



WPH-SET 13/2567

14 November 2024

Subject : Construction of a New Hospital in Phuket Province and purchasing Magnetic Resonance Imaging (MRI) (Revised)

To : President  
The Stock Exchange of Thailand

Enclosure: Information on the Acquisition of Assets of the Company

WattanaPAT Hospital Trang Public Company Limited (“Company”) would like to inform that the Board of Directors Meeting of Company No. 4/2024, held on 13 November 2024, resolved to approve the investment in the construction of a new hospital in Phuket Province and the purchase of medical devices with the following details:

1. Resolved to approve the investment in the construction of a new hospital in Phuket Province to provide services to customers in Phuket and surrounding provinces, involving the purchase of vacant land totaling approximately 9 Rai 3 Ngan and 90.10 Square Wah, at a value of 370 million Baht, the investment in the construction of the hospital at a value of 540 million Baht, and the purchase of medical equipment and devices at a value of 290 million Baht (the “Project”). The total estimated budget for the project is approximately 1,200 million Baht.

The transaction is classified as the Asset Acquisition Transaction in the accordance of Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (and as amended), 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 and Disposition of Assets of B.E. 2547 dated 29 October 2004 (and as amended) (the “Notifications on Assets Acquisition or Disposal”). Details of the project investment are provided in the information on the acquisition of assets of the Company, as per the Enclosure.

2. Resolved to approve WattanaPAT Ao Nang Hospital Company Limited and the Company to purchase Magnetic Resonance Imaging (MRI) with a total value of 53.05 million Baht. Details of the project investment are provided in the information on the acquisition of assets of the Company, as per the Enclosure.

Please be informed accordingly,

Yours respectfully,

WattanaPAT Hospital Trang Public Company Limited

- Mr. Somchai Chansawang-

(Mr. Somchai Chansawang)

Chief Executive Officer



Information on the Acquisition of Assets of listed company  
of  
WattanaPAT Hospital Trang Public Company Limited

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According to the Board of Directors meeting of WattanaPAT Hospital Trang Public Company Limited (“Company”) No. 4/2024, held on 13 November 2024, resolved to approve the investment in the construction of a new hospital in Phuket Province and the purchase of Magnetic Resonance Imaging (MRI). The transactions are classified as the Asset Acquisition Transaction of listed company in the accordance of Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and as amended, 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 and Disposition of Assets of B.E. 2547 dated 29 October 2004 and as amended. There are details as follows:

1. The investment in the construction of a new hospital in Phuket Province

1.1 Date Month and Year of the Transaction

The Company will initiate the hospital construction project following approval from the Board of Directors' Meeting No. 4/2024. The project is anticipated to be completed by the third quarter of 2026 (with services expected to commence in the fourth quarter of 2026)

1.2 Related Parties and the Relationship with the Company

1.1. The Purchase of Land

Sellers: 4 persons are as follows:

1. Mrs.Orawan Kehasukchareem and Mrs.Wanchalee Kanchanachongkol;
2. Mr.Prasit Chinprasert;
3. Chin International Holding Co., Ltd.; and
4. Deva Estate Company Limited

The Seller has no relationship with the Company, and is not considered a connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and amended), 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 dated 19 November 2003 and amended) (“Notification of Connected Transaction”)

## 1.2. The Construction of a Hospital

Contractor: A company operating in the construction business. In this regard, The Company will convene an auction for those who are interested during the first quarter of the year 2025.

The Company will select the contractor who has no relationship with the Company, and is not considered a connected person in accordance with Notification of Connected Transaction

## 1.3 General characteristics of the transaction and details of the acquired assets

The Company will register the establishment of a new subsidiary, *WattanaPAT Phuket Hospital Company Limited*, for the purpose of undertaking the construction of a new hospital in Phuket Province and operating the hospital business, with the following details:

Nature of Business	: Operating a medical facility that provides overnight patient care, with a capacity of 200 beds, under the name " <i>WattanaPAT Phuket Hospital</i> "
Investment	: Registered capital 750,000,000 Baht divided into number 7,500,000
Capital Structure	: shares with the par value of 100 Baht per share
Shareholder Structure	: The Company will hold shares 100% of the Company's registered capital of WattanaPAT Phuket Hospital Company Limited, with the following share distribution as follows: <ol style="list-style-type: none"><li>1. The Company will hold 7,499,999 shares</li><li>2. Mr. Chane Laosonthorn will hold 1 share</li></ol> *Hold the shares on behalf of the Company to ensure that the Company's shareholder structure is in accordance with the law
Board of Directors	: <ol style="list-style-type: none"><li>1. Mr. Somchai Chansawang</li><li>2. Mr. Chane Laosonthorn</li><li>3. Miss Pichapa Boonsontisuk</li></ol>

In connection with the implementation of the project, the Company will purchase land from a seller, with a total area of 9 Rai 3 Ngan 90.10 Square Wah, located in Phuket Province (the "Land"). The total value of the Land is approximately 370 million Baht. (excluding the costs of registration for the transfer of land ownership). The Company expects to complete the registration of the transfer of land ownership within the first quarter of the year 2025.

