

March 21, 2023

Subject: Information Concerning Acquisition of Assets (Purchasing of Land with Building)

Attention: President

The Stock Exchange of Thailand

Enclosure: Information Memorandum on Acquisition of Assets of LDC Dental Public Company Limited

LDC Dental Public Company Limited (the "Company") would like to inform you that according to the Board of Director Meeting No. 2/2023 on March 21, 2023 passed the resolution to purchase land 9 plots (Total approximately 259 sq. wah) with building located in Bangkok, Thailand (the "land with building") and enter into the to buy and to sell agreement with Siam Commercial Bank PCL. (the "Seller") ("Transaction of purchasing land with building") with the maximum value at Baht 93,000,000.00 ("Total value of transaction")

Transaction of purchasing land with building is considered as the asset acquisition with the transaction size calculated by the total value of consideration equal to 19.43% of the total assets of the Company and after including the size of the acquisition of the same class of assets in the past 6 months, resulting in the total transaction size equal to 19.43% as the same. By considering from the Company's financial statements ended December 31, 2022 because the Company had no asset acquisition transaction with the same class of assets in the past 6 months which is classified as the acquisition transaction of asset class 2, that is, a transaction with a size equal to or higher than 15% but lower than 50%. Under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including any amendment thereto), 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 Acquisition and Disposition of Assets B.E. 2547 (2004) (including any amendment thereto) (the "Notifications on Acquisition or Disposal"). In order to enter to the acquisition transaction of asset class 2, according to the Notification of Acquisition or Disposal of Assets, the Company is required to perform as follows:

(A) Disclose the information memorandum concerning the transaction of purchasing land with building to The Stock Exchange of Thailand (SET).

(B) Send the letters concerning the transaction of purchasing land with building to the shareholders within 21 days since the date the Company informs to SET.

To enter into the transaction of purchasing land with building by making to buy and to sell agreement, the Company discloses the details on the information memorandum concerning acquisition and disposal of assets (Enclosure 1).

Please be informed accordingly.

Yours sincerely,
(Dr. Wattana Chaiwat)

Chairman

Information Memorandum Concerning Acquisition of Assets (Purchasing of Land with Building)
of LDC Dental Public Company Limited

According to the Board of Director Meeting No. 2/2023 of LDC Dental Public Company Limited (the "Company") on March 21, 2023 passed the resolution to purchase land 9 plots (Total approximately 259 sq. wah) with building located at 31,99/37-40 Seekan (Songhong), Tung Songhong, Bangkhen (Taladkwan), Laksi, Bangkok, Thailand (the "land with building") from Siam Commercial Bank PCL. (the "Seller") with the maximum value at Baht 93,000,000.00 ("Total value of transaction") ("Transaction of purchasing land with building").

Transaction of purchasing land with building is considered as the asset acquisition with the transaction size calculated by the total value of consideration equal to 19.43% of the total assets of the Company and after including the size of the acquisition of the same class of assets in the past 6 months, resulting in the total transaction size equal to 19.43% as the same. By considering from the Company's financial statements ended December 31, 2022 because the Company had no asset acquisition transaction with the same class of assets in the past 6 months which is classified as the acquisition transaction of asset class 2. Under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including any amendment thereto), 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 Acquisition and Disposition of Assets B.E. 2547 (2004) (including any amendment thereto) (the "Notifications on Acquisition or Disposal"). In order to enter to the acquisition transaction of asset class 2, that is, a transaction with a size equal to or higher than 15% but lower than 50%, according to the Notification of Acquisition or Disposal of Assets, the Company is required to perform as follows:

(A) Disclose the information memorandum concerning the transaction of purchasing land with building to The Stock Exchange of Thailand (SET).

(B) Send the letters concerning the transaction of purchasing land with building to the shareholders within 21 days since the date the Company informs to SET.

Therefore, the Company would like to report the information memorandum concerning the transaction of purchasing land with building as follows:

1. Transaction date

On March 21, 2023, the Company is approved by the Board of Director Meeting No. 2/2023.

The Company expects that the transaction of purchasing land with building, the register of ownership transfer and payment will be completed within 45 days since the signature date on to buy and to sell agreement. However, it depends on the satisfaction of conditions precedent the success of condition performance under the agreement.

