

NO.ED-MD2021-0045

December 27, 2021

Subject : Notification of the resignation of the Company's director and appointment of a supervisor for accounting and approval of the disposal of investments BS Myco Biotech Company Limited ( 2 st review)

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 as a director of the Company 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, which is the amount of in the amount of 50,000,000 baht. The transaction size equal to 10.72% based on the total value of consideration criteria However, after the transaction, BS Myco Biotech Company Limited will no longer be a subsidiary of the Company and when including the transaction size calculated for the past 6 months, equal to 16.45%. After the transaction, BS Myco Biotech Company Limited will no longer be a subsidiary of the Company, referring to the transaction size calculated in the past 6 months, equal to 16.45%. Notify information to the SET and send a circular letter to shareholders within 21 days from the date of information notification to 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 held 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, totaling 50 million 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, The highest transaction size according to the total value of consideration criteria is 10.72 percent and when including the transaction size of the past 6 months, it is 16.45 percent is classified as a list 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 disposal 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 Notification 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 a 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 24 December 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.

**relationship nature** : Tathrit Company Limited does not have any 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	174,390	24.22%
Miss Areeporn Kaewklom	453,600	63%
Mr.Lissapat Kraikruan	5	0.001%
Mr.Kitipong Rojsaktaworn	5	0.001%
Mr. Pharot Thiraputra	92,000	12.78%
<b>Total</b>	<b>720,000</b>	<b>100%</b>

**Shareholding structure BS after the transaction**

Shareholder	after 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%
<b>Total</b>	<b>720,000</b>	<b>100%</b>

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. The said transaction has the highest value based on the total value of consideration basis of 10.72 percent. 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

- Disposal of BS Myco Biotech Company Limited, amounting to 453,600 shares, representing 63% by tangible asset value

criteria

equal to 10.21 percent and total value of consideration criteria 5.73%

this time list

- Disposal of BS Myco Biotech Company Limited, amounting to 174,390 shares, equivalent to 24.22%, with the tangible asset

criterion equal to 2.62 percent and the total value of consideration criterion equal to 10.72 percent.

Total transaction size for the past 6 months according to the criteria

1. Total net tangible assets 12.83 percent
2. Net profit : not calculated due to loss
3. Total value of consideration 16.45%
4. Value of equity shares: No need to calculate because the company no securities issuance

Therefore, the company is obliged 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 Mycobiotech 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 1 year From Q4 Year 2020 – Q3 Year 2021	(50.31)	(22.19)
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
Selling share price (Baht/Share)	-	286.71

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

criteria	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	$\frac{(\text{offering price per share of BS} \times \text{number of shares sold}) + \text{obligation}}{\text{Total Assets of the Company}}$	$\frac{(286.71 \text{ baht} \times 174,390 \text{ share}) + 12.60 \text{ Mb.}}{583.94 \text{ Mb.}}$	10.72%
4. Value of equity shares	No need to calculate because the company no securities issuance		

Note (\*) is a debt that BS has with the company.

From the above calculation table Able to calculate the maximum transaction size this time based on the total value of consideration criteria equal to 10.72 %, which when including the transaction size of the past 6 months Disposal of assets, the highest threshold is the total value of consideration criterion, equal to 16.45%

#### 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 ordinary 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 operates the main business. produce pesticides and agrochemical products

Date, month, year of incorporation : January 20, 2015

head office location : No. 19, Village Moo. 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. Nichakan Chanthanasirikul

4.4 Summary of BS's financial position and operating results for the year ended December 31, 2018,2019,2020

and the third quarter of 2021

statement of financial position	Separate financial statements as at			
	December 31, 2018	December 31, 2019	December 31, 2020	September 30, 2021
	million baht	million baht	million baht	million baht
total assets	82.10	96.77	63.12	59.25
total liabilities	43.76	37.19	15.65	24.86
Total Shareholders' Equity	38.32	59.58	47.47	34.40
Statement of Comprehensive Income	Separate financial statements as at			
	December 31, 2018	December 31, 2019	December 31, 2020	September 30, 2021
	million baht	million baht	million baht	million baht
service income	0.29	49.37	17.36	-
total expenses	0.29	(34.92)	(53.57)	8.14
gross profit	0.003	14.46	(36.21)	(8.14)
net profit for the period	0.003	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. will receive compensation 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 The share price to book value ratio method, which is equal to 47.77 baht per share, calculated from the financial statements of BS ended September 30, 2021 and due to the operating results of BS Company continued loss. The company therefore wants to reduce the loss burden of the subsidiary. This time, the buyer has expertise and has a foreign market to support the product. Therefore, the purchase price is higher than the previous asset disposal.

Therefore, the Board of Directors Considered that it was a reasonable value in this sale of funds.

#### 7. Plan to use the money received from entering into the 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 use the proceeds to pay off the debt

#### 8. Conditions for entering the transaction

In entering into the asset disposal transaction, the Company must disclose information about the asset disposal transaction. to the Stock Exchange of Thailand 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.

**9. 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 -