

Ref. ever/list 013/2024

May 13, 2024

To : President

The Stock Exchange of Thailand

 Subject : Notification of entry into the transaction of disposal of common shares and creditor rights of companies in the hospital business group of the company. [\(Update show with blue text.\)](#)

According to the Board of Directors Meeting of Everland Public Company Limited (“Company” or “EVER”) No. 6/2024 on May 10, 2024, resolved to approve My Hospital Company Limited (“MY HOSPITAL”), a subsidiary of the company Enter into a transaction of selling common shares and creditor rights of companies in the company’s hospital business group, The details are as follows:

The transaction of disposal of common shares and creditor rights of companies in the hospital business group of the company.

My Hospital Company Limited (“MY HOSPITAL”), a subsidiary of the Company Selling common shares and creditor rights of companies in the hospital business group, including Chiangmai Raj Hospital Co., Ltd. (“CMR”), Unicon Service Co., Ltd. (“UNICON”), Koratmedicalgroup Co., Ltd. (“KMG”) and Phitsanulok Inter Vejchakan Co., Ltd. (“PIV”), hereinafter referred to as “Hospital Business Group” or “CMR, UNICON, KMG and PIV” respectively, with details as follows:

No.	Company	Number of Shares	Par Value (Baht)	% of Registered share capital
1	CMR Group			
	Chiang Mai Raj Hospital Co., Ltd. (“CMR”)	199,998	100	100.00%
	Unicon Service Co., Ltd. (“UNICON”)	49,998	100	100.00%
	Total CMR Group	249,996		
2	Koratmedicalgroup Co., Ltd. (“KMG”)	8,389,666	10	83.90%
3	Phitsanulok Inter Vejchakan Co., Ltd. (“PIV”)	8,633,799	10	53.96%
	Total 3 Hospitals	17,273,461		

This sale of common shares and creditor rights of companies in the hospital business group of the company. The company will use the funds received from entering into this transaction. To be used as working capital for development of the real estate business, which is the current main business of the company. which has a total transaction value of approximately 700,000,000 Baht.

Entering into the above transactions It is not considered a connected transaction. But it is a sale of assets. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be the acquisition or disposal of assets. and announcement of the Stock Exchange of Thailand Board of Directors Regarding the disclosure of information and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (collectively called the “Announcement on the Acquisition or Disposition of Assets”), from the results of calculating the size of the transaction according to the announcement. Acquisition or disposal of assets There is a maximum calculated total transaction size of 10.56 percent based on the company’s consolidated financial statements ending on December 31, 2023 by an auditor licensed by the Securities and Exchange Commission. This is when combined with items of the same type in the past 6 months of items sold. Resulting in a total transaction size of 10.56 percent. This transaction is classified as an asset sale transaction. which is considered a small item which has a transaction size of less than 15 percent and is therefore not subject to information reporting. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be the acquisition or disposal of assets. and the announcement of the Stock Exchange of Thailand Board regarding the disclosure of information and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (the “Announcement of the Acquisition or

Disposition"), and after the sale of such common shares. As a result, CMR, UNICON, KMG and PIV cease to be subsidiaries of the Company. The details are as follows.

Details about the transaction

1. Date of Transaction:

May 10, 2024, which is the date approved by the Board of Directors' meeting No. 6/2024.

2. Related Parties and Relationship with the Company

Buyer Principal Healthcare Company Limited. ("PRINH")

Seller My Hospital Company Limited ("MY HOSPITAL") is a shareholder of a subsidiary of the company the total number of shares held in the hospital business includes 3 groups (4 companies), with a total of 17,273,461 shares. The details of shareholding in the groups are as follows:

Number of shares to be distributed

No.	Company	Shareholders	Number of Shares	Par Value (Baht)	Number of shares sold	% of Registered share capital
1	CMR Group					
	Chiang Mai Raj Hospital Co., Ltd. ("CMR")	MY HOSPITAL	200,000	100	199,998	100.00%
	Unicon Service Co., Ltd. ("UNICON")	MY HOSPITAL	50,000	100	49,998	100.00%
	Total CMR Group		250,000		249,996	
2	Koratmedicalgroup Co., Ltd. ("KMG")	MY HOSPITAL	10,000,000	10	8,389,666	83.90%
3	Phitsanulok Inter Vejchakan Co., Ltd. ("PIV")	MY HOSPITAL	16,000,000	10	8,633,799	53.96%
	Total 3 Hospitals		26,250,000		17,273,461	

Relationship

The buyer and seller have no related relationships that would be considered connected persons. Notification of the Capital Market Supervisory Board No. Tor Jor.21/2008 Re: Rules on Connected Transactions, which refers to 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 Transaction B.E.2003 and about of Notification.

