

Ref: RAM019/2022

19 July 2022

To: President
The Stock Exchange of Thailand

RE: Notification on the change of meeting date and time of the Extraordinary General Meeting of the Shareholder No. 1/2022

Enclose 1. Capital Increase Form (F 53-4)

Ramkhamhaeng Hospital Public Company Limited (the "Company") would like to inform you of the Board of Director's Meeting no. 12/2022 on 19 July 2022 at 14.00-14.50 hrs at the meeting room on 5th floor, Building 4, Ramkhamhaeng Hospital, 436 Ramkhamhaeng road, Hua Mark, Bangkok, Bangkok 10240 has resolved and approved the change of the date and time of the Extraordinary General Meeting of the Shareholder No. 1/2022 ("EGM No. 1/2022") with details as follow:

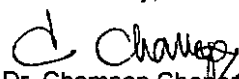
From: 19 August 2022 at 10.30 A.M.

To: 23 August 2022 at 8.00 A.M.

The Record Date on which the name of the shareholders who are eligible to attend and vote at EGM No. 1/2022 remain the same as on 24 June 2022. The EGM No. 1/2022 Agenda remain the same as follows:

- Agenda 1 To certify the minutes of Annual General Meeting of Shareholders 2021
- Agenda 2 To consider and approve the reduction of the Company's registered capital by Baht 6,000,000.00 from the existing registered capital of Baht 126,000,000.00 to Baht 120,000,000.00 by cancelling 60,000,000 authorized but unissued shares of the Company with a par value of Baht 0.10 per share and the amendment of Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital
- Agenda 3 To consider and approve the increase of the Company's registered capital by Baht 6,000,000.00 from 120,000,000 Baht to 126,000,000 Baht and approve the amendment of Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the capital increase
- Agenda 4 To consider and approve the allotment of the newly issued ordinary shares under General Mandate by offering to Private Placement
- Agenda 5 Other matters (if any)

Please be informed accordingly.
Your faithfully,


Dr. Chamnan Chanapai, DDS.
Managing Director



(F53-4)

The English translation of this document is prepared solely for reference for non-Thai shareholders of the Company. It should neither be relied upon as the definitive nor the official document of the Company. The Thai version is the official document and shall prevail in all respects in the event of any inconsistency with the English translation.

Report Form for Capital Increase
RAMKHAMHAENG HOSPITAL PUBLIC COMPANY LIMITED
July 19, 2022 ~~June 10, 2022~~

We, Ramkhamhaeng Hospital Public Company Limited (the "Company"), hereby report the resolution of the Company's Board of Directors' meeting No. 10/2022, dated June 10, 2022, relating to the capital increase and the Company's Board of Director's meeting No. 12/2022 dated July 19, 2022 resolved to change the date and time of the EGM No. 1/2022 to August 23, 2022 at 8.00 A.M. ~~and the share as follows:~~

1. Capital Reduction, Adjustment of Par Value and Capital Increase

1.1. Capital Reduction

The Company wish to increase its registered capital to accommodate the offering to potential specific investors (private placement) pursuant to the increase of the Company's registered capital under a general mandate as set out in item 1.2.

However, Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "Public Limited Company Acts") provides that a public limited company may increase its registered capital by issuing new shares and all of the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

Pursuant to the Public Company Limited Acts, the Board of Directors' Meeting resolved to approve the reduction of the Company's registered capital by Baht 30,000,000.00 from the existing registered capital of Baht 126,000,000.00 to Baht 120,000,000.00 by cancelling 60,000,000 authorized but unissued shares of the Company with a par value of Baht 0.10 per share which issued for the allocation to Private Placement under General Mandate for 60,000,000 shares at par value of 0.10 baht approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on 29 October 2021, where the Company did not allocate such shares within the eligible timeframe of the Annual General Meeting of Shareholder for the year 2022 in accordance with the announcement of the Stock Exchange of Thailand re: Rules and Procedures for Information Disclosure and Capital Increase B.E. 2554

