



(Translation)

Ref No: PSH-CS 40/2023

14th November 2023

Subject: The establishment of the Amili Health (Thailand) Company Limited and the future partnership with Amili Private Limited Company

To: The President
The Stock Exchange of Thailand

PrukSA Holding Public Company Limited (“PSH”) is pleased to announce the establishment of Amili Health (Thailand) Company Limited (“AMLH”) on 14th November 2023. AMLH is a wholly-owned subsidiary of Vimut Pharmacy Solution Company Limited (“VMPS”), and its primary objective is to support the business expansion of Vimut Hospital into a fully integrated healthcare service, encompassing products and research related to gut microbiome. This endeavor is pursued through a strategic partnership with Amili Private Limited Company (“Amili”), Southeast Asia’s first and only gut microbiome transplant bank and is building up the world’s largest multi-ethnic Asia gut microbiome database company based in Singapore. AMLH is established pursuant to the Board of Directors Meeting’s resolution held on 14th July 2023. The incorporation of the company in November is a result of the fulfillment of conditions precedent pertaining to the contractual agreement.

The initial registered capital of AMLH is Baht 2,550,000, divided into 25,500 ordinary shares with a par value of Baht 100. VMPS, the parent company of AMLH, is itself a wholly-owned subsidiary of Vimut Hospital Holding Company Limited (VMH), which is, in turn, a 100 percent subsidiary of PSH.

VMPS plans to increase AMLH’s capital to Baht 5,000,000, divided into 50,000 shares in quarter 4/2023. All newly issued shares in the amount of 24,500 shares will be subscribed by Amili at par value, equivalent Baht 2,450,000. Subsequently, VMPS will retain a 51 percent shareholding, and Amili will hold 49 percent shareholding in AMLH. However, in accordance with the terms and conditions outlined in the Joint Venture Agreement, the board seat distribution will be 2 persons from VMPS and 3 persons from Amili. Furthermore, the Chairman of the Board of Directors will be nominated by Amili. Consequently, AMLH will not be considered a subsidiary of VMPS. Amili will have control over AMLH and AMLH will be a subsidiary of Amili.

Regarding the regulatory compliance, PSH would like to provide the following information:

1. the incorporation of AMLH is not classified as connected transactions as stipulated by the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (including the amendments). However, it is considered as an assets acquisition pursuant to the Notification of the Capital Market Supervisory Commission No. Tor Chor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information concerning the Acquisition and Disposition of Assets of Listed Companies B.E. 2547 (2004) (including the amendments) (“**Rules on Acquisition and Disposition of Assets**”). When calculating the size of the transaction based on PSH’s total assets from the quarter 3/2023 financial statements ended 30 September 2023, the transaction, combined with the total value of acquisition transactions within the preceding 6 months, is less than 15 percent of the total assets. Therefore, PSH is required to submit a disclosure to the Stock Exchange of Thailand but is not obligated to convene a shareholder’s meeting for approval of this transaction; and
2. the capital increase in AMLH by offering 49 percent shareholding and the joint venture with Amili (that Amili will have the control over AMLH) are not classified as connected transactions as stipulated by the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (including the amendments). However, it is considered as an assets disposition pursuant to the Notification of the Capital Market Supervisory Commission No. Tor Chor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information concerning the Acquisition and Disposition of Assets of Listed Companies B.E. 2547 (2004) (including the amendments) (“**Rules on Acquisition and Disposition of Assets**”). When calculating the size of the transaction based on PSH’s total assets from the quarter 3/2023 financial statements ended 30 September 2023, the transaction, combined with the total value of disposition transactions within the preceding 6 months, is less than 15 percent of the total assets. Therefore, PSH is required to submit a disclosure to the Stock Exchange of Thailand but is not obligated to convene a shareholder’s meeting for approval of this transaction.

Please be informed accordingly.

Sincerely yours,

- Signed -

(Miss Rasamee Yongrasameewong)

Company Secretary

PrukSA Holding Public Company Limited.