

(Translate from Thai)

**Information Memorandum regarding the allocation of the newly issued shares to the
Specific Investors (Private Placement: PP)
Selic Corp Public Company Limited**

According to the Board of Directors' Meeting No. 6/2022 of Selic Corp Public Company Limited (the "Company") which held on June 24, 2022 at 10.00 hrs. through electronic meeting (MS Team), resolved to approve to propose the shareholders' meeting to consider approving the allocation of Newly issued ordinary shares of the Company as following details:

Allocation the newly issued shares in the amount of not exceeding 89,286,000 shares or approximately 15.10 percent of issued shares after the capital increase with per par value of Baht 0.50 per share at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 to Mr. Vitoon Vongkusolkrit. The details are as follows:

Specific Investor	No. of shares offering (shares)	Offering Price (Baht / share)	Total Value (Baht)	Shareholding proportion compared to the number of issued and paid-up shares of the company	
				Current	After PP
Mr. Vitoon Vongkusolkrit	89,286,000	2.80	250,000,800	-	15.10%

In this regard, the "Market Price" is considered from the market price which refers to volume weighted average price of the Company's ordinary shares traded on the SET of not less than 7 consecutive business days and not exceeding 15 consecutive business days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares by way of private placement, whereby the weighted average price of the Company's shares for the previous 15 consecutive business days.

However, if the offering price of newly issued ordinary shares to a specific person (Private Placement) is lower than 90 percent of the weighted average market price before the date of the offering new shares to investor, the Company has a duty to prohibit investors from selling all such newly issued ordinary shares within one year from the date of the Company's newly issued ordinary shares trading in the Stock Exchange of Thailand (Silent Period) after the date on which the Company's newly issued ordinary shares started trading on the stock exchange. After a period of 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25% of the total shares prohibited from sale, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for the Acceptance of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended).

After the issuance and allocation of the Company's newly issued ordinary shares for sale to such investors, the investor will become a shareholder of 15.10% of the total issued shares of the Company (After the registration of the increase of the paid-up capital of the Company). In this regard, the investor has no related person holding the Company's shares which does not need to include the holding of securities for making a tender offer for all securities of the Company (Tender Offer). From the reasons that, the investors have no relationship with or has acted together (Concert Party) or has no person under Section 258. under the Securities and Exchange Act B.E. 2535 (and as amended) or no person holding shares in place of (Nominee)) is not obliged to make a tender offer for all securities of the Company (Tender Offer) because it has acquired shares of the Company less than 25 percent of the total voting rights of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended).

In addition, the Board of Directors 'Meeting resolved to grant approval to propose the Shareholders Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET;
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies and /or other relevant authorities, and
- (3) The listing of the Company's newly issued ordinary shares on the SET, and
- (4) To have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares of private placement.

The Company would like to inform information about the issuance and offering of newly issued ordinary shares to specific investors, together with information that is essential to the decision of the shareholders. The details are as follows.

1. Date / Month / Year of the Transaction

The Company will proceed with the PP Transactions after obtaining an approval from the Extraordinary Meeting of Shareholders of the Company No. 1/2022 which will be held on August, 11, 2022. In addition, the Company expects the proceeding under the PP Transactions to be completed within the 3rd quarter of 2022.

2. Contractual Parties and Relationship with the Company

Issuers	: Selic Corp Public Company Limited
Persons being offered with shares	: Mr. Vitoon Vongkusolkrit
Relationship with the Company	: The Investors are not a connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) (as amended) (the "Connected Transactions Notification").
Relationship with the Company's directors, executives or major shareholders	: The Investors is not connected persons of the Company according to the Connected Transactions Notification and have no relationship with directors, management and major shareholder of the Company.

