

EKH/CS/2023/061

November 14, 2023

Re Establishment of a joint venture company to operate a psychiatric hospital business  
([Additional information details](#))

To President  
The Stock Exchange of Thailand

Ekachai Medical Care Public Company Limited (EKH) has informed that, according to the Board of Directors meeting No. 4/2023 held on Tuesday 14 November 2023, the Board of Directors had resolved to approve the signing of a joint venture agreement with Narai Property Company Limited by establishing a new company to operate a health medical service business. Comprehensive psychiatric services and others by a team of specialized medical professionals, the details are as follows:

Company Name : EN Mental Care Company Limited  
 Nature of Business : Health medical service business. Comprehensive psychiatric services and others  
 Date of Establishment : within January 2024  
 Location : Land Leased from Narai Property Co., Ltd  
 Soi Phet Kasem 86, Bang Khae Nuea,  
 Khet Bang Khae, Bangkok 10160.  
 Started business : within Year 2026  
 Registered Capital : THB 400,000,000  
 Par Value : THB 100  
 Number of shares : 4,000,000 shares  
 Director : There are 7 directors  
 1. Five directors were nominated by Ekachai Medical Care Public Company Limited  
 2. Two directors were nominated by the Narai Property Company Limited

Shareholder Structure :

Name	Shares	% shares
1. Ekachai Medical Care PCL.	2,400,000	60%
2 Narai Property Co., Ltd.	1,000,000	25%
3. Medical Personnel and Psychiatrist (approximately 30 shareholders)	600,000	15%
<b>Total</b>	<b>4,000,000</b>	<b>100.00%</b>

Budget : Construction budget and various equipment in the amount of THB 340 million.

Source of funds : The Company's working capital

This investment 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 or 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 September 30, 2023 by various approached under the Notification on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 10.60 percent based on the total value of the consideration. However, the Company has any asset acquisition transaction that occurred during 6 months prior to entering into this transaction at 16.02 percent. Therefore, the total asset acquisition transaction value of the Company has a total transaction size of 26.62 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, this item 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 be informed accordingly.

Yours sincerely,  
Ekachai Medical Care Public Company Limited

(Dr. Amnaj Eur-Areemitr)  
Director and Hospital Director

**Information Memorandum of Ekachai Medical Care Public Company Limited  
Re: Acquisition of Asset**

**1 Establishment of Specialized Hospitals and Elderly Care Centers**

**1. Date the Transaction Occurred**

After receiving approval from the Company's Board of Directors (approved on 9 August 2023).

**2. Related Parties**

Group 1 Shareholders: Ekachai Medical Care Public Company Limited (EKH)

Group 2 Shareholders: Wattanapat Hospital Trang Public Company Limited (WPH)

**3. Characteristics of the Transaction**

Koon Ao Nang Company Limited (Affiliate Company) operates a specialized hospital and elderly care center business by leasing space from Wattanapat Hospital Trang Public Company Limited with the project situated at Moo 5, Ao Nang Subdistrict, Muaeng Krabi District, Krabi Province, lease term of 30 years, which is expected to open for operation and commercial income will be recognized during the 1<sup>st</sup> quarter of 2026.

**4. General Characteristics of the Transaction**

The Company intends to jointly invest with Wattanapat Hospital Trang Public Company Limited with a registered capital of 200,000,000 Baht representing 2,000,000 shares with a par value of 100 Baht. The Company holds 980,000 shares, representing a shareholding of 49% of the total number of shares, which has the calculated size of the transaction, according to various criteria of the Announcement of the Stock Exchange of Thailand Re: Information Disclosure and Operations of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547, **equivalent to 4.51%**. Such transaction size is the highest transaction size calculated in accordance to the criteria of the total value of consideration paid compared to the total assets of the listed company according to the latest consolidated financial statement as of 30 June 2023, reviewed by an auditor.

