



No. WPH-SET 9/2019

August 9, 2019

Subject : The expansion of Watanapat Samui Hospital project

To : Director and Manager

The Stock Exchange of Thailand

Enclosure: **The Acquisition and Disposition of Assets of Watanapat Hospital Trang Public Company Limited**

As Watanapat Hospital Trang Public Company Limited (“the Company”) had approved the resolution of its Board of Director’s Meeting No.4/2019 held on August 8, 2019 about the expansion of Watanapat Samui Hospital project, increasing licensed beds from twenty nine beds to no more than 59 licensed beds, referring to the resolution of the meeting of the Board of Director No.1/201, which was held on February 21, 2018. Also, the Company had already informed the Stock Exchange of Thailand (SET) on February 22, 2018.

The expansion of Watanapat Samui Hospital project will finally be increased in total capital budget, in amount of Baht 133,583,482 comparing to the previous one in amount of Baht 425,000,000. Therefore, total investment equaled to Baht 558,583,4782.

This expansion of Watanapat Samui Hospital project, the Company need to comply with the disclosure requirement under the notification of the Capital Market Supervisory Board No.TorJor20/2551, Rules on Entering into Material Transactions Deemed as Acquisition or Disposeal of Assets, notified August 31, 2008. Also, the Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E.2547 (2004), dated October twenty nine, 2004 and its amendments. The detail of this transaction is as follows:



1. Transaction Date

Wattanapat Samui Hospital is in the stage of study for forecasting the Environmental Impacts Assessment (EIA) and designing - drafting of architectural landscape so as to obtain Building Construction License. The project will be started in 1Q2020 and it takes one year from start to completion (the extension is included)

2. Involved Parties

Contractor: **the contractor will be selected** and signing the contract after finishing the compilation of building construction blueprints.

There is no relationship between the contractor and the Company or not connected persons as defined under the Notification of the Capital Market Supervisory Board No.TorJor.21/2551, entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand (SET), entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, B.E. 2546 (2003), dated November 15, 2003 and its amendments.

3. The details of Asset and Acquisition of Assets.

Wattanapat Samui Hospital project will be operated as private hospital with the licensed beds for not more than 59 beds comparing to the previous project as 29 licensed beds. **Therefore, the Company need to postpone construction timeline from February 2018 to 1Q2020 and the building will be carried out as planned and expected the new buildings will be ready to be in use in 3Q2021. At present, the Company is now adjusting construction drawing, system work, and also working for the environmental impact assessment process so as to follow Joint Commission International Accreditation Standards for Hospitals.**

Wattanapat Samui Hospital project will be built as a- three storey patient service building and total usable floor area of 9,000 square meters, on 6-3-5.4 Rai plots of Land.

This expansion of Watanapat Samui Hospital causing the Company to comply with the disclosure requirement, entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. After calculating the value of this asset acquisition and all



asset acquisitions of the Company, emphasizing on the incremental capital budgeting in amount of Baht 133,583,482, the transaction size equaled to 10.40% as compared to total assets of the Company as of June 30, 2019. (Calculation based on total value of consideration).

$$\frac{\text{Value of Transaction gained (Paid) X 100}}{\text{Total assets of the Company}} = \frac{133,583,482 \text{ X } 100}{1,285,386,999.84}$$

(According to the latest financial statement, = 10.40%

reviewing by Certified Public accountant of
the Company, as of June 30, 2019)

On the other hand, calculating transaction size by taking total capital budgeting of Baht 558,583,482, transaction size equaled to 43.46 percent comparing to total assets of the Company according to the latest financial statement, June 30, 2019 (Calculation based on total value of consideration)

$$\frac{\text{Value of Transaction gained (Paid) X 100}}{\text{Total assets of the Company}} = \frac{558,583,482 \text{ X } 100}{1,285,386,999.84}$$

(According to the latest financial statement, = 43.46%

reviewing by Certified Public accountant of
the Company, as of June 30, 2019)

After calculating the transaction size, it has shown that the transaction size does exceed 15 percent but no more than 50 percent, as comparing to total assets of the Company as of June 30, 2018. The Company is required to report and disclose the information of this investment as Type 1 according to the Rules on the Acquisition or Disposal of Assets and sending a circular notice to shareholders within 21 days from the day that the Company has notified the Stock Exchange of Thailand (SET) as Type 1 according to the Rules on the Acquisition or Disposal of Assets. However, the Company does not require to seek approval from shareholders on this issue.



4. Total Asset and Investment

Hospital building, medical equipment, medical supplies, in amount of Baht 133,583,482. By the way, total investment amount of this project equaled to Baht 558,583,482, comprising of Land in amount of Baht 223,000,000, construction cost, system work and medical equipment/ supplies in amount of Baht 335,583,482.

