

November 22nd, 2023

To : President

The Stock Exchange of Thailand

Re : The acquisition of investment in Ramnakra Co.,Ltd's remaining issued shares

The board of directors of Ramkhamhaeng Hospital Public Company Limited no. 21/2023 held on November 22nd, 2023 passed the following resolution the acquisition of Ramnakra Co.,Ltd.'s remaining share that not subscribed by other shareholders (who are not F&S 79 Co., Ltd.) in the amount of 3,403,290 shares at the par value of baht 100 per share, totally 340,329,000 baht. Detail of the transactions are as follow.

1. Transaction date

December 2023 - February 2024

2. Parties involved

Buyer : Ramkhamhaeng Hospital Public Co.,Ltd.

Seller : Ramnakra Co.,Ltd.

Relationship between buyer and seller : Subsidiary Company of Ramkhamhaeng 52.17% (Before acquisition).

: Subsidiary Company of Ramkhamhaeng 59.73% (after acquisition).

3. Total Value of consideration

The payment will be made by installment for a total amount of 340,329,000 baht

4. Basis used in determination of value of consideration

At par value

5. Share holding percentage of the company.

Prior : 52.17 percent of registered capital.

After : 59.73 percent of registered capital.

The detail of Ramnakra's shareholders (before – after Ram purchase remaining share)

<u>Name of shareholders</u>		<u>Before</u>		<u>After</u>	
		<u>Number of shares</u>	<u>% registered share</u>	<u>Number of shares</u>	<u>% registered share</u>
1.	Ramkhamkaeng Hospital Public Co., Ltd.	23,476,495	52.17	26,879,785	59.73
2.	Synphaet Hospital Co., Ltd.	1,550,000	3.44	1,550,000	3.44
3.	Serirak Hospital Co., Ltd.	1,400,000	3.11	1,400,000	3.11
4.	F&S 79 Co., Ltd.	521,000	1.16	721,000	1.60
5.	Miss Phisthida Phanuphattanaphong	500,000	1.11	500,000	1.11
6.	Mr. Talit Chuen-Im	450,000	1.00	450,000	1.00
7.	Mrs. Anchana Sirivongs	405,000	0.90	405,000	0.90
8.	Mrs. Panja Jiropas	392,000	0.87	392,000	0.87
9.	Dr. Pitchaya Somburanasin	300,000	0.67	300,000	0.67
10.	Khelangnakorn-Ram Hospital Co., Ltd.	200,000	0.44	200,000	0.44
11.	Dr. Wichai Srimanus	200,000	0.44	200,000	0.44
12.	Dr. Rukkagee Kanjanapitak	100,000	0.22	150,000	0.33
13.	Mr. Ruechid Kanjanapitak	100,000	0.22	125,000	0.28
14.	Rajthanee Hospital Public Co., Ltd.			300,000	0.67
15.	Minor Shareholders	15,405,505	34.23	11,427,215	25.39
		45,000,000	100.00	45,000,000	100.00

6. 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 dividend at preferable rate in the future.

7. Sources 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.

8. Nature of transaction

The transaction is acquisition of asset with the transaction size of 1.67% base on Net tangible assets (NTA) criteria. With the accumulated transaction size for the past 6 months, the total transaction size was 1.81% which is lower than 15.00% as per the SET requirement and the 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

Method	Calculation	Transaction Size (%)
1. Net tangible assets (NTA)	NTA of the seller x % acquired shares	1.67
	NTA of Company	
2. Net operating profit	(Net operating profit of the seller x %acquired share)	-
	Net operating profit of the Company	
3. Consideration Value	Consideration Paid	0.82
	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	

9. Financial Information of Ramnakra Co., Ltd.

	Unit: million baht
	As of 30 September 2023
Total Assets	4,097.44
Total Liabilities	84.22
Total shareholder	4,103.22
Total revenue	61.72
To expenses	(116.19)
Net profit (loss)	(54.46)
Earnings per share (baht)	(1.46)
Net book value per share (baht)	98.32
Weighted average number of ordinary shares (shares)	37,357,620

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. Rukkagee Kanjapitak (Ph.D)



Managing Director