In this regard, when combined with various asset acquisition and investment transactions that occurred in the past 6 months, calculated according to the total value of consideration criteria, the Company's asset acquisition transactions have a total transaction size of 4.51%.

## 5. Details of the Acquired Assets

### a. Characteristics of the Business

Name : Koon Ao Nang Company Limited  
 Location : Moo 5, Ao Nang Subdistrict, Muaeng Krabi District, Krabi Province  
 Nature of Business : Specialized hospital and elderly care center

### b. Board of Directors of Koon Ao Nang Company Limited

Ekachai Medical Care Pcl. (EKH)

1. Dr. Amnaj Eur-Areemitr
2. Mr. Suttipong Tangsajjapoj
3. Dr. Nittha Oerareemitr

Wattanapat Hospital Trang Pcl. (WPH)

1. Dr. Somchai Chansawang
2. Mr. Chane Laosonthorn
3. Dr. Pharadon Kamoldit

### c. Shareholding Structure

Name-Surname	No. of Shares	Shareholdings (%)
1. Ekachai Medical Care Public Company Limited (EKH)	980,000	49%
2. Wattanapat Hospital Trang Public Company Limited (WPH)	1,020,000	51%
<b>Total</b>	<b>4,000,000</b>	<b>100.00%</b>

## 6. Total Value of the Transaction

The total value of all transactions of the project estimates at approximately 200,000,000 Baht, which is calculated from the construction budget of the building until it is completed and ready for operation, evaluated by the design company and construction consulting company, including tools and medical equipment necessary for business operations and working capital in the Company. The asset acquisition value is 980,000 shares representing 49% of the total registered shares, totaling to the paid value of 98,000,000 Baht.

## 7. Value of the Acquired Asset

Assets the Company will acquire are as follows:

- 980,000 ordinary shares of Koon Ao Nang Company Limited representing 49% of the total registered shares of 2,000,000 shares of such company.

## 8. Criteria Used to Determine the Trading Price

The Company jointly invests with Wattanapat Hospital Trang Public Company Limited by determining the trading price at the par value.

## **9. Expected Benefits**

9.1 The Company incorporates Koon Ao Nang Company Limited by a joint venture with Wattanapat Hospital Trang Public Company Limited ( WPH), which is a company that operates Wattanapat Hospital Trang, Wattanapat Hospital Ao Nang, and Wattanapat Hospital Samui, has experience and expertise in medical treatment and is well-known in the south and has a suitable location for the construction of a specialized hospital and elderly care center. The Company can recognize profits from business operations including returns from the shareholding of 49%, which will support the Company in its continued growth and profits in the future.

9.2 This joint venture will promote the Company's policies in becoming the leader and play an important role in providing comprehensive medical services.

9.3 Creates value for the Company and its shareholders in the long term.

9.4 The project received BOI for a 5-year period.

## **10. Source of Funds**

Working capital of the business.

## **11. Board of Directors' Opinion**

The Board of Directors' Meeting of the Company had considered and is of the opinion that the asset acquisition of the Company is reasonable and will be beneficial to the Company and its shareholders as the expansion of specialized hospitals and elderly care centers is an important opportunity for the Company. The Company is able to expand its business base related to hospitals which is consistent with the Company's policies and goals. Such projects will generate returns, growth rate, profits and cash flow for the Company its shareholders continuously.

## **12. Opinions of the Audit Committee and/or Directors of the Company Different from the Board of Directors**

- None -

## **2 Construction of the New Building (Building C) of Ekachai Hospital**

### **1. Date the Transaction Occurred**

After receiving approval from the Company's Board of Directors (approved on 9 August 2023).

### **2. Related Parties**

- None -

### **3. Characteristics of the Transaction**

Ekachai Medical Care Public Company Limited operates the business of private hospitals at Samut Sakhon Province, which specializes in maternity and children and is an expert at the infertility center and in various fields. Currently, the service recipients, both inpatients and outpatients, are currently increasing. This is the reason for an additional construction of a new building (Building C) to accommodate the increased number of patients. The project is located at No. 99/9 Moo 4, Ekachai Road, Khok Kham Subdistrict, Mueang District, Samut Sakhon Province, which is expected to open for operation and commercial income will be recognized during the 2<sup>nd</sup> quarter of 2026.