5. Price Determination

Based on the capital budget of Watanapat Samui Hospital project, including medical equipment, medical supplies.

6. Company's benefit

This project will increase capacity of medical/ healthcare services in the future, this expansion will not affect the medical services, the Company and shareholder in the long term.

7. Sources of Fund

Working capital and/or loans from financial institution in amount of Baht 265,000,000 and/or loans from related parties, not entirely affecting the Company's liquidity.

8. The opinion of the committee and audit committee of the Company

The committee and auditing committee of the Company have pointed that this investing activity is reasonable and the Company can also obtain more benefit accordingly. The committee have elaborated more that the Watanapat Samui Hospital project with twenty nine licensed beds which will be located in the downtown, crowded of Thai and foreigner tourists, may causing the inadequate capacity of medical services during high season.

9. The opinion of the Board of Directors and/or Audit Committee, which is different from No.8

- None -



Please be informed accordingly,

Yours Sincerely

WattanaPAT Hospital Trang Public Company Limited

(Mr.Chane Laosonthorn)

Director



16 March 2018

Notification on the Asset Acquisition of WattanaPat Hospital Trang Public Company Limited

According to the Company's Board of Directors' Meeting No.1/2018 held on 21 February 2018. There is the approval of investment for the new Hospital at Suratthani under the name of "WattanaPat Samui Hospital" (WattanaPat Samui Hospital Project) which is involved in the transaction to acquire the land in order to construct and to launch the New project of WattanaPat Samui Hospital

In this regards, it is entering into the asset acquisition in accordance with the Notification of the Capital Market Subsidiary Board No.Torchor20/2551 Re: Rules on entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E.2547 (2004) on 29th October 2004.

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The Company hereby informs of the details on the transactions as follows:

1. Transaction Date

The representative on behalf of WattanaPat Samui Hospital project signed the Land Sale and Purchase Agreement on February 25, 2018. The new project of WattanaPat Samui Hospital will be started in February 2019 and will be completed in the late 2019. By the way, the Company plans to register its subsidiary within March 2018. After that the Company will select the outsource for designing the building and systems accordingly. Also, the construction of the new project will start in February 2019.

2. Name of Contractual Party and its Relationship with the Company

1. Transaction to the Lands

Owner of the land: Mrs.Thaneiya Kantapichan

Buyer: The Company Limited or its Subsidiary, the company will be set up a wholly-owned of the Listed Subsidiary

2. The Construction of WattanaPat Samui Hospital

Building Contractor: Waiting

3. Buying the Medical Instruments

The Company will appropriately make a purchase from distributors

The Company anticipates that after all the conditions precedent specified in the related agreements have been satisfied with the Notification of the Capital Market Subsidiary Board No. Torchor 21/2551 Re: Rules on entering into the Related Lists on 31th August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand



Re: Disclosure of Information and other acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E.2546 (2003) on the 19th November 2003.

3. General Characteristics of the Transaction and Transaction Value

The Company will have the investment for the new Hospital into the holistic service medical center for general customers and only for the counterparties in the area of Samui, Suratthani and the surrounding areas.

For the details of the Establishment of WattanaPAT Samui Hospital Company Limited which will be set up a wholly-owned subsidiary under the Registered of WattanaPAT Samui Hospital for the further proceeding of the Hospital's business. According to the details mentioned below:

Business type : for establish the Hospital's business; for overnight patients

bed size : 29 beds

under the name of WattanaPAT Samui Hospital

Capital Structure : The registered fund 160 Million Baht;

subdivided into 1,600,000 shares

Par Value 100 Baht

Payment fee 0 Baht

Shareholder Structure : Company Limited will be hold a wholly-owned shares of registered WattanaPAT Samui Hospital Company Limited

Committee:

1. Mrs.Amara Leelawat
2. Mr.Chane Laosonthorn
3. Mr.Somchai Chansawang

The new WattanaPAT Samui Hospital project will be started to construct in February 2018 and it is likely to be completed and will be officially opened around the 4th quarter 2018 and the construction is supposed to build 3 floors and have useful spaces approximated 5,000 square meters and the new project of WattanaPAT Samui Hospital will purchase the land for using totally 3 plots (3 แปลง) which located in Borpud Sub District, Suratthani, all the fields are totally 6 Rai 3 ngan 5.4 SQ.WA. The construction site is connected to the National Highways no.4169. In the first phase, the project will be used approximately 5 Rai, the rest will be used for the future project. The project will proceed in accordance with Ministerial Regulation No.59, B.E. 2548 (2005) Issued pursuant to the Building Control Act, B.E. 2522 (1979) which stated that there is no one able to construct a building with a height over 12 meters.