3. Characteristics of the Transaction

3.1 Information of Specific Investors

Investor name	: Mr. Vitoon Vongkusolkrit
Nationality	: Thai
Address	: 102 Soi Phromchit (Sukhumvit 39), Khlong Tan Nuea, Watthana, Bangkok, 10250
Career and Profession/Experience	: • Shareholder and Honorary Advisor, Mitr Phol Sugar Corporation Limited • Shareholder and Co-Founder, Banpu Public Company Limited • Shareholder and Co-Founder, The Erawan Group Public Company Limited • Chairman, Thai Chemical & Engineering Co., Ltd.
Relationship with the Company	: None

3.2 Basis Used to Determine the Offering Price, Market Price and Appropriateness of the Offering Price

The determination of the offering price equivalent to 2.80 baht per share, which offering to the investors is appropriate as it refers to market price and negotiation, which is not less than 90 percent of the market price equivalent to 2.23 Baht per share. Therefore, the issuance and offering of the newly issued ordinary shares is not considered as the offering of newly shares at the low price.

In consideration of the market price, the Company uses the volume weighted average price of the Company's ordinary shares traded on the SET during the 15 consecutive business days prior to the

date on which Board of Directors' Meeting of the Company resolved to propose to the shareholders' meeting to consider and approve the said offering of newly issued ordinary shares.

4. Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase

The Company intends to raise capital to provide funding for future expansion. Moreover, the Company plans to use the proceeds from this capital increase amounting to 250 million Baht for Company's investment plan in the Health Care and Medical supplies* which represents approximately 6 0 0 million Baht (not exceeding). However, if the Company requires more investments than the amount received from the capital increase, the Company will consider using other sources of financing while considering financial performance of the Company and Capital market situation in order to achieve maximum benefit to the Company and shareholders, together with the Company considering investors with capital potential and wishing to invest in its business. Therefore, the Company has entered into negotiations with investors until success.

In this regard, the investment in the said project may contain uncertainty because it is still in the process of negotiating with the counterparty. If the investment negotiation is successful, the Company will disclose the information to the Stock Exchange of Thailand and take other actions as required by relevant laws and regulations.

* Details of investment plan was shown in Information Memorandum on Asset Acquisition : page 56

5. Effects from Capital Increase or Share Allocation through Private Placement

5.1 Effect to the existing shareholders from share allocation

5.1.1 Price dilution

$$\begin{aligned}
 &= \text{Pre-offering market price}^1 - \text{Post-offering market price}^2 / \text{Pre-offering market price}^1 \\
 &= 2.48 \text{ Baht} - 2.53 \text{ Baht} / 2.48 \text{ Baht} \\
 &= -2.02\%
 \end{aligned}$$

Whereas:

¹ Pre-offering market price is calculated based on the weighted average trading price of the Company's share during the past 15 business days before the date of the board of directors' meeting on June 24, 2022. The market price, calculated from the weighted average trading price during June 2, 2022 to June 23, 2022, is equivalent to Baht 2.48 per share.

² Post-offering market price

$$\begin{aligned}
 &= \frac{(\text{No. of paid-up shares} \times \text{market price}) + (\text{No. of PP shares} \times \text{Offering price})}{\text{No. of paid-up shares} + \text{No. of PP shares}} \\
 &= ((501,997,032 \times 2.48) + (89,286,000 \times 2.80)) / (501,997,032 + 89,286,000) \\
 &= \text{Baht } 2.53
 \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, price dilution is - 2.02 %

5.1.2 Control dilution

$$\begin{aligned}
 &= \text{No. of newly issued shares} / \text{No. of paid-up shares} + \text{No. of newly issued shares} \\
 &= 89,286,000 / (501,997,032 + 89,286,000) \\
 &= 15.10\%
 \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, voting right of the existing shareholders will decrease by 15.10%

5.13 Earnings Per Share Dilution

$$= \text{EPS before offering}^{(1)} - \text{EPS after offering}^{(2)} \times 100 / \text{EPS before offering}^{(1)}$$

$$= ((11,717,022 / 501,997,032) - (11,717,022 / 591,283,032)) / (11,717,022 / 501,997,032)$$

$$= 15.10\%$$

Whereby;

⁽¹⁾ EPS before offering = net profit / No. of paid-up shares

⁽²⁾ EPS after offering = net profit / (No. of paid-up shares + No. of shares offered sales this time)

5.2 Worthiness to the Shareholders compared with impact to Earnings per Share Dilution or Control Dilution

Comparing the benefits that the shareholders will receive from the PP transaction with the impact on the share of profits or voting rights of the shareholders as detailed above, the Company has the opinion that the offering of the newly issued ordinary shares will benefit the shareholders. holding more than the impact on the decline in the share price or the voting rights of the shareholders because besides the company will receive funds to be used as a source of funds to support the Company's operational plans. This will strengthen both the financial structure and the company's long-term debt-to-equity ratio and increase the financial flexibility of future projects for the benefit of the shareholder.