### **4. General Characteristics of the Transaction**

The Company has 2 buildings to accommodate for patients (Building A and Building B) and intends to construct a new building (Building C) within the area of Ekachai Hospital with a budget of approximately 250,000,000 Baht, which has the calculated size of the transaction, according to various criteria of the Announcement of the Stock Exchange of Thailand Re: Information Disclosure and Operations of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547, **equivalent to 11.51%**. Such transaction size is the highest transaction size calculated in accordance to the criteria of the total value of consideration paid compared to the total assets of the listed company according to the latest consolidated financial statement as of 30 June 2023, reviewed by an auditor.

In this regard, when combined with various asset acquisition and investment transactions that occurred in the past 6 months, calculated according to the total value of consideration criteria, the Company's asset acquisition transactions have a total transaction size of 16.02%, which can be summarized as follows:

<b>Date</b>	<b>Project</b>	<b>Million Baht</b>	<b>Calculated Transaction Size</b>
9 August 2023	Joint Venture with WPH, Koon Ao Nang Hospital	98.00	4.51%
9 August 2023	Building C, Ekachai Hospital	250.00	11.51%
<b>Total</b>		<b>348.00</b>	<b>16.02%</b>

### **5. Details of the Acquired Assets**

#### **a. Details of the Business**

Name : Additional construction of the building (Building C) at Ekachai Hospital

Location : Moo 4, Ekachai Road, Khok Kham Subdistrict, Mueang District, Samut Sakhon Province

Nature of Business : Operates the business of hospitals with overnight patients under the name “Ekachai Hospital”

**b. Board of Directors of Ekachai Medical Care Public Company Limited**

Name-Surname	Position
1. Adm. Surasak Rounroengrom	Chairman of the Board of Directors / Independent Director
2. Dr. Surin Koocharoenprasit	Director / Independent Director Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee
3. Mr. Worapol Wiriyakulapong	Director / Independent Director Audit Committee Chairman of the Risk Management Committee
4. Mr. Vuthichai Tumasaroj	Director / Independent Director Audit Committee / Risk Management Committee
5. Mr. Amnuay Oerareemitr	Director Chief Executive Officer Nomination and Remuneration Committee
6. Mr. Suthipong Tangsajjapoj	Director Executive Vice President / Risk Management Committee
7. Mrs. Orasa Tangsajjapoj	Director / Executive Director
8. Mrs. Kanchana Oerareemitr	Director / Executive Director
9. Mr. Wanlop Popientong	Director / Executive Director
10.Mr. Metha Vanadilok	Director / Executive Director
11.Dr. Amnaj Eur-Areemitr	Director / Executive Director

**c. Shareholdings as of 8 May 2023 (XD)**

No.	Shareholder	No. of Shares (shares)	Shareholders (%)
1	Mrs. Orasa Tangsajjapoj	46,200,000	6.85
2	Ramkhamhaeng Hospital Public Company Limited	35,474,600	5.26
3	Mr. Amnuay Oerareemitr	34,700,000	5.14
4	Thai NVDR Company Limited	28,769,012	4.26
5	Mr. Kittipat Oerareemitr	23,000,000	3.41
6	Mrs. Kanchana Oerareemitr	22,651,200	3.36
7	Ms. Nittha Oerareemitr	20,910,400	3.10
8	Mr. Worawut Oerareemitr	20,400,000	3.02
9	Mr. Suttipong Tangsajjapoj	19,245,000	2.85
10	Mr. Kaweechai Lertassavarat	14,980,000	2.22

Source : Stock Exchange of Thailand Website

## **6. Total Value of the Transaction**

The total value of all transactions of the project estimates at approximately 250,000,000 Baht, which is calculated from the construction budget of the building until it is completed and ready for operation, evaluated by the design company and construction consulting company, including tools and medical equipment necessary for business operations. The asset acquisition value and paid value is a total of 250,000,000 Baht.