3. General Information on the transaction

General Information

MY HOSPITAL disposes of common shares that MY HOSPITAL holds in the hospital business group, consisting are as follows:

No.	Company	Number of Shares	Par Value (Baht)	% of Registered share capital
1	CMR Group			
	Chiang Mai Raj Hospital Co., Ltd. ("CMR")	199,998	100	100.00%
	Unicon Service Co., Ltd. ("UNICON")	49,998	100	100.00%
	Total CMR Group	249,996		
2	Koratmedicalgroup Co., Ltd. ("KMG")	8,389,666	10	83.90%
3	Phitsanulok Inter Vejchakan Co., Ltd. ("PIV")	8,633,799	10	53.96%
	Total 3 Hospitals	17,273,461		

Disposal of common shares and creditors of our hospital business group company This is an investment disposal of the hospital business, which is not the main business of the company, The operating results of the hospital group as a whole continued to suffer losses from 2014-2022 and began to make operating profits in 2023 due to the government's support during the COVID-19 outbreak. However, from the past administration, The company has no expertise and there is no team with medical expertise Therefore considering selling it out to make it after the sale of the hospital group. The Company will have no remaining business in the hospital group. and the company will use the funds obtained from entering into the said transaction as capital. and continue to focus on the real estate business, which is the main business of the Company. The total transaction value is approximately 700,000,000 baht, with all relevant processing times as follows:

No.	Details	Period Time
1	EVER Board of Directors No. 6/2024 resolved to approve MY HOSPITAL signing a share purchase agreement that MY HOSPITAL holds shares in CMR, UNICON, KMG, and PIV	May 10, 2024
2	MY HOSPITAL signed Share purchase agreement with the buyer	Within 30 days from the date the directors passed the resolution
3	The buyer pays a 10% deposit on shares to MY HOSPITAL.	On the date of signing the share purchase agreement with the buyer
4	The buyer pays for the shares to MY HOSPITAL and transfers ownership of the common shares of MY HOSPITAL.	Within 6 months from the date of signing the share purchase agreement

Number and proportion of shareholding Before and after the transaction

No.	Company	Shareholders	Before transaction		After transaction.	
			Number of Shares	% of Registered share capital	Number of Shares	% of Registered share capital
1	CMR Group Chiang Mai Raj Hospital Co., Ltd. ("CMR")	MY HOSPITAL	199,998	100.00%	-	-
		PRINH	-	-	199,998	100.00%
		Unicon Service Co., Ltd. ("UNICON")	49,998	100.00%	-	-
		PRINH	-	-	49,998	100.00%
	Total CMR Group		249,996		249,996	
2	Koratmedicalgroup Co., Ltd. ("KMG")	MY HOSPITAL	8,389,666	83.90%	-	-
		PRINH	-	-	8,389,666	83.90%
3	Phitsanulok Inter Vejchakan Co., Ltd. ("PIV")	MY HOSPITAL	8,633,799	53.96%	-	-
		PRINH	-	-	8,633,799	53.96%
	Total 3 Hospitals		17,023,465		17,023,465	-

Note : After entering into the transaction Directors of CMR, UNICON, KMG and PIV will resign from their directorships and Principal Healthcare Company Limited will appoint directors to replace the directors who resigned.