6. Opinion of the Board of Directors

6.1 Necessity for Capital Increase

Board of Directors has the opinion that the issuance and offering of newly issued ordinary shares of the Company to the specific investors will support the Company's source of funds to finance the current business plan and expansion the business in the future. The Company has conducted a feasibility study of the project including considering the proposal and conditions for investing in the medical supplies project being reviewed and considered by investment committee, risk management committee, and audit committee. The issuance and offering of new ordinary shares will allow the Company to raise funds within a short period of time and reduce the burden of existing shareholders in the capital increase.

However, if the company does not receive money from this capital increase, the Company will miss an opportunity to further expand and expand its business according to the Company's business plan. Also, there may be uncertainty for the investment in the said medical supplies project as It still in the process of negotiating with the counterparty. As a result, the Company may consider using it as working capital of the Company in the negotiation period. If investment negotiation is successful, the Company will disclose the information to the Stock Exchange of Thailand and take other actions as required by relevant laws and regulations.

For that reason, the Board of Directors has the opinion that the Company requires additional capital to support its business operations at present and expanding the business in the future.

6.2 Possibility of the Plan for Use of Proceeds and Sufficiency of Source of Capital

The Company expects to proceed with issuing and offering new shares to investors including receiving fund from the issuance and offering of newly issued ordinary shares of the Company to the specific

investors to be completed within the period specified in the announcement No. TorJor. 72/2558 and as approved by the shareholders' meeting within the 3rd quarter of Year 2022.

6.3 Potential Impact of Capital Increase on the Company's Business Operations, Financial Position and Operating Results

The Board of Directors has the opinion that the Company's increasing the registered capital by issuing the new shares to the specific investors will strengthen both the financial structure and the long-term debt-to equity ratio. This will increase the financial flexibility of the project in the future. Therefore, the capital increase will not adversely affect the business operation, financial position and performance of the Company.

6.4 Justifications of the Offering Price of Newly Issued Shares by way of Private Placement and Backgrounds for Determination of the Offering Price

The Company determines the offering price which is negotiated between the Company and the investors by considering it from the market price of the Company's shares which is calculated from the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for a period of 15 consecutive business days prior to the date of the Board of Directors' meeting, that is, between June 2, 2022 and June 23, 2022, which is equal to 248 Baht per share. As a results, the offering price of the newly issued ordinary shares The above capital is therefore not less than 90 percent of the market price (or 223 Baht per share) announced at TorJor. 72/2558. (The details of The Calculation of 15 business days weighted average price as in page 54)

6.5 Rationale and Necessity for the Offering of Newly Issued Shares by Private Placement

The specific investors have the available resources for the investment and interested in health care and medical supplies business investment model which relates to the daily life of the both domestic and international public. Additional, the investors specialize in a variety of business operations as well as having good financial status and good relationship with various business groups. This will allow the Company to receive the amount of capital it needs to use in its business operations, as well as to increase the potential and confidence in the Company's business operations to its stakeholders and financial institutions.

The Board of Directors has the opinion that the issuance and offering of the Company's newly issued ordinary shares to investors will provide the Company with funds to support its current business plans and future business expansion. The issuance and offering of new ordinary shares will help the Company to raise funds within a short period of time and reduce the burden of existing shareholders in raising capital which will result in the company better liquidity and performance.