## **7. Value of the Acquired Asset**

Asset the Company will acquire is a patient building (Building C) with 6 floors and 60 rooms.

## **8. Criteria Used to Determine the Trading Price**

Evaluated by the designer and contractor.

## **9. Expected Benefits**

9.1 The Company has remaining usable space in which additional buildings can be built. It increases the opportunity to generate additional income from having more service areas and the number of beds that can accommodate inpatients.

9.2 Able to expand new departments and medical centers.

9.3 Accommodate the number of people receiving services that is likely to increase in the future.

9.4 Creates value for the Company and its shareholders in the long term.

## **10. Source of Funds**

Working Capital of the business.

## **11. Board of Directors' Opinion**

The Board of Directors' Meeting of the Company had considered and is of the opinion that entering into such transaction by the Company is reasonable and will be beneficial to the Company and its shareholders as the expansion of new inpatients buildings is an important opportunity for the Company. The Company is able to expand its business base related to hospitals which is consistent with the Company's policies and goals. Such projects will generate returns, growth rate, profits and cash flow for the Company its shareholders continuously.

## **12. Opinions of the Audit Committee and/or Directors of the Company Different from the Board of Directors**

- None -



### **3. Incorporation of a Joint Venture Company to Operate a Psychiatric Hospital Business**

#### **1. Date the Transaction Occurred**

After receiving approval from the Company's Board of Directors.

#### **2. Related Parties**

Group 1 Shareholders : Ekachai Medical Care Public Company Limited  
 Group 2 Shareholders : Narai Property Company Limited  
 Group 3 Shareholders : Medical Practitioners and Psychiatrist  
 (approximately 30 shareholders)

#### **3. Characteristics of the Transaction**

EN Mental Care Company Limited operates a business of psychiatry providing comprehensive medical services in mental health and psychiatry, etc., by leasing space from Narai Property Company Limited with the project situated at Phetkasem Road, Soi Phetkasem 86, Bang Khae Nuea Subdistrict, Bang Khae District, Bangkok 10160, lease term of 30 years, which is expected to open for operation and commercial income will be recognized during the 4<sup>th</sup> quarter of 2025.

#### **4. General Characteristics of the Transaction**

The Company intends to incorporate Narai Property Company Limited by a joint venture, with a registered capital of 400,000,000 Baht representing 4,000,000 shares with a par value of 100 Baht. The Company holds 2,400,000 shares, representing a shareholding of 60% of the total number of shares, which has the calculated size of the transaction, according to various criteria of the Announcement of the Stock Exchange of Thailand Re: Information Disclosure and Operations of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547, **equivalent to 10.60%**. Such transaction size is the highest transaction size calculated in accordance to the criteria of the total value of consideration paid compared to the total assets of the listed company according to the latest consolidated financial statement as of 30 September 2023, reviewed by an auditor.

In this regard, **when combined with various asset acquisition and investment transactions that occurred in the past 6 months, calculated according to the total value of consideration criteria, the Company's asset acquisition transactions have a total transaction size of 26.62%**, which are all summarized as follows:

<b>Date</b>	<b>Project</b>	<b>Million Baht</b>	<b>Calculated Transaction Size</b>
9 August 2023	Joint Venture with WPH, Koon Ao Nang Hospital	98.00	4.51%
9 August 2023	Building C, Ekachai Hospital	250.00	11.51%
14 November 2023	Psychiatric Hospital	240.00	10.60%
<b>Total</b>		<b>588.00</b>	<b>26.62%</b>

The total transaction size for the said 3 transactions has a value of more than 15% but not more than 50% of the total asset value of the Company, which is classified as an asset acquisition transaction in accordance to the Notification of the Securities and Exchange Commission No. 20/2551 Re: Significant Transaction Criteria Involving the Acquisition or Disposal of Assets (including subsequent amendments) and Announcement

of the Stock Exchange of Thailand Re: Information Disclosure and Operations of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547. Therefore, the Company is obligated to disclose such transaction and send a circulated letter including the Information Memorandum of such Asset Acquisition to the shareholders of the Company within 21 days from the date of disclosure with the Stock Exchange of Thailand. Such calculated transaction size is under the authority framework of approval of the Board of Directors in entering into such transaction.

