identification card, governmental identification card, or passport (for foreigners) of the shareholder and all copies must be signed by the shareholder.
- (2) At the registration, the proxy needs to present the identification card, governmental identification card, or passport (for foreigners).

3.2 Document from Juristic Persons

- (1) A Proxy Form shall be completely filled out and signed by the authorised director(s) of the shareholder.
- (2) Certified true copy of Shareholder's Letter of Certification by the authorised director(s). The letter must show a statement that the authorised director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder. The document has to be issued not more than 3 months old.
- (3) For foreign Juristic Persons, any documents written in non-Thai language need to be translated with the English attachment. Together with the signatures of the authorised director(s) to certify the translation.
- (4) At the registration, the proxy needs to present the identification card, governmental identification card, or passport (for foreigners).

4. Voting

1. One share will count as one vote. The majority of vote rules the resolution of each agenda. In case the votes are tied, the chairman of the meeting shall have an additional vote as a casting vote.
2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave the Meeting, except for voting on election of the Directors.
3. Shareholders who attend the meeting themselves can vote using the voting cards provided at the registration. In case of having Proxy, the voting can be done on the voting card which the votes are to be according to the wills of the shareholders as specified in the Proxy Form. The voting cards will be returned to the staff in order to count the votes of each agenda together with those advanced votes by Proxy. The company's director will be present the voting result respectively.
4. The Chairman of the Meeting shall announce the results of the vote count in each agenda. The vote counts are from the shareholders' votes both by those attend the meeting and by proxy. Each agenda will use the most recent number of shares present in the meeting.