However, the Board of Directors has considered alternative source of funds as follows:

- (1) Public offering method: The Board of Directors has the opinion that this method consumes a lot of time than the capital increase in the issuance and offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding and private placement
- (2) Issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering): The Board of Directors considers that such fundraising has limitations on the uncertainty of the amount of funds that will be received because the company May not receive support from existing shareholders in subscribing for the Company's newly issued ordinary shares complete by number

7. Certification of the Board of Directors on Capital Increase

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

8. Opinion of the Audit Committee and/or the Director Which is Different from the Board of Directors' Opinion

-None-

The Calculation of 15 business days weighted average price

According to the Board of Directors' Meeting No. 6/2022 of Selic Corp Public Company Limited (the "Company") which held on June 24, 2022 at 10.00 hrs. through electronic meeting (MS Team), resolved to approve to propose the shareholders' meeting to consider approving the allocation of not exceeding 89,286,000 newly issued ordinary shares of the Company at the par value of Baht 0.50 per share to Private Placement (PP) which is not a connected person of the Company (the "Investor"). Allocation the newly issued shares in the amount of not exceeding 89,286,000 shares with per par value of Baht 0.50 per share at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 to Mr. Vitoon Vongkusolkrit.

Pursuant to the requirements the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Company to offer newly issued shares to specific investors dated October 28, 2015 (as amended). The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted-average price of the Company's shares traded on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to private placement, whereby the weight average price. However, the Board of Director shall offer new ordinary shares at a discount price is not lower than 90% of the market price or not more than 10% of the weight averaged price.

Thus, the Company will determine the period for calculated market price not exceeding 15 consecutive days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to private placement between June 2, 2022 to June 23, 2022. Calculated details are as follows:

No	Date	Quantity of purchase and sales (shares)	Value of purchase and sales (Baht)
1	June 2, 2022	173,500	441,540
2	June 6, 2022	141,500	356,438
3	June 7, 2022	106,900	269,532
4	June 8, 2022	437,700	1,090,080
5	June 9, 2022	24,700	62,196
6	June 10, 2022	311,600	795,260
7	June 13, 2022	147,600	362,214
8	June 14, 2022	118,100	284,438
9	June 15, 2022	267,300	644,696
10	June 16, 2022	342,700	844,888
11	June 17, 2022	26,800	64,318
12	June 20, 2022	87,600	214,138
13	June 21, 2022	2,700	6,642

No	Date	Quantity of purchase and sales (shares)	Value of purchase and sales (Baht)
14	June 22, 2022	76,100	184,936
15	June 23, 2022	103,700	254,256
Total		2,368,500	5,875,572

15 business days weighted average price (Baht/share)

$$\begin{aligned}
 &= \text{Value of purchase and sales} / \text{Quantity of purchase and sales} \\
 &= 5,875,572 / 2,368,500 \\
 &= 2.48
 \end{aligned}$$

90% of weight average price = 2.23

Thus, the offering price of the newly issued ordinary shares to the Investor is at 2.80 Baht per share higher than 90% of weight average price.

Information Memorandum of Selic Corp Public Company Limited
Subjected the Acquisition of Asset under Schedule (2) – Project Ruby

According to the Board of Directors' Meeting No. 8/2022 dated June 30th, 2022 resolved the approve investment in project Ruby valuing not exceeding 550 million Baht as the acquisition of asset. The details of the said project Ruby are manufacturing and marketing the healthcare and medical supplies such as bandage, tape with rubber adhesive, Analgesic Range (pain relief), cool patch, alcohol patch etc. under trademark/brand of Neoplast™, Neobun™, Neotape, Mentopas™ that is the one of business units of 3M Thailand Limited ("Seller") including project's land and construction of Neorex Group Co., Ltd. ("Seller"). Additional it was resolved entering to execute the Sale and Purchase Agreement, other arrangements, contracts and any related documents to such Proposed Transaction.

The Company would like to inform the details of the Information Memorandum on Acquisition of Assets under Schedule (2) as follows:

1. Information according to information memorandum 1

1.1. The Transaction date

Date of sign on the Sale and Purchase Agreement.

1.2. Parties involved and their relationship with the Company

Buyer : Selic Corp Public Company Limited ("the Company") or its subsidiary
 Seller : (1) 3M Thailand Limited
 (2) Neorex Group Co., Ltd.