1.2. Capital Increase

The Board of Directors' meeting passed a resolution with approval of the Company's registered capital increase by Baht 6,000,000 from Baht 120,000,000 to Baht 126,000,000 by issuing 60,000,000 ordinary shares with the par value of Baht 0.10, totaling Baht 6,000,000.00. Details as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> General Mandate to Private Placement	Ordinary shares	Not exceeding 60,000,000 shares	0.10	6,000,000

2. Allotment of Capital Increase Shares

The allotment under a general mandate to Private Placement

The Board of Directors' Meeting resolved to approve the allotment of the Company's newly issued ordinary shares in the amount of Baht 6,000,000 from the Company's registered capital of Baht 120,000,000 to 126,000,000 by issuing 60,000,000 ordinary shares with the par value of Baht 0.10 each. Details are follows:

Allotted to	Type of securities	Number of shares	Percentage of paid-up capital	Remark
Private Placement	Ordinary shares	Not exceeding 60,000,000 shares	No exceeding 5%	Details in section 1-3 below

Remarks:

- The Company shall allot newly issued ordinary shares not exceeding 60,000,000 shares at par value of Baht 0.1 per share, the Company shall allot the newly issued ordinary shares not exceeding 60,000,000 shares and offer to private placement as prescribed in the Notification of The Capital Market Supervisory Board No. Thor.Jor. 72/2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (and amendment) (the "Capital Market Supervisory Board No. Tor.Jor.72/2558") where the offering price is not classified as low offering price as specified in the above notification of the SEC.
- The allocation of newly issued ordinary shares as specified in the remark clause 1. above must not exceeding 60,000,000 shares or 12,000,000 shares as the case maybe which equivalent to 5 percent of paid up capital of the Company at the date on which the Board of Directors of the listed company resolves to approve the capital increase under General Mandate in the amount of Baht 6,000,000 or equivalent to 1,200,000,000 paid up shares (at the par value of Baht 0.10 per share) as prescribed in the Notification of the Stock Exchange Commission (the "SEC") re: Rules, Conditions and Methods of Disclosure of Information and Other Acts of Listed Companies concerning Capital Increase of Listed Companies B.E. 2563.
- The person(s) entrusted by the Board of Directors shall be empowered to undertake the allotment of the Company's newly issued common shares including but not limited to:
 - consider the offering of newly issued ordinary shares under General Mandate as specified in the remark clause 1 in whole or in part by single or multiple offerings which shall be completed prior to the date of the Company's next Annual General Meeting of Shareholders (whichever comes first),
 - determining offering date and time, offering price, the list of specific investor (Private Placement), and other terms and conditions relating to the allotment of such newly issued ordinary shares, where the offering price is not classified as low offering price and the offering price for the allotment of the newly issued ordinary shares to Private Placement shall be the best market price during the offering period which shall not be less than 90% of the Market Price as specified in the Capital Market Supervisory Board No. Tor.Jor.72/2558 (Market Price means the weighted average of the

selling and buying price of the Company's common stock in the Stock Exchange of Thailand for the period 7 – 15 consecutive days prior to the offering date)

- 3.3 in case the specific persons who are allocated the newly issued ordinary shares as in the remark clause 1 are “connected persons” in accordance with the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 re: Connected Transaction 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, 2003, the Company shall comply with the related notification of the Capital Market Supervisory Board and the related notification of the SEC.
 - 3.4 negotiating, agreeing, and signing any agreements and/or documents that are necessary or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary)
 - 3.5 signing applications, waiver requests, and any other documents that are necessary or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies, as well as registering such newly issued ordinary shares to be Listed Securities on the Stock Exchange of Thailand; and
 - 3.6 undertaking any other actions that are necessary or relevant to such allocation of the newly issued ordinary shares as appropriate.
- 3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares**

The Extraordinary General Meeting of the Shareholder No. 1/2022 will be held on 23 August 2022 at 8.00 a.m. ~~19 August 2022 at 10.30 a.m.~~ at Meeting room on 10th floor, Building 3, Ramkhamhaeng Hospital, 436 Ramkhamhaeng road, Hua Mark, Bangkok, Bangkok 10240

Schedule	Date
The Record Date on which the name of the shareholders who are eligible to attend and vote at EGM No. 1/2022 is determined	24 June 2022
The date of EGM No. 1/2022	23 August 2022 at 8.00 a.m. 19 August 2022 at 10.30 a.m.