Summary of the main points of the share purchase agreement

1. The buyer and seller have a duty to fulfill the conditions precedent specified in the contract before accepting payment and transferring ownership of shares. This period does not exceed 6 months from the date of signing the share purchase agreement.
2. The buyer agrees to pay compensation in the amount of 700,00,000 baht, [which is divided into the sale of common shares valued at 369,275,400 baht and the sale of creditor rights of the company in the company's hospital business group valued at 330,724,600 baht.](#) divided into payments as follows:
 - Installment 1 PRINH will pay a 10% deposit, totaling 70,000,000 baht, to be paid on the day the contract is signed.
 - Installment 2 the remaining amount of 626,000,000 baht on the date of transfer of ownership of MY HOSPITAL's common shares.
 - Installment 3 the remaining 4,000,000 baht, is for UNICON to demolish a 3-story building for the nutrition department. Issued to be completed within 6 months.
3. The seller must receive payment for shares and creditor rights by transfer and/or bank cashier's check. It will be completed within 6 months from the date of signing the share purchase agreement.
4. MY HOSPITAL and EVER will provide guarantees as shareholders of MY HOSPITAL, It is a [guarantee](#) for the performance of the contract ([guarantee for actual damages or expenses incurred from preventing damages that occur before or on the completion date, such as taxes, non-compliance with laws or regulations, various lawsuits](#)) for a maximum period not exceeding 5 years from the date Transfer of share ownership If the value of responsibility for damages incurred (if any) exceeds the trading value of each company, MY HOSPITAL will buy back the shares.
5. In the event that the shareholder loan on the completion date is greater or less than the shareholder loan [on the date of signing](#) the share purchase agreement by 1,000,000 baht or more, the parties agree that the [buyer will pay the creditor's rights](#) in the money. shareholder loan to the company in an amount equal to the shareholder loan on the completion date the buyer will issue a cashier's check payable directly to the seller to pay the shareholder loan to the seller in an amount equal to the shareholder loan on the completion date.

4. Type and Size of Transaction

The transactions of all 3 hospital groups (4 companies in total) are classified as asset disposal transactions. As specified in the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Companies Concerning the Acquisition and Disposition of Assets B.E.2004 "the Notification of the Acquisition or Disposition of Assets". The maximum size of the sale transaction calculated according to the total value of consideration criteria for all 3 hospital groups (total 4 companies) is 10.56 percent. (Book value at December 31, 2023)..

Calculation method.

Rules		Formula
1. Net tangible assets	=	$\frac{\% \text{ X NTA of entity transaction X 100}}{\text{NTA of company}}$
2. Net profit	=	$\frac{\% \text{ X Net profit of entity transaction}}{\text{Net profit of company}}$
3. Total value of consideration	=	$\frac{\text{amounts of payment X 100}}{\text{Total assets of company}}$
4. Total value of securities	=	$\frac{\text{Value paid or receive X 100}}{\text{Total assets of company}}$

Financial information of 31 December 2566 (Jan.-Dec)¹

(Unit : million baht)

Detail	EVER	CMR	UNICON	KMG	PIV
(1) Total assets	6,626.13	70.12	58.73	104.11	172.48
(1.1) Total Intangible Asset	57.22	0.00	0.00	0.38	0.31
- Right-of-use assets	45.24	0.00	0.00	0.00	0.00
- Goodwill	0.00	0.00	0.00	0.00	0.00
- Other intangible assets other than goodwill	5.01	0.00	0.00	0.38	0.31
- Deferred tax assets	6.97	0.00	0.00	0.00	0.00
(2) Total liabilities	4,353.70	141.20	76.53	81.48	133.05
(3) Total shareholders' equity	2,272.43	(71.07)	(17.80)	22.63	39.43
(3.1) Non-controlling interests	97.89	0.00	0.00	0.00	0.00
Net Tangible Asset (NTA) [(1)-(1.1)-(2)-(3.1)]	2,117.32	(71.08)	(17.80)	22.25	39.12
Profit (Loss) for 12 months (1/1/2023-31/12/2023) ²	(341.78)	(13.24)	(3.03)	3.40	6.45

Note :

1. Consolidated financial information of the entity transaction is the consolidated financial information of EVER as of 31 December 2023, which has been audited by the auditor of EVER
2. Profit (loss) for the period (Jan – Dec) is operating by the consolidated financial information of EVER as of 31 December 2023, which has been audited by an auditor of EVER and CMR, UNICON, KMG, and PIV which has been audited by an auditor.

Calculate the value of hospital business group transactions. From the criteria according to the announcement of the acquisition or disposal transaction.

Rules	Hospital Group
1 Net tangible assets	Cannot be calculated because the total net intangible asset of the selling company has a negative value.
2 Net profit	Cannot be calculated Because the company Has operating results at a loss.
3 Total value of consideration (Groups)	10.56%
4 Total value of securities	Cannot be calculated This is because no shares were issued to pay for assets.
The beneficial value of the same transactions within 6 months prior of transaction of disposal of assets (10 Dec 2023 – 10 May 2024) – None -	