## 5. Details of the Acquired Assets

### a. Details of Business

Name : EN Mental Care Company Limited  
 Location : Phetkasem Road, Soi Phetkasem 86, Bang Khae Nuea Subdistrict, Bang Khae District, Bangkok 10160  
 Nature of Business : Provide medical services in health, comprehensive psychiatry, etc.

### b. Board of Directors of EN Mental Care Company Limited

1. 5 directors nominated from Ekachai Medical Care Public Company Limited
2. 2 directors nominated from Narai Property Company Limited

### c. Shareholding

Name-Surname	No. of Shares	Shareholding (%)
1. Ekachai Medical Care Public Company Limited	2,400,000	60%
2. Narai Property Company Limited	1,000,000	25%
3. Medical Practitioners and Psychiatrist (approximately 30 shareholders)	600,000	15%
<b>Total</b>	<b>4,000,000</b>	<b>100.00%</b>

## 6. Total Value of the Transaction

The total value of all transactions of the project estimates at approximately 400,000,000 Baht, which is calculated from the construction budget of the building until it is completed and ready for operation, evaluated by the design company and construction consulting company, including tools and medical equipment necessary for business operations and working capital of the Business. The asset acquisition value is 2,400,000 shares representing 60% of the total registered shares, totaling to the paid value of 240,000,000 Baht.

## 7. Value of the Acquired Asset

Assets the Company will acquire are as follows:

- 2,400,000 ordinary shares of EN Mental Care Company Limited representing 60% of the total registered shares of 4,000,000 shares of such company.

## 8. Criteria Used to Determine the Trading Price

The Company incorporates the new joint venture company by determining the trading price at the par value.

## 9. Expected Benefits

9.1 The Company incorporates EN Medical Care Company Limited by a joint venture with Narai Property Company Limited, which is a stable company operating for a long time and has expertise and experience in the real estate business and has a suitable location for building a psychiatric hospital. The Company can recognize profits from business operations including returns from the shareholding of 60%, which will support the Company in its continued growth and profits in the future.

9.2 This joint venture will promote the Company's policies in becoming the leader and play an important role in providing comprehensive medical services.

9.3 Creates value for the Company and its shareholders in the long term.

9.4 The project received BOI for a 5-year period.

## 10. Source of Funds

Working capital of the business.

## 11. Board of Directors' Opinion

The Board of Directors' Meeting of the Company had considered and is of the opinion that entering into such transaction by the Company is reasonable and will be beneficial to the Company and its shareholders as the expansion of the psychiatric hospital for the Company is an important opportunity for the Company. The Company is able to expand its business base related to hospitals which is consistent with the Company's policies and goals. Such projects will generate returns, growth rate, profits and cash flow for the Company its shareholders continuously.

## 12. Opinions of the Audit Committee and/or Directors of the Company Different from the Board of Directors

- None –

The reason for the delay in disclosing such transactions is because the first 2 transactions combined are subject to disclosure according to the acquisition of assets criteria, but the Company understands that the construction of a new building (Building C) under Ekachai Hospital is an expansion of the existing business. It is not an investment to acquire additional new assets. Therefore, it is not taken into account when calculating the size of the transaction. The Company has a policy to supervise business operations to be in accordance with all relevant rules.

The Company hereby certifies that the information in this report is accurate and complete in all respects.

Yours sincerely,  
Ekachai Medical Care Public Company Limited

(Dr. Amnaj Eur-Areemitr)  
Director and Hospital Director