

No. ED-MD2021-0045

December 27, 2021

Subject : Notification of the resignation of the Company's director and appointment of the Accounting Supervisor  
Approval of divestment of investment BS Myco Biotech Company Limited.

Dear Directors and Managers

Stock Exchange of Thailand

Attachment 1 Information about the sale of ordinary shares of BS Myco Biotech Company Limited

Eureka Design Public Company Limited (the "Company") held the Board of Directors Meeting No. 10/21 on Monday, December 27, 2021, at 10:00 a.m., with the following important resolutions:

1. Acknowledged the resignation of Ms.Nitchakan Chanthanasirikun as the Company's director, effective from December 23, 2021, and approved the appointment of Mr.Nukul Ruangutai to take the position of the Company's director instead. with effect from 27 December 2021

2. Acknowledged the appointment of Ms.Yuwapa Pongpal to take the position of Accounting Supervisor The appointment is effective on December 27, 2021.

3. Approve the sale of investment in BS Myco Biotech Company Limited, which has a resolution from the Board of Directors to approve the sale of 174,390 ordinary shares of BS Myco Biotech Company Limited. The transaction will result in BS Myco Biotech Company Limited not a subsidiary of the Company any longer.which references the transaction size calculated in the past 6 months. NTA is 20.46. The company therefore has a duty to notify the SET and send a circular letter to the shareholders within 21 days from the date of informing the SET. by notifying the minimum information required by the specified criteria The details of information memorandum on disposal of assets of Eureka Design Public Company Limited are attached.

therefore learned to know

Best regards

(Ms.Sunisa Jirawuttikul)

Chief Executive Officer

**Information Memorandum on Disposal of Assets of Eureka Design Public Company Limited**

**Subject: Sale of ordinary shares of BS Myco Biotech Company Limited**

Board of Directors Meeting of Eureka Design Public Company Limited (“the Company”) No. 10/2021 on December 27 2021 resolved to approve the sale of ordinary shares of BS Myco Biotech Company Limited (“BS”), a subsidiary of the Company. 174,390 shares or equivalent to 24.22% of the registered and paid-up capital at the share price of 286.71 baht to Tathrit Company Limited, after the transaction, BS will no longer be a subsidiary of the Company.

However, the disposition of BS shares is considered a disposition of assets according to the Notification of the Capital Market Supervisory Board. No. TorJor. 20/2551 Re: Rules for Significant Transactions Qualified as Acquisition or Disposition of Assets dated August 31, 2008 (including amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand. Subject Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 dated October 29, 2004 (including as amended) (“Notice on Acquisition or Disposition”), in which such transaction can be calculated the transaction size according to various criteria calculated from the consolidated financial statements of the Company Ended on September 30, 2021, including the size of the transaction for the past 6 months based on the net tangible asset value of 20.46 percent, considered to be a transaction according to the announcement Matters acquired or disposed of to Category 2 with a transaction size greater than 15% but lower than 50%

Therefore, the Company is obliged to disclose information about the asset disposal transaction to the Stock Exchange of Thailand. (“SET”) according to the announcement of acquisition or disposition. and send a circular letter to the shareholders of the Company within 21 days from the date the information has been notified to the SET. Therefore, under the aforementioned criteria, the Company did not propose to the Extraordinary General Meeting of Shareholders to consider and approve the asset disposal transaction at this time.

In addition, entering into the aforementioned transaction Not classified as entering into connected transactions According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions (including any amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies on Connected Transactions 2003 (including any amendments thereto), the Company therefore has no obligation to act under the Connected Transaction Notifications.

The details of the transaction are as follows.

**1. Date, month, year of the transaction**

The Board of Directors of Eureka Design Public Company Limited (the “Company”) No. 10/2021, held on December 27, 2021, resolved to approve the sale of ordinary shares of BS Mycobai. Otech Company Limited (“BS”), a subsidiary of the Company, amounting to 174,390 shares or 24.22%. of the paid-up capital at the price of 286.71 baht per share, totaling 50,000,000 baht, to Tathrit Company Limited according to the letter of intent to purchase ordinary shares of BS dated December 24, 2021.