The transaction size based on the asset value criteria is 10.56 percent, based on the company's consolidated financial statements ending on December 31, 2023, by an auditor licensed by the Securities and Exchange Commission. However, when combined with items of the same type in the past 6 months prior of the transaction of disposal of assets (10 Dec 2023 – 10 May 2024), the total transaction size is equal to 10.56. This transaction is classified as a sold item. which assets which is considered a small item which has a transaction size of less than 15 percent and is therefore not subject to information reporting. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be the acquisition or disposal of assets. and the announcement of the Stock Exchange of Thailand's Board of Directors regarding the disclosure of information and actions of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (the "Announcement of the Acquisition or Disposition"), in which the company has a duty to disclose information. To the Stock Exchange of Thailand

5. Details of the assets acquisition

5.1) Transaction of disposal of assets of sales of common shares of the groups Chiang Mai Raj Hospital Co., Ltd. total 2 companies, with details as follows:

5.1.1 Chiang Mai Raj Hospital Co., Ltd. ("CMR")

Type of business	:	Private Hospitals and hospital receiving treatment for the "CHIANGMAI HOSPITAL"
Head Office	:	84/3 Chiangmai - Lampang Road, Chang Phueak Subdistrict, Muang District, Chiangmai Province.
Date of establishment	:	26 June 2006
Registered Capital	:	20,000,000 Baht, divide to 200,000 ordinary shares at the par value 100.00 baht per share
Paid-up Capital	:	20,000,000 Baht
Type of business	:	Hospital treats patients and sick people with 50 beds.
Number of shares sell	:	199,998 shares
Par value per share	:	100.00 Baht
% of Share before selling	:	100.00%
% of Share after before selling	:	- 0 -

Summary of financial statement and result of operation of CMR

Unit: Million Baht

Financial Information	2020	2021	2022	2023
Current Assets	20.46	22.91	21.71	16.59
Total Assets	59.07	59.91	77.23	70.12
Current Liabilities	101.49	111.63	132.71	137.98
Total Liabilities	103.69	113.69	135.06	141.20
Paid-up Capital	20.00	20.00	20.00	20.00
Shareholders' Equity	(44.61)	(53.78)	(57.83)	(71.07)
Total Revenue	74.48	84.90	102.50	93.42
EBIT	(8.90)	0.98	0.78	(14.43)
Net profit (loss)	(12.58)	(3.02)	(3.77)	(13.24)

List of shareholders and directors

No.	Shareholders	Before transaction		After transaction	
		Number of Shares	% of Registered share capital	Number of Shares	% of Registered share capital
1	MY HOSPITAL	199,998	100.00%	-	-
2	PRINH	-	-	199,998	100.00%
3	2 minority shareholders	2	Less than 0.01	2	Less than 0.01
	Total	200,000	100.00%	200,000	100.00%
	Board of Directors	1. Mr. Swechak Lochaya 2. Miss Vanida Majjimanonda 3. Miss Janya Kongmun		After entering into the transaction Directors No. 1 to No. 3 of Chiang Mai Raj Hospital Co., Ltd. will resign from their positions as directors and	
	Signing authority	Mr. Swechak Lochaya signs with the company's seal.		Principal Healthcare Company Limited will appoint directors to replace the directors who resigned.	

5.1.2 Unicon Services Co., Ltd. ("UNICON")

Type of business	:	Rental Property Development, including land, buildings, location of Chiang Mai Raj Hospital Co., Ltd.
Head Office	:	223/96 Country Complex Tower, Building A, 21 st Floor, Sanphawut Road, Bangna Tai, Bangna, Bangkok.
Date of establishment	:	17 October 1995
Registered Capital	:	5,000,000 Baht, divide to 50,000 ordinary shares at the par value 100.00 baht per share
Paid-up Capital	:	5,000,000 Baht
Type of business	:	UNICON is the owner of land and building rights. Chiang Mai Raj Hospital Co., Ltd.. by UNICON is the person who rents the said property to Chiang Mai Raj Hospital Co., Ltd.
Number of shares sell	:	49,998 shares
Par value per share	:	100.00 Baht
% of Share before selling	:	100.00%
% of Share after before selling	:	- 0 -

Summary of financial statement and result of operation of UNICON

Unit: Million Baht

Financial Information	2020	2021	2022	2023
Current Assets	9.22	9.85	9.90	10.63
Total Assets	61.44	60.82	59.36	58.73
Current Liabilities	68.91	71.96	74.12	76.53
Total Liabilities	68.91	71.97	74.12	76.53
Paid-up Capital	5.00	5.00	5.00	5.00
Shareholders' Equity	(7.47)	(11.15)	(14.77)	(17.80)
Total Revenue	3.17	2.60	2.59	2.48
EBIT	(0.23)	(0.29)	(0.24)	0.45
Net profit (loss)	(3.74)	(3.68)	(3.62)	(3.03)