The details of the land to be purchased are as follows:

Deed No.	Land No.	Place	Area (Rai- Ngan- Square Wah)
6741	1	Kamala Subdistrict, Kathu District, Phuket Province	0-3-20.40
6742	2	Kamala Subdistrict, Kathu District, Phuket Province	1-1-46.60
6743	3	Kamala Subdistrict, Kathu District, Phuket Province	0-2-85.70
6752	22	Kamala Subdistrict, Kathu District, Phuket Province	0-2-63.90
11533	51	Kamala Subdistrict, Kathu District, Phuket Province	1-0-93.30
16836	90	Kamala Subdistrict, Kathu District, Phuket Province	5-0-80.20

The construction project of WattanaPat Phuket Hospital will consist of a building with 5 floors and a usable area of approximately 25,000 square meters, located at Kamala Subdistrict, Kathu District, Phuket Province. The Company expects to commence the construction in early 2025, and expects that the project of construction will be completed and opened around the first quarter of 2026. The total budget for the project is 1,200 million Baht, comprising 370 million Baht for Land acquisition, 540 million Baht for construction costs, and 290 million Baht for medical equipment and devices.

WattanaPat Phuket Hospital will offer a full range of medical services, with specialists in each field, to general customers, contractual clients, and others. It is expected that the hospital will have a total of 200 inpatient beds (with 100 beds allocated to Phase 1 and 100 beds to Phase 2). Additionally, the hospital will have a clinic and a specialized medical center to provide outpatient services, with an anticipated capacity to serve approximately 1,000 outpatient visits per day.





The transaction is classified as the Asset Acquisition Transaction in the accordance with Notifications on Assets Acquisition or Disposal. When calculating the transaction size based on the total value of consideration paid basis, the transaction size is equal to 43.14 of the Company's total assets, as per the Company's consolidated financial statements audited by a certified public auditor as of 30 September 2024 (the calculation criteria for the size of the highest value transaction) with the following calculation details:

the total value of consideration paid (million Baht) x 100	=	1200 x 100
Total assets of the Company (million Baht) (according to the consolidated financial statements audited by a certified public auditor as of 30 September 2024)		2,781.8
	=	43.14%

The transaction size is higher than 15.00% but less than 50.00% of the Company's total assets. Therefore, the Company is obliged to prepare a report and disclose a memorandum containing at least the information specified in Schedule 1 annexed to the Notifications on Asset Acquisition or Disposal, and the Company must also distribute the information documents as outlined in Schedule 2 annexed to the Notifications on Asset Acquisition or Disposal to its shareholders within 21 days from the date of information disclosure to the Stock Exchange of Thailand, without requiring approval from the Company's shareholders' meeting.

When calculating the transactions size by including the asset acquisition transaction of the Company taking place during the previous 6 months prior to the date the Board of Directors approved the project of construction of Wattanapat Phuket Hospital, the maximum value of size of transactions, based on the total value of consideration paid basis, is equal to 45.13 % of the Company's total assets according to the consolidated financial statements as of 30 September 2024, which is higher 15.00 % or higher but less than 50.00 % of the Company's total assets. Therefore, the Company is obliged to prepare reports and disclose the information of memorandum with the least information as specified in Schedule 1 annexed of the Notifications on Assets Acquisition or Disposal, and distribute the information documents as specified in Schedule 2 annexed of the Notifications on Assets Acquisition or Disposal to the shareholders of the Company within 21 days from the date of information disclosure to the Stock Exchange of Thailand without the Company's shareholders' meeting's approval.

#### **1.4 Total value of consideration and value of asset acquired**

The estimated total value of the transaction is 1,200 million Baht, which is divided as follows:

- (1) The total estimated cost of land is 370 million Baht;
- (2) The total estimated cost of construction, system, equipment and medical devices is 830 million Baht.

#### **1.5 Criteria for determining the price**

- (1) The purchase price of land is based on the value from the land valuation and the agreement between the parties;
- (2) The service fee of the construction is in accordance with the agreement between the contracting parties, based on the evaluation of the suitability and details of the hospital construction project determined by the Company's management and technical departments.

#### **1.6 Expected Benefit to the Company**

The Company will apply the Company's expertise and business potential in the management of Wattanapat Phuket Hospital to increase competitiveness and expand the Company's customer base to cover the Phuket area, where is a potential place due to its high population density which consists of numerous citizens in the province and tourists, both Thai and foreign. The Company expects to be able to generate revenue and create sustainable growth that benefits the Company and its shareholders in the long term.

### 1.7 Source of Fund for the Transaction

In this transaction, The Company will use Internal cash flow from the Company's business operations; and Loans from financial institutions. This will not affect the liquidity or financial position of the Company and/or its subsidiaries.

The Company expects that the loans from financial institutions will not have conditions that affect the rights of the Company's shareholders.