The two companies are not related parties according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 prescribing the rules governing the related party transaction, and the Notification of the Board of Directors of the Securities Exchange of Thailand governing the disclosure of information and the action of the listed company regarding the related transaction of 2003 (as amended).

1.3. General characteristics and the transaction size

1.3.1 General information of the transaction

The Company would like to invest in project Ruby as the acquisition assets in manufacturing and marketing of medical supplies such as bandage, tape with rubber adhesive, Analgesic Range (pain relief), cool patch, alcohol patch etc. under trademark/brand of Neoplast™, Neobun™, Neotape, Mentopas™ including project's land and constructions.

Project Ruby was high potential and able to support future business expansion of the Company with an investment budget of approximately 550 million Baht which consisted of land and construction, machine, equipment, formula, brand, trademark and related information of operation, manufacturing, and distribution.

1.3.2 Size of the transaction

The transaction is considered as an asset acquisition transaction in accordance with notification related to Acquisition or Disposal of Assets. The value of transaction size calculated based on consolidated financial statements of the Company for the period March 31st, 2022. The details are provided below:

(Unit : THB Thousand)

Details	The Company
Total Assets	1,740,554
<u>Less</u> Intangible Assets	531,168
<u>Less</u> Total Liabilities	1,058,936
<u>Less</u> Non-Controlling Interest (if any)	4
Net tangible Assets (NTA)	150,446
Net profit ended March 31 st , 2021	11,717

The calculation of transaction size according to 4 criteria are as in the table below:

Basis of transaction size calculation	Calculation		Transaction size
1. Net tangible assets (NTA)	$\frac{\text{NTA} \times \text{Proportionately Disposed}}{\text{NTA of the Company}} \times 100$	(1)	n/a
2. Net profit	$\frac{\text{Net profit} \times \text{Proportionately Disposed}}{\text{Net profit of the Company}} \times 100$	(1)	n/a
3. Total value of consideration paid	$\frac{\text{Total value of consideration paid} \times 100}{\text{Total assets of the Company}}$	$\frac{550,000 *}{100}$ 1,740,554	31.60 %
4. Value of Securities issued by the Company	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Total paid-up shares of the Company}}$	(2)	n/a

Remarks:

(1) No shares were issued for the payment of assets.

(2) Not applicable as the Company does not issue its securities in exchange for the assets acquired.

Pursuant to other asset acquisition transactions which are required to be calculated based on total value of consideration paid basis during the six-month period prior to the date on which Board of Directors Meeting resolved to approve the investment in project Ruby. From the above calculation, the highest transaction size is equivalent to 31.60% calculated based on total value of consideration paid basis. In the regard, the entering into of the transaction is classified as a Class 2 Asset Acquisition Transaction, i.e., a transaction with the size of 15.00 percent or higher but lower than 50.00 percent. As a result, the Company is required to immediately prepare a report and disclose the information memorandum on the entering into of the transaction to the SET as well as to send a written notice to the

shareholders of the Company within the period of 21 days from the date of which the information memorandum on the entering into of the transaction is disclosed to the SET, whereby the information memorandum must comprise at least the information required under Schedule (2) 1, 2, 3, 5 (3), 7 and 8 annexed to the Notification on Acquisition or Disposal of Assets.

1.4. Details of the acquired asset from investment in project Ruby

1.4.1 Details of investment in machine, equipment, formula, trademark, brand, and related data for manufacturing and distribution/marketing

Natural of assets	: Purchase assets: manufacturing and marketing of medical supplies such as bandage, tape with rubber adhesive, Analgesic Range (pain relief), cool patch, alcohol patch etc. under trademark/brand of Neoplast™, Neobun™, Neotape, Mentopas™ that one of business units of 3M Thailand Limited.
Location/ Address	: No. 53, Thetsaban 2 Road, Rahaeng Sub-District, Lad Lum Kaew District, Patumthani Province 12140
Asset obligation	: none
Settlement method	: Cash transferring on the date of sale and purchase agreement