List of shareholders and directors

No.	Shareholders	Before transaction		After transaction	
		Number of Shares	% of Registered share capital	Number of Shares	% of Registered share capital
1	MY HOSPITAL	49,998	100.00%	-	-
2	PRINH	-	-	49,998	100.00%
3	2 minority shareholders	2	Less than 0.01	2	Less than 0.01
	Total	50,000	100.00%	50,000	100.00%
Board of Directors		1. Mr. Swechak Lochaya 2. Miss Vanida Majjimanonda 3. Miss Janya Kongmun		After entering into the transaction Directors No. 1 to No. 3 of Unicon Services Co., Ltd. will resign from their positions as directors and Principal	
Signing authority		Mr. Swechak Lochaya signs with the company's seal.		Healthcare Company Limited will appoint directors to replace the directors who resigned.	

5.2) Korat Medical Group Co., Ltd. ("KMG")

Type of business	:	Private Hospitals and hospital receiving treatment for the "RATCHASIMA HOSPITAL"
Head Office	:	398 Suranaree Road, Nai Muang Subdistrict, Muang District, Nakhon Ratchasima Province
Date of establishment	:	6 December 1990
Registered Capital	:	100,000,000 Baht, divide to 10,000,000 ordinary shares at the par value 10.00 baht per share
Paid-up Capital	:	100,000,000 Baht
Type of business	:	Hospital treats patients and sick people with 35 beds.
Number of shares sell	:	8,389,666 shares
Par value per share	:	10.00 Baht
% of Share before selling	:	83.90 %
% of Share after before selling	:	- 0 -

Summary of financial statement and result of operation of KMG

Unit: Million Baht

Financial Information	2020	2021	2022	2023
Current Assets	22.93	46.52	45.63	23.18
Total Assets	100.42	119.65	123.17	104.11
Current Liabilities	88.41	101.10	99.29	76.19
Total Liabilities	110.13	114.36	103.93	81.48
Paid-up Capital	100.00	100.00	100.00	100.00
Shareholders' Equity	(9.71)	5.28	19.24	22.63
Total Revenue	96.82	118.96	149.99	146.68
EBIT	9.18	20.17	20.98	8.13
Net profit (loss)	4.59	14.99	13.95	3.40

List of shareholders and directors

No.	Shareholders	Before transaction		After transaction	
		Number of Shares	% of Registered share capital	Number of Shares	% of Registered share capital
1	MY HOSPITAL	8,389,666	83.90%	-	-
2	PRINH	-	-	8,389,666	83.90%
3	120 minority shareholders	1,610,334	16.10%	1,610,334	16.10%
	Total	10,000,000	100.00%	10,000,000	100.00%
Board of Directors		1. Mr. Swechak Lochaya 2. Miss Vanida Majjimanonda 3. Mrs. Supatdra Chuarrot 4. Miss Janya Kongmun		After entering into the transaction Directors No. 1 to No. 4 of Korat Medical Group Co., Ltd. will resign from their positions as directors and Principal Healthcare Company Limited will appoint directors to replace the directors who resigned	
Signing authority		Mr. Swechak Lochaya signs with the company's seal.			

5.3) Phitsanulok Inter Vejchakan Co., Ltd. ("PIV")

Type of business	:	Private Hospitals and hospital receiving treatment for the "PHITSANULOK HOSPITAL"
Head Office	:	262/55 Baromtailokanart Road, Nai Mueang Subdistrict, Mueang District, Phitsanulok Province
Date of establishment	:	17 February 1994
Registered Capital	:	160,000,000 Baht, divide to 16,000,000 ordinary shares at the par value 10.00 baht per share
Paid-up Capital	:	160,000,000 shares
Type of business	:	Hospital treats patients and sick people with 100 beds.
Number of shares sell	:	8,633,799 shares
Par value per share	:	10.00 Baht
% of Share before selling	:	53.96%
% of Share after before selling	:	- 0 -

