

No. THG 46/2022

15 July 2022

Subject Entry into the related party transaction (sale of land) (Revised)

To President

The Stock Exchange of Thailand

Thonburi Healthcare Group Public Company Limited (“THG”) would like to inform that the Board of Directors No. 7/2022 held on 15 July 2022 has resolved to approve selling land under the ownership of Thonburi Realty Development Co., Ltd., a subsidiary of THG, in amount of 199,828,200 baht. This transaction is considered as a related party transaction according to the Capital Market Supervisory Board Notification No. ThorJor. 21/2551, the details are as follows:

1. Date /Month /Year of transaction

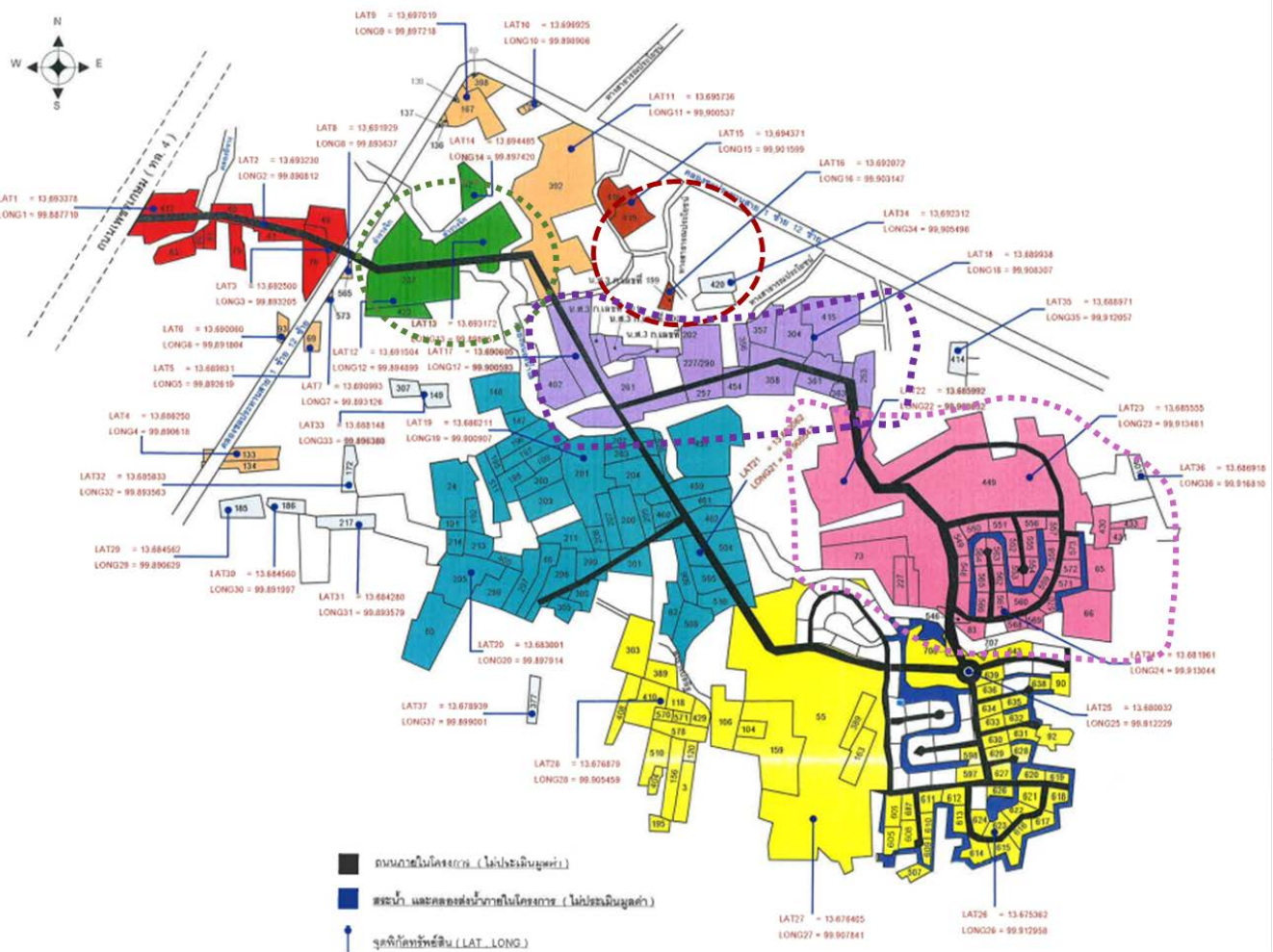
Date of transaction:	It is expected to pay and transfer the land in completion within August 2022
Purchaser:	Rajthanee Pattanakarn (2014) Company Limited (“ RAJ ”), of which 89.97% of total issued and sold shares held by Vanasin’s family.
Seller:	Thonburi Realty Development Co., Ltd. (“ TRD ”), a subsidiary of THG (holding 99.86% of shares), operating land allocation and real estate development business .
Relationship:	Vanasin family is the director and major shareholder of THG and the major shareholder of RAJ.

