

EKH/CS/2018/009

27<sup>th</sup> February 2018

**Subject** : Information Memorandum on Acquiring of Common Shares in Ekachai International Co., Ltd.

**To** : Managing Director of Stock Exchange of Thailand

**Ref.** : The EKH / CS / 2560/016 Establishment of New Subsidiary (Revised No.2) on 3 April 2017

The Board of Directors Meeting of Ekachai Medical Care Public Company Limited (the "Company") No. 1/2018 held on 26<sup>th</sup> February 2018 has passed a resolution to approve for acquiring of common shares in Ekachai International Co., Ltd. ("EKI"), a subsidiary of the Company, from the current shareholders in the amount of 1,200,000 ordinary shares at the ratio 20 percent of the current registered capital at the amount of THB 6,000,000 (Six million baht). As the above transaction, the Company will hold EKI's ordinary shares from 3,420,000 at the ratio of 57 percent to 4,620,000 at the ratio of 77 percent of the registered capital, registered capital of EKI at THB 30,000,000 total ordinary shares at 600,000 shares , par value at THB 5.00.

The above transaction is considered as the acquisition of assets according to the Stock Exchange of Thailand Notification Re: Disclosure of Information and Act of Listed Companies Concerning Acquisition or Disposition of Assets B.E. 2547 (2004). The Company hereby reports the details of the transaction as follows:

**1. Transaction Date**

The transaction will be operated after getting the approval by the Board of Directors' Meeting within March 2018

**2. Contractual Parties**

Seller : 1. Mr.Hong Yantang \*  
2. Mr. Chatree Sanghiranwattana  
Purchaser : Ekachai Medical Care Public Company Limited ("EKH")

\* not connected to be the related party

### 3. General Characteristic of the Transaction

The Company has an intention to purchase common shares of EKI's registered shares from the current shareholders, 1. Mr.Hong Yantang at the ratio of 15 percent and 2. Mr. Chatree Sanghiranwattana at the ratio of 5 percent in total 20 percent of the registered shares of EKI in the amount of THB 6,000,000 which is considered as the acquisition of assets the transaction size, based on the calculation method specified in the Stock Exchange of Thailand Notification Re: Disclosure of Information and Act of Listed Companies Concerning Acquisition or Disposition of Assets B.E. 2547 (2004) is equal to 0.67 percent which calculates by the value of the consideration given or received compared with the total assets of the listed company as of 31<sup>st</sup> December 2017, audited by the certificated auditor. In the past six months, the Company has not acquired any assets.

### 4. Detail of the Acquire Assets

#### a. Nature of Business

- b. Name : Ekachai Internation Co.,Ltd. (EKI)
- c. Address : 99/9 Moo 4 Ekachai Road, Tambol Khokkham, Amphur Muang, Samutsakhorn 74000
- d. Business : Infertility Center

#### b. Board of Director of EKI

Board of Directors of EKI as current consists of 6 directors as follows:

1. Mr. Amnaj Eur-Areemitr
2. Mr. Somsak Ritprakongchao
3. Mr. Suthipong Tangsajjapoj
4. Mr. Nath Eur-Areemitr
5. Mr. Amnuay Oerareemitr
6. Mr. Hong Yantang

#### e. Shareholding Structure

List of shareholders before acquisition as at 26<sup>th</sup> February 2018

Shareholders List	Number of Shares	%
1. Ekachai Medical Care Public Company Limited	3,420,000	57.00%
2. Mr. Hong Yantang	1,500,000	25.00%
3. Mr. Chatree Saenghiranwatana	300,000	5.00%
4. Police major general Verawat Wipatavit	300,000	5.00%
5. Mr. Somsak Ritprakongchao	300,000	5.00%
6 Mr. Amnaj Eur-Areemitr	180,000	3.00%
<b>Total</b>	<b>6,000,000</b>	<b>100.00%</b>

List of shareholders after acquisition within March 2018

Shareholders List	Number of Shares	%
1. Ekachai Medical Care Public Company Limited	4,620,000	77%
2. Mr. Hong Yantang	600,000	10%
4. Police major general Verawat Wipatavit	300,000	5%
6. Mr. Somsak Ritprakongchao	300,000	5%
6. Mr. Amnaj Eur-Areemitr	180,000	3%
<b>Total</b>	<b>6,000,000</b>	<b>100.00%</b>

### 5. Total Value of the Transaction

The total value of acquisition of EKI's common shares of 20 percent of the EKI's registered capital in the total purchasing of THB 6,000,000.00 that calculated on the method as the Stock Exchange of Thailand's Notification is equal to 0.67 percent of the total assets of the Company as of 31<sup>st</sup> December 2017, audited by the certificated auditor.

**6. Value of the Acquired Assets**

The value asset will be acquired common shares of 20 percent of the EKI's registered shares by transaction value of the acquired assets is THB 6,000,000.00

**7. Basis of Calculation of the Share Price**

The Company sets the selling price. The par value of the shares is equal to THB 5 per share. Just started the business officially in January 2018. The results of the financial statements are not yet available.

**8. Benefits Expected to be obtained by the company**

As the Company acquired common shares of EKI from current shareholders, the Company will hold EKI's ordinary shares at the ratio of 77 percent of the registered capital. The objective of business to open the Infertility Center for support services both in Thailand and overseas.

**9. Source of Investment**

Working capital of the Company.

**10. Opinion of the Board of Directors**

The Board of Directors had considered the proposed transaction and had the opinion that acquisition of EKI would benefit the Company, that business of EKI will return to the Company in term of growth in assets and sustainability in revenues.

**11. Opinion of the Audit Committee Members and/or Directors which is different from the Opinion of the Board of Directors**

- None -

The Company hereby certifies that the foregoing information is true and correct in all respects.

Sincerely yours,  
Ekachai Medical Care Public Company Limited.

Mr. Amnaj Eur-Areemitr  
Director

Ms. Nichanun Lertpunyaphol  
Company Secretary  
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