

EKH/CS/2564/035

28 October 2021

Subject The information on investment the Acquisition of Shares in
The Klinique Medical Clinic Public Company Limited (**Revised**)

To President
Stock Exchange of Thailand

Refer to Board of Directors' Meeting no. 5/2021 of Ekachai Medical Care Public Company Limited ("the Company" or "EKH"), held on 28 October 2021, the Meeting had the resolution on approval of preferred shares purchase in The Klinique Medical Clinic Public Company Limited ("CLINIC"), which operates the business of providing skin services cosmetic surgery and viewing modern holistic health according to medical principles, including skin disease treatment service Beauty skin, weight loss, body care, surgery, wellness and health rejuvenation by entering into a transaction to purchase ordinary shares from the TKQH Capital Management Company Limited ("TKQH") is a current shareholder of CLINIC in the amount of 16,000,000 shares with a par value of THB 0.50 baht or 10 percent of the paid-up capital in CLINIC with a total value of THB 165,000,000 in this acquisition ("Investment in CLINIC "). The Company will enter into a share purchase agreement related to CLINIC after being approved by the Board of Directors' meeting.

This investment in CLINIC is regarded as an acquisition of assets of the Company Pursuant to the Notification of the Capital MARKET Supervisory Board No. TorJor. 20/2551 Re : Rules on Entering into Material Transactions Deemed as Acquisition of Disposal of Asset (including its amendment) 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 or Disposition of Assets B.E. 2547 (2004) (including its amendments) (collectively, the "Notifications on Acquisition or Disposal of Material Assets"). Upon review of the transaction size used in the calculation of the maximum value of the transaction based on the reviewed quarterly financial statements of the Company ended June 30, 2021 by various approached under the Notification on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 15.24 percent based

on the total value of the consideration. However, the Company does not have any asset acquisition transaction that occurred during 6 months prior to entering into this transaction. Therefore, the total asset acquisition transaction value of the Company has a total transaction size of 15.24 percent based on the total value of consideration. Such transaction is therefore classified as a “Class 2 Transaction” under the Notifications on Acquisition or Disposition of Material Asset, i.e. transaction which has a transaction value exceeding 15% percent but lower than 50 percent. Therefore, the company is obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, the information must be at least as stated in Schedule (1) attached to the Notification on Acquisition or Disposal of Assets and send a notice to shareholders within 21 days from the date of disclosure to the SET. However, such investment in CLINIC is not considered a connected transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions including those amendment 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 Connected Transactions B.E.2546 (2003) including its amendments.

Please consider additional relevant details from the Information Memorandum on Acquisition of Assets of the Company at this time. (Attachment)

Sincerely yours,
Ekachai Medical Care Public Company Limited

Dr. Amnaj Eur-Areemitr
Director and Hospital Director

Ms. Pattra Lertpunyaphol
Company Secretary & Investor Relations Manager
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Information Memorandum on the Acquisition of Assets of Assets by the Company

The company would like to disclose information about the acquisition of significant assets according to the announcement. Regarding the acquisition or disposition of assets that are significant to the SET The details are as follows.

1. Date of entering into transaction

After the Board of Directors' Meeting approves the transaction and contract party follows the terms and conditions according to Share Purchase Agreement.

2. The parties involved

Seller : TKQH Capital Management Company Limited ("TKQH")¹

The list of shareholders as of 13 December 2020 as follows :

No	Name	Number of share	%
1	Mr. Apiruj Thongwattana	49,998	99.996%
2	Mr. Chakkrit Osaithai	1	0.002%
3	Ms. Nuttawadee Osaithai	1	0.002%
	Total	50,000	100.000%

Buyer : Ekachai Medical Care Public Company Limited ("EKH")

3. General information of transaction

The Company would like to purchase ordinary shares of The Klinique Medical Clinic Public Company Limited ("CLINIC") from TKQH Capital Management Company Limited ("TKQH") at 16,000,000 shares representing a total shareholding of 10 percent of the total number of registered shares 160,000,000 shares at a total price of THB 165,000,000. The purchase price of share is calculated from the net present value of the cash flow (Discounted Cash Flow Approach) of the said stock.