2. Type and characteristic of transactions

Land Details:

Ownership:	Thonburi Realty Development Co., Ltd. (“ TRD ”)
Location:	Photharam District and Bang Phae District, Ratchaburi Province
Type of asset:	57 plots of vacant land, total area 232,900 square wah or 582-1-0 Rai
Appraised Valuation: (By both Independent Appraisers)	1) Sims Property Consultants Co., Ltd. appraised valuation in the amount of 186,320,000 baht (appraised on 12 July 2022). 2) Threetree Appraisal Co., Ltd. (Former name: Fast and Fair Valuation Co., Ltd.) appraised valuation in the amount of 199,828,300 baht (appraised in 2019). The above both appraisers are on the list of appraisal companies approved by the SEC and are assessed by public objectives.
Offer Price:	199,828,200 baht (average price 343,200 baht per rai) which is higher than a book value of the land . The fee for transfer of land ownership will be paid half by each party. The specific business taxes, duties and withholding tax, as well as various expenses incurred on the registration date for the transfer of land ownership, the seller will be solely paid.

<p>Payment Term:</p>	<p>Payment is made in 2 installments:</p> <p>1st installment: 30% deposit of the total land price in the amount of 59,948,460 baht will be paid on the date of contract to purchase and sell the land. If the contract to buy and sell has been made and the deposit has been paid, there is a termination of the contract afterwards; the purchaser is not entitled to claim a refund of the deposit.</p> <p>2nd installment: The remaining amount 70%, totaling 163,560,600 baht will be paid on the date of transferring land ownership within 15 days from the date of signing contract to buy and sell the land. (It will be completed by August 2022).</p>
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TRD's land plots are divided into 9 colored zones. The land for sale this time is 4 colored zones, namely



3. Total value and criteria used to determine the total value of the entries

3.1 Calculation of transaction value based on connected transaction criteria

The sale of land owned by TRD is a related party transaction in type of asset and service transaction using the criteria for the maximum value of remuneration, which is the land sales price of 199,828,200 baht of which TRD will

receive the payment in cash. The determination of purchase price is in accordance with the negotiation and agreement between the purchaser and the seller which is determined from the appraised price from an independent appraiser.

The size of the accumulated transaction for the past 6 months – None -

The total value of the related party transaction is 199,828,200 baht, representing 2.19% of THG's total net tangible assets, calculated from the consolidated financial statements for the first quarter of 2022, ending 31 March 2022 which is considered as a middle size of related party transaction (the value is higher than 0.03% but lower than 3% of the net tangible asset value), therefore, the Company shall procure the Board of Directors of THG to approve this transaction and to disclose information to the Stock Exchange of Thailand.

NTA* = Total Asset - Deferred Income Tax - Intangibles - Total Liabilities - Minorities Interests

	As on 31 Mar 22
Total Asset	23,233,928,639
Deferred Income Tax	78,777,889
Intangibles	241,990,015
Total Liabilities	13,304,986,647
Minorities Interest	472,115,949
NTA	9,136,058,139

3.2 The calculation of value according to the acquisition and disposal regulations (calculated based in the financial statements ended 31 March 2022)

Criteria	Calculation	Percent (%)
1. Calculation based on the value of net tangible assets	Not required to comply with the criteria because it is a sale of land	-
2. Calculation based on net operating profits	Not required to comply with the criteria because it is a sale of land	-
3. Calculation based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received}^* \times 100}{\text{Total assets of listed company}}$ $= \{(199,828,200+493,558) \times 100\} / 23,233,928,639$	0.86
4. Calculation based on value of equity shares issued for the payment of assets	Not required to comply with the criteria because it is a sale of land	-

Accumulated transaction size for the past 6 months was 493,558 baht (accumulated during 1 October 2021 to 31 March 2022)

The calculation of the transaction value is derived from the consolidated financial statements for the first quarter of 2022 ending 31 March 2022 by considering the total value of consideration is equal to 0.86% of which the transaction size is less than 15%, therefore, such investment does not have to be carried out in accordance with the acquisition and disposal regulations.