WattanaPAT Samui Hospital will be officially opened with the Full- services with the Medical Specialists in each field for general customers and the only counterparties, it is supposed to have 29 Rooms for in-patients and there will have a



specialized Medical center for those Outpatients Department and the Rooms are expected to accommodate up to 60 people per day

The investment for WattanaPat Samui Hospital project. Consequently, the Company is required to disclose the information Memorandum on the entering into of transactions to those Listed Companies, the detail when calculating the above lists, it is 45.89 percent of the wholly assets of the Company at the date of 31st December 2017 (the maximum transaction value is calculated listed)

In this regards, all the listed are more than 15 percent but less than 50 percent of the Company total assets (31st December 2017). So, the company have to take the responsibility for the disclosure of the Information and other acts of Listed companies which is concerning at the acquisition and Disposition of the assets at least 1 footer of the Notices All this information for shareholders within 21 days from the beginning of the disclosure all the listed to Bangkok Stock Exchange of Thailand but do not need any agreements from the shareholders. The company will send all the information at least 2 footers of the notification on Acquisition and Disposition of assets to the shareholder of the company attached together with Invitation to the Annual General Meeting of Shareholders for 2018

The WattanaPat Ao-Nang Hospital project will be proceeded accordingly, as the Company identified in the prospectus. By the way, the company requested more credit line from financial institution in amounts of 150 million baht, totally 300 million baht, there has no impact to shareholders.

4. Total value of consideration

Budget of investment Project for WattanaPat Samui Hospital is approximately 425 million Baht which is composed of the land cost including fee from transferring ownership for 218 Million Baht (the ownership transfer cost 3 Million Baht), construction expense is 170.35 Million Baht and the medical instruments is 36.65 Million Baht. For the financial liquidity management purpose, the company has successfully negotiated the purchase of asset acquisition, the Company would get more discount for 5 Million Baht. Also, the seller asked to change the condition as follows,

1. The buyer made a holding deposit of 20 Million Baht for 3 title deeds, comprising of the title deed no. 9641, 23944, 42402, totally 6 rai 3 ngan 5.4 SQ.WA. on 25th February, 2018.
2. The remaining land payment including ownership transfer fee in amounts of 198 Million Baht will be paid on 15th June, 2018. Also, the registration of the transfer of land ownership will be processed so as to construct the hospital.

The company will sign the contract for all the 3 plots and will pay the deposit 20 Million Baht later after getting the approval from the Committee.

In the first phase, the Company will operate the hospital with 5 Rai of land usage, 3-storey building and supporting building. The rest of land will be allocated for the future project.

5. Value of acquired assets

The Land which is the location of hospital, the building and medical instruments, totally in amounts 425 Million Baht. The Company negotiates the land price by using appraisal value from CPM Capital Co., Ltd. as a benchmark. The



CPM Capital Co.,Ltd. is in the list of valuer approved by the Office of the SEC. Also, the land price has already appraised on 19th February 2018 with the price of 83,000 Baht per SQ.WA, on the contrary, the Company will make a purchase as 79,470 Baht per SQ.WA.which is the cheaper price than market value.

6. Criteria to determine the price

The overall construction cost of Wattanapat Samui Hospital based on the project of Wattanapat Ao-Nang hospital. Since the Samui is an island, therefore, the Company will allocate more budget on general expenses. For land price is stated in the No.4 the value of consideration.

7. The benefit which is expected from Hospital

The Company will bring the specialized skills and the most efficiency management for the proceeding to the Wattanapat Samui Hospital to be the Best private Hospital at Samui and will expand the customer society

8. Sources of Funds

At first, the Company will allocate the budget by using the lump sum amount from initial public offering (which is needed to be approved from the shareholder's Meeting 2018 in order to changing the objectives using budgets) it is 134.74 Million Baht and working capital in amounts of 25.26 Million Baht, loan from financial institution or/ and from the heads quarter in approximately 265 Million Baht. There will no impact on shareholders' benefits. If the Company drawdowns loan from financial institution, debt to equity ratio will be increased to 0.67 time. This is to support financial liquidity of the Company. However, if the company is not allowed for changing the objectives from the processing mentioned above, The Company will use the budget from cash flow in our business process and those Loan from Financial institution.

9. Opinion of the Board of Directors and Audit committee

All directors and Audit committee is totally agree that making this process is reasonable and also will get the benefit to the company. This is because there is the plenty of tourists both Thai and foreigners in the selected location which in accordance with the company's strategy.

10. Opinion of the Audit Committee and/or directors of the company which are different from those of the Board of Directors

- None -

The Company is confirmed that all the information in this papers are correct complete and carefully making respectively which is most important concerned about the benefits of all the shareholders. It contains no misleading information which may cause misunderstanding or conceal any material fact that should have been informed The Company hereby certifies that the information contained in this Information Memorandum is accurate and complete, in all respects

Yours Faithfully

Mr.Chane Laosonthorn

Director