¹ Not considered as connected party

4. Calculation of the Transaction Size

Investing in CLINIC is the acquisition of assets of the company. According to the announcement of the acquisition or disposal of significant assets. The Company uses information from the Company's quarterly financial statements, reviewed as of June 30, 2021, in calculating the transaction size, with details as follows:

Basis of Calculation	Formula	Formula	Transaction Size (Percent)
1. Net Tangible Assets	(NTA of the Investment x Proportion of assets acquired) / NTA of the Company	(150.29 x 10%) / 869.70	1.728%
2. Net Operating Profits	(Net operating profits of the investment x Buying Ratio) / Net operating profits of the Company	(194.64 x 10%) / 155.40	12.525%
3. Total Value of Consideration	(Value of transaction paid x 100) / Total assets of the Company	165.00 / 1,082.76	15.239%
4. Value of Securities	(Equity shares issued for the payment of assets x 100) / Paid-up shares of the Company	This is not applicable because the Company issues no securities	-

Note * CLINIC's financial information used to calculate the transaction size. The information is based on the financial statements ending June 30, 2021, which have been reviewed by a certified public accountant.

When considering the transaction size based on the reviewed quarterly financial statements of the Company ended June 30, 2021 by various approaches under the Notifications on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 15.239 percent based on the total value of consideration. However, during the 6 months prior to entering into this transaction the Company does not have an asset acquisition transaction. Therefore, this transaction is considered as type 2 transaction according to the announcement on the acquisition or disposition of significant assets, that is, the transaction size exceeds 15 percent but lower than 50 percent. The Company is obliged to prepare a report and disclose information of the transaction to Stock Exchange of Thailand immediately with at least information in the list (1) attached to the announcement on the acquisition or disposition of assets and send a letter to the Stock Exchange of Thailand to notify shareholders within 21 days from the date of disclosure to the Stock Exchange of Thailand. However, such investment of the company does not classify as connected transaction by the Company.

5. Details of Acquired Assets

a. Business information

Company name	:	The Klinique Medical Clinic Public Company Limited ("CLINIC")
Nature of Business	:	The business of providing skin care services Cosmetic surgery and modern holistic health care based on medical principles include: skin disease treatment service beauty skin Weight loss, body care, surgery, wellness and health rejuvenation.
Location	:	2922/307-308 Charn Issara Tower II, 29 th floor, New Petchburi Road, Bang Kapi, Huai Khwang Bangkok 10310
Registered capital	:	THB 110,000,000, divided into 220,000,000 ordinary shares, with a par value of THB 0.50 baht.
Paid-up capital	:	THB 80,000,000, divided into 160,000,000 ordinary shares, with a par value of THB 0.50

b. Board of Directors

Board of Directors of CLINIC before entering into the transaction

No	Name	Position
1	Mr. Chalermchai Thongwattana	Director
2	Mr. Apiruj Thongwattana	Director
3	Mr. Rattapol Kittichaitrakul	Director
4	Mr. Kornarit Thongsomkaew	Director
5	Mr. Praphan Phichaiwatkomol	Director
6	Mr. Viboon Pojanlai	Director
7	Mr. Prateep Vanichkawgul	Director

Board of Directors of CLINIC after entering into the transaction

No	Name	Position
1	Mr. Chalermchai Thongwattana	Director
2	Mr. Apiruj Thongwattana	Director
3	Mr. Kornarit Thongsomkaew	Director
4	Mr. Praphan Phichaiwatkomol	Director
5	Mr. Viboon Pojanlai	Director
6	Mr. Prateep Vanichkawgul	Director
7	Mr. Suthipong Tangsajjapoj (Representative of EKH)	Director

c. Shareholding structure

List of CLINIC shareholders before entering into the transaction

Shareholders List as of 7 June 2021

No	Name	Number of share	%
1	Mr. Apiruj Thongwattana	70,421,220	44.01%
2	TKQH Capital Management Company Limited	52,800,000	33.00%
3	Mrs. Porchanun Sriaphai	21,024,000	13.14%
4	Mr. Rattapol Kittichaitrakul	15,754,780	9.85%
	Total	160,000,000	100.00%