4. Connected person and nature of connection

TRD will sell the land to RAJ at the value of 199,828,200 baht, which is a connected transaction as TRD is a subsidiary of THG.

Shareholders of TRD	Number of shares	Baht	Percent (%)
Thonburi Healthcare Group PCL. (“THG”)	126,819,640	1,268,196,400	99.99%
32 minority shareholders (Thai Nationality)	180,360	1,803,600	0.01%
Total	127,000,000	1,270,000,000	100.00%

THG and RAJ have the same group of major shareholders, namely Vanasin family group as follows

- Vanasin's family holds shares in THG consisting of 1. Dr. Boon Vanasin 2. Mrs. Jaruwan Vanasin 3. Mrs. Navara Vanasin 4. Ms. Nalin Vanasin 5. Mr. Jon Vanasin 6. Global Health Investment Co., Ltd. and 7. Rajthanee Pattanakarn (2014) Company Limited (“RAJ”) which hold approximately 25.17% of THG's total issued and sold shares based on the list of shareholders on the book closing as of 30 June 2022 and the report on the securities holdings of the executives and the auditor (form 59-2) as of 5 July 2022.
- Vanasin's family holds shares in RAJ both direct and indirect totally 89.97% of total issued and sold shares in RAJ based on the list of shareholders (form BorOrJor.5) as of 31 May 2022.

Shareholders of RAJ	Number of shares	Percent (%)	Vanasin Family
Mrs. Jaruwan Vanasin	2,040,001	40.80%	✓
Mrs. Navara Vanasin	1,000,000	20.00%	✓
Mr. Kim Christian Wachtveitl	793,900	15.88%	✓
Mrs. Jidapha Phumput	499,398	9.99%	✗
Rajthanee House and Land Company Limited	416,100	8.32%	✓
Rajthanee Associates Company Limited	228,600	4.57%	✓
Mr. Wongpoom Vanasin	20,000	0.40%	✓
Mrs. Kalaya Lertakkakorn	2,000	0.04%	✗
Mr. Boon Vanasin	1	0.00%	✓
Total	<u>5,000,000</u>	<u>100.00%</u>	

The directors of RAJ are 1) Ms. Masruedee Kanapithakpong 2) Mr. Aram Chantapinya and 3) Ms. Jidapa Phumput who is not Vnasin’s family.

5. Details of Connected Persons and Scope of Interest in the Transaction

The transaction is a transaction between TRD (a subsidiary of THG) and RAJ, which has the same group of major shareholders which is Vanasin's family. Therefore, it is considered as a related party transaction in the type of assets and services according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related Party Transactions dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies in Related Party Transactions dated 19 November 2003.

After considering the calculation of the size of the related party transaction in accordance with the relevant rules and regulations, the transaction size is higher than 0.03% but lower than 3% of THG's net tangible assets according to the consolidated financial statements of THG and its subsidiaries ending 31 March 2022. THG, therefore requires proposing this transaction to the Board of Directors for approval and to disclose the information to the Stock Exchange of Thailand.

6. Plan to use the proceeds from the sale of asset

To use as working capital in the business.

7. Directors with interests and / or directors who are connected persons

- | | |
|----------------------|----------|
| 1) Dr. Boon Vanasin | Chairman |
| 2) Ms. Nalin Vanasin | Director |

The Vanasin's family is the director and major shareholder of THG (holding 99.86% in TRD) and is a major shareholder of RAJ. Thus, the two directors did not attend the meeting, give any comments, and have no right to vote in the Board of Directors' meeting on this agenda.

8. Opinion of the Board of Directors

The Board of Directors (excluding directors with interests) has given opinions that such lands are vacant land that the Company haven't used any benefits. If there are people interested in buying, it will make additional cash flow to the company. Sims Property Consultants Co., Ltd. appraised valuation in the amount of 186.32 million baht in this year. The Board of Directors is of the opinion that the price lower than the appraised value that Threetree Appraisal Co., Ltd. (Former name: Fast and Fair Valuation Co., Ltd.) had appraised in 2019 at the price of 199.83 million baht (the appraisal price has decreased in accordance with the current economic recession). Therefore, both parties agreed to buy and sell at a price of 199.83 million baht. The sale of such lands does not cause the remaining land to be impaired or reduce any benefits. Both independent appraisers are on the list of appraisal companies approved by the SEC. This list is therefore reasonable and transparent.

9. Opinion of the Audit Committee which is difference from the Opinion of the Board of Directors

-None-

Please be informed accordingly.

Yours sincerely,

Thonburi Healthcare Group Public Company Limited

(Miss Jinda Ariyapornpong)

Corporate Secretary