The transaction is expected to be completed by December 30, 2021.

**2. The parties involved and the relationship between the parties**

Seller : Eureka Design Public Company Limited

Buyer : Tathrit Co., Ltd.

Nature of relationship : Tathrit Company Limited has no relationship with the Company and is not considered a connected person.together with the company According to the Notification of the Capital Market Supervisory Board No. TorJor. Connected transaction and the announcement of the Board of Governors of the Stock Exchange of Thailand (including any amendments) regarding the disclosure of information and operations of listed companies In the Connected Transaction 2003 (including any amendments)

Details of shares sold : 174,390 ordinary shares of BS with a par value of 100 baht per share, fully paid.  
stock value accounting for 24.22% of the total paid-up capital  
selling price : 286.71 baht per share, totaling 50,000,000 baht.

### 3. Characteristics by both the transaction and the transaction size

#### 3.1 Disposal of BS's ordinary shares and the Company's shareholding proportion

The Company will enter into a purchase and sale agreement of 174,390 ordinary shares of BS that the Company holds with Tathrit Company Limited. After the sale of BS's ordinary shares at this time, the Company's shareholding in BS will decrease from 24.22% of the paid-up capital to 0% and BS will no longer be a subsidiary of the Company. BS has a shareholding structure before and after the sale of BS common shares as follows:

#### BS shareholder structure before the transaction

shareholder	Before the transaction *	
	number of shares	%
Eureka Design Public Company Limited	627,990	87.22%
Mr.Lissapat Kraikruan	5	0.001%
Mr.Kitipong Rojsaktaworn	5	0.001%
Mr. Pharot Thiraputra	92,000	12.78%

Note : (\*) Closing the list of shareholders as of 28/05/21

#### Shareholding structure BS after the transaction

shareholder	Before the transaction *	
	number of shares	%
Miss Areeporn Kaewklom	453,600	63%
Tathrit Company Limited	174,390	24.22%
Mr.Lissapat Kraikruan	5	0.001%
Mr.Kitipong Rojsaktaworn	5	0.001%
Mr. Pharot Thiraputra	92,000	12.78%

### 3.2 Item size

The said transaction is considered a disposition of assets according to the announcement. The matter has been acquired or sold. The transaction size is calculated using the financial information of the Company's consolidated financial statements, and separate BS regular financial statements Quarter 3 ended on September 30, 2021 which has been reviewed by the auditor. Such transaction has the highest value, equivalent to 8.56% based on the value of tangible assets. The Company has entered into an acquisition or disposition of assets according to the announcement of the acquisition or disposition of assets in the past 6 months. The details are as follows. retrospective list

- Established a joint venture with NCL to do hemp business on September 3, 2021 NTA = 1.69
- Dispose of 453,600 shares of BS Myco Biotech Company Limited, representing 63% of the total shares, NTA = 10.21
- Total transaction size for the past 6 months NTA = 20.46

Therefore, the company has a duty to notify the Stock Exchange of Thailand and send a circular letter to the shareholders within 21 days from the date of further notification.

stock market by informing the minimum information according to the specified criteria

list	Eureka Design Public Company Limited (Unit : Million Baht)	BS Mycobiootech Company Limited (Unit : Million Baht)
Total assets	583.94	59.25
Less intangible assets	5.62	2.05
Less Total Liabilities	271.01	24.86
Less Non-controlling interests	8.60	-
Net Tangible Assets (NTA)	298.72	32.35
Net profit from operations for the past 9 months End 30 September 2021	(9.57)	(13.08)
Book Value (Baht/Share)	0.34	47.77
Par value (Baht/Share)	0.25	100
Shares sold	-	24.22%
Number of shares sold (shares)	-	174,390
Total assets	-	286.71

The calculation of the size of the transaction is as follows.

critereon	how to calculate		Item size
1. asset value net existence	$\frac{\text{NTA OF BS} \times \text{Shares sold}}{\text{NTA of the company}}$	$\frac{32.35 \text{ MB.} \times 24.22\%}{298.72 \text{ MB.}}$	2.62%
2. Net profit	No need to calculate because the company have a net loss		
3.Total value of consideration	$\frac{\text{offering price per share of BS} \times \text{number of shares sold}}{\text{Total Assets of the Company}}$	$\frac{286.71 \text{ baht} \times 174,390 \text{ shares}}{583.94 \text{ MB.}}$	8.56%
4.Value of equity shares	No need to calculate because the company no securities issuance		

from the above calculation table The maximum transaction size can be calculated based on the net tangible asset value basis. which when including the transaction size of the past 6 months, NTA = 20.46 of the total number of shares

#### 4. Details of disposed assets

174,390 ordinary shares of BS, representing 24.22% of the total issued shares of BS of the Company's investment in BS.

