



No. RJH – SET 6/2022

8 August 2022

Subject : Notification of Connected Transaction

To : The President
The Stock Exchange of Thailand

Enclosure : Information Memorandum on Connected Transaction Re: Purchase of Land

Rajthanee Hospital Public Company Limited (“**the Company**”) would like to inform that the meeting of the Board of Directors No.4/2022 held on 8 August 2022 has resolved to establish new company as a subsidiary to invest in Radiation Oncology Hospital. The total investment cost is 210 million Baht and a subsidiary’s registered capital is 140 million of which the Company will hold 60%.

This investment is considered as an asset acquisition pursuant to the Notification of the Capital Market Supervisory Board No.TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets 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 B.E. 2547 (collectively referred to as the “**Acquisition or Disposition Notifications**”), having total value of 210 million Baht and the highest transaction value of 4.87% , calculated in accordance with the total value of consideration basis from the Company’s consolidated financial statements for the period ended 30 June 2022. When aggregating this transaction with other acquisition transactions in the past 6 months, total value of the transaction is equivalent to 6.44%. As a result, it is not considered as a material transaction deemed as acquisition or disposition of assets as per the Acquisition or Disposition Notifications.

Nevertheless, the Company will buy a piece of land for the aforementioned project for 62.5 million Baht from the connected person. The transaction, therefore, is considered as a connected transaction Category 4 related to assets or services pursuant to the Notification of the Capital Market Supervisory Board No.TorJor. 21/2551 Re: Rules for Connected Transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2003 (collectively referred to as “**Notification of Connected Transactions**”). The transaction size is 2.48% of the net tangible assets according to the Company's consolidated financial statements ended 30 June 2022. There are no other connected transactions in the past 6 months. In this case, the size of transaction is more than 0.03% but less than 3% of the net tangible assets. Hence, the Company is required to ask approval from the Board of Directors and disclose information regarding the purchase of land to the Stock Exchange of Thailand, details of which are set out in the enclosure.



Please be informed accordingly.

Yours Sincerely,

(Mr. Surin Prasithirun)
Managing Director



Information Memorandum of the Connected Transaction

According to the Board of Directors No.4/2022 of Rajthanee Hospital Public Company Limited (“the Company”) held on 8 August 2022 has resolved to :

- 1) approve the establishment of new company as a subsidiary to invest in Radiation Oncology Hospital. The total investment cost is 210 million Baht and a subsidiary’s registered capital is 140 million of which the Company will hold 60%
- 2) approve the purchase of land for hospital for the amount of 62.5 million Baht from Mrs. Samorn Prasithiran, the spouse of Dr.Surin Prasithiran who is Director, Managing Director and major shareholder of the Company.

This transaction is considered as a connected transaction Category 4 related to assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2003 (collectively referred to as “**Notification of Connected Transactions**”). The Company is therefore required to disclose the Information Memorandum on such transaction to the Stock Exchange of Thailand.

Details on the connected transaction as follows :

1. Date of the transaction.

Within 31 January 2023

2. Related parties and their relationship with the listed company.

Seller: Mrs. Smorn Prasithirun

Buyer: Rajthanee Hospital Public Company Limited.

Relationship with the listed company: The seller is the spouse of Dr. Surin Prasithirun. who is Director, Managing Director and major shareholder of the Company. Both of them collectively held 15.49%. of the Company shares

3. General characteristics of the connected transaction.

The Company will purchase land from the connected person for the development of a Radiation Oncology Hospital. The total investment budget is approximately 210 million Baht, consisting of building and equipment costs of 147.5 million Baht and land costs of 62.5 million Baht.



4. Details of the land are as follows.

Location: Rojana Road, Sam Ruean Sub-district, UThai District. Phra Nakhon Si Ayutthaya

Area : 2.5 rai

Price : 25 million Baht per rai. Tax and transfer cost to be borne by the seller. Total value is 62.5 million Baht

5. Total value of consideration and payment terms.

The Company will pay by cash on the date of ownership transfer.

Item size calculation details. This transaction is worth 62.5 million Baht (no connected transaction for the past 6 months) equivalent to 2.48% of the net tangible assets of the Company, which is equal to 2,519 million Baht according to the Company's consolidated financial statements ended 30 June 2022. The transaction size is more than 1 million Baht or 0.03% (whichever is higher) of the net tangible assets but less than 3% of the net tangible assets according to the announcement of connected transactions.

6. Criteria for setting prices

Buyers and sellers have considered the selling price by referring to the market price of nearby land. Meanwhile, a director who is not a connected person and has real estate background in Phra Nakorn Sriayudhya has presented comparative market prices of land located nearby with similar land physique for Board of Director's consideration.

7. Details of connected persons

The seller of the land is a connected person of the Company because she is the spouse of Dr. Surin Prasithirun who is Director, Managing Director and major shareholder of the Company. Both of them collectively have total shareholding of 15.49%.

8. Source of funds used in the transaction.

Cash flow from operations of the Company

9. Directors who have interests and/or directors who are connected persons

Dr. Surin Prasithirun is a stakeholder and a connected person. The meeting invited Dr. Surin Prasithirun and Ms. Phitraphee Prasithirun to temporarily leave the meeting during the consideration of the connected transaction.



10. Opinion of the Board of Directors of the Company.

The Board of Directors opined that the purchase price is reasonable given the location and shape of the land. It is located on Rojana Road which is the main road and in the community area:

11. Opinions of the Audit Committee and/or Directors that is different from the opinions of the Board of Directors.

- None -