

Ref RAM010/ 2566

March 31st, 2023

Subject: Acquisition of Ram Nakra Co., Ltd.'s shares

Dear President

Stock Exchange of Thailand

Ramkhamhaeng Hospital Public Company Limited (the “**Company**”) would like to inform that the Board of Directors No. 10/2566 on March 31st, 2023 has considered and approved the acquisition of Ram Nakra Co., Ltd.’s shares with total of 5,714,055 shares at par 100 baht equivalent to 571.41 million baht (Ram Nakra Co., Ltd. increased its registered capital from 3,500 million baht to 4,500 million baht). After the share acquisition, the Company will increase its shares held in Ram Nakra Co., Ltd. from 50.75% to 52.17% with the details as follow:

1. Ram Nakra Co., Ltd. has established in 2016 to operate the private hospital under “Ramkhamhaeng 2 Hospital” (“**RAM 2**”) located on Ramkhamhaeng road, Saphan Soong district, Bangkok with total land of 35 rai. The original business plan of RAM 2 is to operate 560 registered beds for Fee for Service patients in the nearby area. However, since the COVID-19 pandemic, Thai people focus more on their health both corrective and preventive healthcare resulting in the increase in numbers of health insurance. Thai government also increases the social welfare for Thai people for more access to medical treatment in time. Thus, each hospital has to increase its medical treatment capability to service patients’ needs by providing all kind of specialist department and excellence centers and also to elevate its safety and quality to international standard. RAM 2 is situated on the potential growth area and has available land to develop and construct service center of RAM group. After Ram Nakra become the subsidiary of the Company, the Company has added a new business plan to develop and construct (i) radiology center to provide full scope of oncology treatment in accordance with the Cancer Anywhere policy, (ii) the nutrition building to provide services to RAM and RAM 2 and (iii) obtain the international standard accreditation, American Accreditation Commission International (AACI). As a result, Ram Nakra has increased its registered capital from 3,500 million baht to 4,500 million baht (1,000 million baht consists of 700 million baht for the development and construction of nutrition building, radiology and the auxiliary system, 150 million baht for medical equipment, and 150 million baht for working capital). Currently, RAM 2 construction progress was 95% and expects to open in Q2/2023 with the initial 80 – 100 operating beds in 2023.

2. Transaction period

March – December 2023

3. Counterparty

Buyer: The Company

Seller: Ram Nakra Co., Ltd.

Relationship between the buyer and the seller: Ram Nakra is the subsidiary of the Company

4. Total consideration

Not exceeding 571.41 million baht in cash, payable in installment based on the progress of work within 2023

5. Criteria for consideration value

Share acquisition at par value of 100 baht

6. Shareholding structure of Ram Nakra

Before share subscription: 50.75% of the total issued shares of Ram Nakra Co., Ltd.

After share subscription: 52.17% of the total issued shares of Ram Nakra Co., Ltd.

No.	Shareholder	No. of shares before subscription	% shares	No. of shares after subscription	% shares
1	Ramkhamhaeng Hospital Plc.	17,762,445	50.75%	23,476,500	52.17%
2	Synphaet Co., Ltd.	1,550,000	4.43%	1,550,000	3.44%
3	Synphaet Seriruk Co., Ltd.	1,400,000	4.00%	1,400,000	3.11%
4	Ms. Pitchtida Panupattanapong	500,000	1.43%	500,000	1.11%
5	Mr. Talit Cheun-Im	500,000	1.43%	450,000	1.00%
6	F & S 79 Co., Ltd.	405,000	1.16%	521,000	1.16%
7	Mrs. Anchana Sirivongs	400,000	1.14%	402,500	0.89%

No.	Shareholder	No. of shares before subscription	% shares	No. of shares after subscription	% shares
8	Mrs. Panya Jiropas	392,000	1.12%	392,000	0.87%
9	Dr. Pitchaya Somburanasin	300,000	0.86%	300,000	0.67%
10	Individual shareholders	11,790,555	33.69%	16,008,000	35.57%
	Total	35,000,000	100.00%	45,000,000	100.00%

7. Benefit from this transaction

The investment in the potential hospital which is the core business of the Company will generate a good return. The Company expects the investment return in RAM 2 not less than 10% which is higher than the cost of equity of the large size listed company in healthcare business on the Stock Exchange of Thailand and the Company will receive the return in the form of dividend.

8. Source of funds

The Company will use its internal operating cash and the borrowing from local financial institution as the source of fund for the equity injection.

9. Nature of transaction

This transaction is the acquisition of assets with the transaction size of 1.38% based on the Consideration Value criteria. With the accumulated transaction size for the past 6 months, the total transaction size was 5.28% which is lower than 15% as per the SET requirement and there is no newly issued shares for payment of the acquisition. However, the Company would like to announce the transaction details to the Stock Exchange of Thailand re: the acquisition and disposal of assets of the Listed Company.

Criteria	Calculation	Transaction size (%)
1. Net tangible assets (NTA)	NTA of the seller X % acquired shares	0.27
	NTA of Company	
2. Net operating profit	(Net operating profit of the seller X % acquired shares)	0.00
	Net operating profit of the Company	

Criteria	Calculation	Transaction size (%)
3. Consideration Value	Consideration Paid	1.38
	Total assets of the Company	
4. Share payment	Newly issued shares for asset acquisition	N/A, no new issued shares for acquisition
	Total issued share of the Company	

10. Opinion of the Audit Committee and/or any director that different from the Board of Directors (if any)

None

For your information.

Yours sincerely,

Dr. Chamnan Chanapai, DDS

Managing Director