Summary of financial statement and result of operation of PIV

Unit: Million Baht

Financial Information	2020	2021	2022	2023
Current Assets	13.56	19.52	29.19	31.83
Total Assets	128.08	140.88	165.54	172.48
Current Liabilities	89.04	116.09	136.39	127.53
Total Liabilities	91.71	118.38	138.91	133.05
Paid-up Capital	160.00	160.00	160.00	160.00
Shareholders' Equity	36.37	22.50	27.16	39.43
Total Revenue	109.55	124.64	176.89	204.49
EBIT	(14.86)	(9.49)	10.53	12.18
Net profit (loss)	(18.25)	(13.87)	4.89	6.45

List of shareholders and directors

No.	Shareholders	Before transaction		After transaction	
		Number of Shares	% of Registered share capital	Number of Shares	% of Registered share capital
1	MY HOSPITAL	8,633,799	53.96%	-	-
2	PRINH	-	-	8,633,799	53.96%
3	179 minority shareholders	7,366,201	46.04%	7,366,201	46.04%
	Total	16,000,000	100.00%	16,000,000	100.00%
Board of Directors		1. Mr. Swechak Lochaya 2. Miss sudtay Chaijantuk 3. Miss Janya Kongmun		After entering into the transaction Directors No. 1 and No. 3 of Phitsanulok Inter Vejchakan Co., Ltd. will resign from their positions as directors and Principal Healthcare Company Limited will appoint directors to replace the directors who resigned.	
Signing authority		Mr. Swechak Lochaya signs with the company's seal.			

6. Total value of consideration and criteria used to determine compensation

It is a negotiation between the buyer and seller. Considering the investment and the value of the loan that MY HOSPITAL lends to hospital group companies. The company has set criteria for considering the value of compensation in various ways. Based on the financial position as of December 31, 2023, of CMR, UNICON, KMG, and PIV, as well as the company has taken the property appraisal price according to the average market price from the appraiser. The Company has hired 2 independent appraisers, namely by T.A Management Corporation (1999) Company Limited and Year Appraisal Company Limited ("Year"), which is a valuation company. Property and main appraiser approved by The Securities and Exchange Commission (SEC) and the Thai Independent Appraisers Association (TVA) and the Property Valuers Association of Thailand (VAT) for consideration.

However, even though the average appraised value of the property is worth more than the purchase price at this time, But because hospital assets are specialized assets The number of people who want to buy property is limited to those operating a hospital business only. In addition to that In entering into the transaction this time There is no intention to sell the main assets of the company. If it is the sale of investment in a business which is not the main business of the company, By selling to those who wish to continue operating the hospital business. This will create benefits in providing health services to people in the area and nearby areas in the long term.

According to the list mentioned above In the sale of common shares and creditor rights of companies in the hospital business group of the company. The share purchase price, net investment value and creditor rights total approximately 700 million baht. The board has considered and is of the opinion that The value specified for entering into the transaction is appropriate and beneficial to the Company. This is because the money received from the transaction can be used to operate the real estate business, which is the main business of the company. To create opportunities to make profits in the future and, in addition, to reduce the burden on the company. who want to provide financial support to companies that can be sold.

7. Type and size of transaction

The transaction size based on the total value of consideration criteria is 10.56 percent, based on the company's consolidated financial statements ending on December 31, 2023 by an auditor licensed by the Securities and Exchange Commission. The transaction size is less than 15 percent and therefore does not qualify for information reporting. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be the acquisition or disposal of assets. and the announcement of the Stock Exchange of Thailand's board of directors regarding information disclosure and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (the "Announcement of the Acquisition or Disposition").

8. Conditions for making transactions

Disposal of shares of Chiang Mai Raj Hospital Co., Ltd. ("CMR"), Unicon Service Co., Ltd. ("UNICON"), Koratmedicalgroup Co., Ltd. ("KMG") and Phitsanulok Inter Vejchakan Co., Ltd. ("PIV") Held by My Hospital Company Limited, a subsidiary of the Company. and creditor rights of MY HOSPITAL is not a connected transaction according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 and when calculating the size of the transaction the transaction size is less than 15 percent and therefore does not qualify for information reporting. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be the acquisition or disposal of assets. and the announcement of the Stock Exchange of Thailand's board of directors regarding information disclosure and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (the "Announcement of the Acquisition or Disposition").

9. Expected Benefits to the Company

Selling shares in the hospital business group It will reduce the future burden on the company to provide financial support as capital to the selling company. From entering into this transaction the company will receive cash in the amount of 700 million baht, which the company will use as funding for its real estate business. which is the main business of the company to create opportunities to make profits in the future.

Please be informed accordingly

Yours Sincerely,

- signed by -

(Mr. Swechak Lochaya)

Chairman of the board