### 1.8 Opinion of the Board of Directors

The Board of Directors has carefully considered the reasonableness of this transaction, and is of the opinion that this transaction is deemed appropriated and beneficial to the Company. The expansion of the hospital in Phuket will be able to accommodate more patients and expand the customer base to cover the southern region.

### 1.9 Opinion of the Board of Directors and/or the Audit Committee that is different from the Board of Directors in No. 1.8

-None-

## 2. The purchase of Magnetic Resonance Imaging (MRI)

### 2.1 Date Month and Year of the Transaction

After approval from the Board of Directors' Meeting No. 4/2024, the Company and its subsidiaries will sign the agreement to purchase Magnetic Resonance Imaging (MRI).

### 2.2 Related Parties and the Relationship with the Company

Purchaser: 1. Wattanapat Hospital Trang Public Company Limited  
2. Wattanapat Ao Nang Hospital Company Limited

Seller: Siemens Healthcare Limited

The Seller has no relationship with the Company, and is not considered a connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and amended), 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 dated 19 November 2003 and amended) ("**Notification of Connected Transaction**")

### 2.3 General characteristics of the transaction and details of the acquired assets

WattanaPat Ao Nang Hospital Company Limited (The Company's subsidiaries) and the Company intend to purchase Magnetic Resonance Imaging (MRI) with a total value of 53.05 million baht in order to increase the service capacity for hospital patients.

In entering into the agreement to purchase Magnetic Resonance Imaging (MRI), the Company and its subsidiaries will place a deposit in the amount of not more than 20% of the total value, which will be part of the transaction price. The seller will deliver the Magnetic Resonance Imaging (MRI) to the Company in the year 2027 and to WattanaPat Ao Nang Hospital Company Limited in the year 2025.

The transaction is classified as the Asset Acquisition Transaction in the accordance with Notifications on Assets Acquisition or Disposal. When calculating the transaction size based on the total value of consideration paid basis, the transaction size is equal to 1.91% of the Company's total assets, as per the Company's consolidated financial statements audited by a certified public auditor as of 30 September 2024 (the calculation criteria for the size of the highest value transaction) with the following calculation details:

the total value of consideration paid (million Baht) x 100	=	53.05 x 100
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Total assets of the Company (million Baht) (according to the consolidated financial statements audited by a certified public auditor as of 30 September 2024)		2,781.8
	=	1.91%

**The transaction size is less than 15.00%**

When calculating the transactions size by including the investment in the construction of a new hospital in Phuket Province as mentioned above and the asset acquisition transaction of the Company taking place during the previous 6 months prior to the date of the Board of Directors Meeting of Company No. 4/2024, the maximum value of size of transactions, based on the total value of consideration paid basis, is equal to 47.04% of the Company's total assets according to the consolidated financial statements as of 30 September 2024, which is higher 15.00% or higher but less than 50.00% of the Company's total assets. Therefore, the Company is obliged to prepare reports and disclose the information of memorandum with the least information as specified in Schedule 1 annexed of the Notifications on Assets Acquisition or Disposal, and distribute the information documents as specified in Schedule 2 annexed of the Notifications on Assets Acquisition or Disposal to the shareholders of the Company within 21 days from the date of information disclosure to the Stock Exchange of Thailand without the Company's shareholders' meeting's approval.



**2.4 Total value of consideration and value of asset acquired**

A total value of Magnetic Resonance Imaging (MRI) is equal to 53.05 million baht. The details are as follows the Clause 2.3 above.

**2.5 Criteria for determining the price**

The purchase price is determined by the seller, and negotiated by the company

**2.6 Expected Benefit to the Company**

The Company can increase its competitiveness and the potential for medical treatment, including having modern medical machine to support the use of services by a larger number of customers and can provide more comprehensive services, which will result in an increase in the company's revenue.

**2.7 Source of Fund for the Transaction**

According to the sale and purchase agreement, the Company shall pay the purchase price of Magnetic Resonance Imaging (MRI), which is the remaining balance after deducting the paid deposit, once delivery and installation are completed. In the payment of the purchase price, the Company use internal cash flow from the Company's and its subsidiaries' business operations to pay the purchase price, and the subsidiary will borrow money from financial institution for the payment, which will not affect the liquidity or financial position of the Company and/or its subsidiaries. The Company expects that the loans from financial institutions will not have conditions that affect the rights of the Company's shareholders.

**2.8 Opinion of the Board of Directors**

The Board of Directors has carefully considered the reasonableness of this transaction, and is of the opinion that this transaction is deemed appropriated and beneficial to the Company and the purchase price aligns with the market price, which can be used as a reference. The purchase of Magnetic Resonance Imaging (MRI) will enable the Company to accommodate more users and expand its services to be more comprehensive.

**2.9 Opinion of the Board of Directors and/or the Audit Committee that is different from the Board of Directors in No. 2.8**

-None-



Please be informed accordingly,

Yours respectfully,

WattanaPat Hospital Trang Public Company Limited

*- Mr. Somchai Chansawang -*

(Mr. Somchai Chansawang)

Chief Executive Officer