##### 4.1 Summary of details of the sale of BS common shares

Seller	: Eureka Design Public Company Limited
Type of securities sold	: BS common stock (Currently BS common stock is listed on Department of Business Development, Ministry of Commerce
Number of common shares sold	: 174,390 shares or 24.22% of the total shares
par value	: 100 baht
selling price per share	: 286.71 baht
Total value of ordinary shares sold	: 50,000,000 baht
transaction period	: within 30 December 2021

##### 4.2 Summary of general details of BS

business type	: BS main business produce pesticides and agrochemical products
Date, month, year of incorporation	: January 20, 2015
head office location	: No. 19, Village No. 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province 12150
Paid-up capital	: 72,000,000 baht
registered ordinary shares	: 720,000 share
par value	: 100 baht

##### 4.3 The Board of Directors of BS currently consists of 2 members with details as follows:

1. Mr.Lissapat Kraikruan
2. Ms.Nitchakan Chanthanasirikun

4.4 Summary of BS's financial position and operating results for the year ended December 31, 2016,2017,2018,2019

and the first quarter of 2020

statement of financial position	Separate financial statements as at		
	31 December 2019	31 December 2020	30 September 2021
	million baht	million baht	million baht
total assets	96.77	63.12	59.25
total liabilities	37.19	15.65	24.86
Total Shareholders' Equity	59.58	47.47	34.40
Statement of Comprehensive Income	งบการเงินเฉพาะกิจการ ณ วันที่		
	31 December 2019	31 December 2020	30 September 2021
	million baht	million baht	million baht
service income	49.37	17.36	-
total expenses	(34.92)	(53.57)	8.14
gross profit	14.46	(36.21)	(8.14)
net profit for the period	11.22	(37.41)	(13.08)

**5. Value of disposed assets**

The total value of consideration will be based on the selling price of BS's ordinary shares to be sold, which is priced at 286.71 baht per share. When multiplied by the number of ordinary shares sold in the amount of 174,390 shares, the total value of consideration is 50,000,000 baht, which the company will receive in cash.

**6. Criteria used to determine the value of consideration**

The consideration value for the sale of BS ordinary shares is subject to negotiation and agreement between the buyer and seller. which the Company has considered the tender offer price by book value method Share Price to Book Value Ratio Method and because the resultsBS Company's operations continued to suffer losses. The company therefore wants to reduce the loss burden of the subsidiary. Therefore, the Board of Directors Considered that it was a reasonable value in this sale of funds

**7. Expected Benefits to the Company from this transaction**

**7.1 Benefits to the Company**

Increase liquidity for the company

**7.2 Benefits to BS to do business with expertise abroad**

**8. plans to use the money received from entering into an asset disposal transaction**

The Company plans to use the proceeds from the sale of BS common shares to increase liquidity for the Company. and will continue to use the money to pay off the debt

**9. Conditions for entering the transaction**

In entering into the asset disposal transaction, the Company must disclose information about the asset disposal transaction to SET Including sending a letter of study to the shareholders of the Company within 21 days from the date the information has been notified to the Stock Exchange of Thailand.

**10. Opinion of the Board of Directors on entering into the transaction**

Board of Directors meeting It is of the view that entering into the disposal of BS's ordinary shares is an appropriate transaction. because the price is not lower than the book value of the shares and is of the opinion that the Company It will benefit from the sale of BS's common shares, giving the company liquidity and reducing the operating loss of the subsidiary.

**11. Opinion of the Audit Committee and/or company director which is different from the opinion of the Board of Directors**

- None -