1.4.2 Details of investment in assets: Land and constructions

Natural of assets	: Purchase assets: Land and constructions (area totaling 8-1-91 rais or 3,391 sq.wah and 4 of Title Deeds) of Neorex Group Co., Ltd (“Seller”) which the project Ruby was located. The said land was no obligation, mortgage, lien, lease, rent, resident or other adversary claim.
Location	: No. 53, Thetsaban 2 Road, Rahaeng Sub-District, Lad Lum Kaew District, Patumthani Province 12140
Asset obligation	: none
Settlement method	: Cash or cashier cheque on the date of ownership transferring

1.5. Total value of consideration

The total value of the consideration for the assets acquired consisted of land and construction, machine, equipment, formula, brand, trademark and related data for operating, manufacturing, and marketing which the total investment budget of Project Ruby is 550 million Baht.

1.6. Value of the acquired assets

Value of the acquired assets equals to the value of the consideration in clause 1.5.

1.7. Basis used to determine the value of consideration

The value of consideration based on EV/EBITDA (Enterprise Value Per EBITDA) by forecasting income statement to acquire assets of project Ruby to foresee the estimated EBITDA including analysis discounted Enterprise Value (EV) from the same businesses and industry, land and construction appraisal to determine the value of assets.

1.8. Expected benefits of the project

The said acquisition asset is to expand the company's core business to new business in healthcare which is our main target with the potential growth. Besides, the Company foresees the opportunities to the growth in consumer products businesses both domestically and internationally including capable strengthen the company and groups' future growth.

1.9. Source of funds

The source of funds regarding of transaction are from newly issued ordinary shares of the Company to Private Placement (PP) totaling amount 250 million Baht and from loan of financial institute amounting to 400 million Baht (300 million Baht for project investment and 100 million Baht for working capital).

1.10. Condition of transaction

When the Company enters to sign on the sale and purchase agreement with 3M Thailand Limited and Neorex Group Co., Ltd ("Seller"), Sellers will transfer ownership of all assets to the Company within Q4/2022. And the Company would start our operation, manufacturing, and marketing/distribution within Q2/2023.

1.11. Opinions of the Board of Directors on the entering into of the transaction

The Board of Directors has considered the project Ruby, reviewed by the Investment Committee, Risk Management Committee and Audit Committee, and is of the view that it is an appropriated investment and good performance. Besides, it is an opportunity to the Company to growth in medical supplies and extension customer to consumer product.

1.12. Opinion of the Audit Committee and/or the directors of the Company which are different from those of the Board of Directors

- None -

2. Responsibilities of the Board of Directors for Information in Documents Delivered to Shareholders:

The Board of Directors is responsible for the information contained in this information memorandum and in other documents submitted to the shareholders. Therefore, the Board of Directors has carefully examined the information presented to the shareholders and hereby certify that the information in this information memorandum and in other documents sent to shareholders are correct, complete, without any false statements, no omission of important facts that are required

or must be specified as well as not having any messages that make other people misunderstand in any material respect.

3. Qualifications of an independent financial advisor to give an opinion on the transaction:

- None -

4. Financial estimates for the current year (if any), identifying commercial, economic, and industrial assumptions which have been reviewed by the licensed auditor and the opinion of the independent financial advisor that the operating results estimated are prepared with due diligence:

- None -

5. Legal lawsuits or claims pending

- None -

6. Interests or related transactions between listed companies and directors, executives and shareholders who directly or indirectly hold shares of 10 percent or more, specify the nature of the transaction or benefits:

Related transaction as at March 31th, 2022 are as follows:

Name	Relationship	Related transaction	Amount (million Baht)
PMC Label Material Company Limited ("PMCT")	A subsidiary of the Company which holds 99.99% of total shares.	Revenue from sale of goods / Other incomes/ Cost of sales of goods/ Cost of finance	38.86
S Ventures Company Limited	A subsidiary of the Company which holds 99.97% of total shares.	Revenue from sale of goods / Other incomes	0.50
ILCT LTD. ("ILCT")	Having a family member of director as major shareholder	Legal consult service	0.02
Humanica Public Company Limited	Having a common director	Software service	0.40