List of CLINIC shareholders after entering into the transaction

No	Name	Number of share	%
1	Mr. Apiruj Thongwattana	70,421,220	44.01%
2	TKQH Capital Management Company Limited	23,709,091	14.82%
3	Mrs. Porchanun Sriaphai	21,024,000	13.14%
4	Ekachai Medical Care Public Company Limited	16,000,000	10.00%
5	Mr. Rattapol Kittichaitrakul	15,754,780	9.85%
6	Dr. Paiboon sareewiwatthana	5,818,182	3.64%
7	Mr. Kachen Benjakul	2,424,242	1.52%
8	Mr. Piranart Chokwatana	2,424,242	1.52%
9	Mrs. Orasa Tangsajjapoj	1,454,546	0.91%
10	Mr. Pinpisit tangtumrongroj	969,697	0.61%
	Total	160,000,000	100.00%

D. Key financial status

The reviewed financial statement as of 30th June 2021 of CLINIC follows :

(Unit : Million Baht)

	Audited Financial Statements			(Reviewed)
	2018	2019	2020	30 June 2021
Total assets	474.28	699.81	800.25	797.51
Total liabilities	479.86	411.15	657.13	646.05
registered capital	110.00	110.00	110.00	110.00
Paid-up capital	80.00	80.00	80.00	80.00
Total shareholders	(5.58)	288.67	143.12	151.46
Total Revenue	811.50	990.24	1,009.21	446.20
Cost of sales and cost of medical services	(360.48)	(410.61)	(394.23)	(184.70)
Net Profit (Loss)	16.76	115.46	153.76	62.10

6. Total value of transaction

Total value of transaction is approximately at THB 165,000,000, according to the following details :
The value of the acquisition of CLINIC's 16,000,000 ordinary shares, representing 10 percent of the total 160,000,000 paid-up shares, totaling the purchase price of THB 165,000,000, divided into 2 installments.

1st installment : 10 percent of the total investment value, or equal to THB 16,500,000 which will be paid after the board of director has approved the investment.

2nd installment : The remaining 90 percent of the total investment value or equal to THB 148,500,000 within 30 November 2021.

7. Value of acquired assets

The ordinary shares of CLINIC in the amount of 16,000,000 shares with a par value of THB 0.50, representing 10 percent of the issued and sold shares.

8. Criterion for purchase price determination

Based on the Discounted Cash Flow value of CLINIC shares.

9. Expected benefits

a. CLINIC operates in the business of providing skin care services, cosmetic surgery and modern holistic health care based on medical principles include skin disease treatment service beauty skin weight loss, body care, surgery, wellness and health rejuvenation. Currently, there are 29 branches and on process of expanding more branches in the future.

b. Create added value for the company and shareholders of the Company in the long term

10. Source of fund

The company uses the company's working capital.

11. Interested directors and/or connected persons who were not present in the consideration and voting

- None -

12. Opinions of the Board of Directors

- a. The Board of Directors meeting have considered that in entering into such transactions. It is reasonable and will be beneficial to the Company and the shareholders of the Company because CLINIC has a good performance. Moreover, it was transformed into a public company and preparation for listing on the Stock Exchange of Thailand
- b. The acquisition of such shares is an important opportunity for the Company to able to expand the business base which is in line with the company's policies and goals and such projects will generate returns, the growth rate of assets, profits and cash flow to the company and shareholders of the Company continuously

13. Opinions of the Audit Committee

The Audit Committee has no different opinions from the the Board of Directors.