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions

- 4.1 The Company shall register the capital reduction, the capital increase and paid-up capital with Business Development Department, Ministry of Commerce, amend the Memorandum of Association of the Company with respect to the registered capital.
- 4.2 The Company shall apply for approval from the Stock Exchange of Thailand to accept its newly issued ordinary shares as listed securities for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing the increased capital

The approval from shareholders for capital increase under General Mandate will increase the flexibility in fund raising and enable the Company to invest or expand its business in the future timely. The Board of Directors and/or the person(s) entrusted by the Board of Directors will consider and approve the objectives of the capital increase and use of funds as well as details regarding the issuance and offering of newly issued ordinary shares. Also, the Company will disclose information in accordance with the SET criteria.

6. Benefits that the Company will receive from the capital increase / share allotment

Capital increase under General Mandate will increase the flexibility in fund raising and enable the Company to invest or expand its business in the future timely. Further, it will result in a stronger and more stable financial structure which will benefit the Company and general return to shareholders in the long term.

7. Benefits that the shareholders will receive from the capital increase / share allotment

7.1. Dividend payment policy

The Company has a policy to pay dividend not less than 20% of net profit (base on the separated financial statements) after deducting corporate income tax and legal reserve.

7.2. Subscriber of newly issued ordinary shares under General Mandate will be entitled to receive dividends when the subscriber' s names appear to be Company's shareholders.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment

8.1 Control Dilution, after the issuance and offering of newly issued ordinary shares under General Mandate
 For the offering of newly issued ordinary shares to private placement, the Control Dilution will be as follows:

$$\begin{aligned}
 \text{Control dilution} &= \frac{\text{Number of offered shares}}{\text{Number of paid up share} + \text{Number of offered shares}} \\
 &= \frac{60,000,000}{(1,200,000,000 + 60,000,000)} \\
 &= 4.76\%
 \end{aligned}$$

8.2 Price Dilution, after the issuance and offering of newly issued ordinary shares under General Mandate
 For the offering of newly issued ordinary shares to private placement, the Price Dilution will be depended on the offering price to private placement which will be approved by the Board of Directors later. Nonetheless, in case the Company offer newly issued ordinary shares to private placement at the offering price of 90 percent of market price (price with maximum discount), the Price Dilution will be equivalent to 0.99 (the market price is calculated from the weighted average closing price of the Company's shares in the past 15 business days prior to the Board of Directors' meeting date. (From 19

May 2022 to 9 June 2022 equal to Baht 53.58 per share and from 27 June 2022 to 18 July 2022 equal to Baht 53.06 per share)

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares


Procedure for the capital increase	Date/Month/Year
1. The date of the Board of Directors' Meeting No. 10/2022 to consider and approve the reduction of the Company's registered capital, the adjustment of the par value and the capital increase under a general mandate	10 June 2022
2. The Record Date	24 June 2022
3. The date of the Board of Directors' Meeting No. 12/2022 to consider and approve the change of the date and time of the EGM No. 1/2022 from 19 August 2022 at 10.30 A.M. to 23 August 2022 at 8.00 A.M.	19 July 2022
4. The date of the Extraordinary Ordinary Meeting of the Shareholder No. 1/2022 ("EGM No.1/2022")	23 August 2022 at 8.00 a.m. 19 August 2022 at 10.30 a.m.
5. Register the capital increase, the adjustment of the par value, and the capital increase under a general mandate with Business Development Department, Ministry of Commerce	Within 14 days from the date that EGM No. 1/2022 consider and approve the reduction of the Company's registered capital, the adjustment of par value and the capital increase under a general mandate.

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

Sign



Dr. Aurchart Kanjanapitak, M.D.

Dr. Chamnan Chanapai, DDS.

(The authorized directors of the Company affix with the Company's seal)