2. Parties involved and relationship with the Company

Buyer : LDC Dental Public Company Limited

Seller : Siam Commercial Bank PCL.

Lists of 17 directors of the Seller are as follows:

- | | | |
|--------------------------------|--------------------------------|------------------------------------|
| 1. MR. VICHIT SURAPHONGCHAI | 2. MR. APISAK TANTIVORAWONG | 3. MR. ARTHID NANTHAWITHAYA |
| 4. MR. PRASAN CHUAPHANICH | 5. ACM SATITPONG SUKVIMOL | 6. Pol.Col. THUMNITHI WANICHTHANOM |
| 7. MS. JAREEPORN JARUKORNSAKUL | 8. MRS. PANTIP SRIPIMOL | 9. MR. WEERAWONG CHITTMITTRAPAP |
| 10. MS. KULAYA TANTITEMIT | 11. MR. WINID SILAMONGKOL | 12. MR. KAN TRAKULHOON |
| 13. MR. PAILIN CHUCHOTTAWORN | 14. MR. THAWEESEK KOANANTAKOOL | 15. MR. CHAIRAT PANTHURAAMPORN |
| 16. MRS. KULPATRA SIRODOM | 17. MRS. NUNTAWAN SAKUNTANAGA | |

The relationship with the Company: There is no relationship between the Seller and the Buyer and not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Company Concerning the Connected Transactions, B.E. 2546.

3. Nature of the transaction

3.1 The Company will purchase the land with building from the Seller according to the conditions stated on to buy and to sell agreement between the Company and the Seller ("to buy and to sell agreement") with the significant matter as following.

Signature Date The Company expects to have the sign the to buy and to sell agreement on March 25, 2023 which it is after the date that the Company is approved by the Board of Director Meeting No. 2/2023.

Land with Building Land 9 plots with building located at 31,99/37-40 Seekan (Songhong), Tung Songhong, Bangkhen (Taladkwan), Laksi, Bangkok, Thailand (the "land with building") (details of land with building are stated in No. 4)

Purchase Price The purchase price of land equal to Baht 93,000,000.00 บาท (Ninety Three Million Baht Only). The transfer fee, withholding tax and any other taxes and duties as well as expenses in registering the ownership transfer of the selling property and expenses

incurred in the ownership transfer at the land office or related to all transactions according to the to buy and to sell agreement shall be the responsibility of the Seller, except for the register fee of ownership transfer on the selling property shall be the responsibility of the Buyer. The value of all transactions excluding the register of land transfer is not over Baht 93,000,000.00.

Conditions Precedent

The Company's responsibilities to process the registration of the property depends on the completion (or completeness) of the conditions precedent specified in the to buy and to sell agreement, for example:

- (A) All guarantees of the Seller are true and correct in all respects and does not cause any misunderstanding while giving the guarantees until the trading registration.
- (B) The Seller has complied with the terms, duties and conditions as set out in the agreement which requires the seller to prior comply with or perform, or when registering for trading.
- (C) The Seller warrants that from the date that the trading property belongs to the Seller until the agreement date, the Seller has not acted in any way causing the right deprivation or causing restrictions on the right to use the trading property.
- (D) The Seller shall be responsible to dismiss any person who live in and/or occupy and/or use the trading property in any plot of land, regardless of whether that person enters by exercising any right or any cause, or is a follower of any person from the trading property. This shall be completed before the date of ownership transfer at all cost of the Seller. In case the Seller is unable to complete the said process within the said period, the Seller grants the Buyer the right to terminate the agreement and return all the money which the Seller already received to the Buyer.
- (E) The Buyer is satisfied with the results verifying the land status, land survey, condition of the land with building.

In case the Seller breaches the agreement, the buyer has the right to terminate the agreement and has the right to claim compensation of damages arising from the seller's breach of the agreement, or to force the Seller to comply with the agreement (By taking the judgment of the court instead of the intention to register the ownership transfer of the land.)

The Payment

The Buyer is required to give deposit Baht 9,300,000 (Nine Million Three Hundred Thousand Baht Only) on the date of to buy and to sell agreement the land with building to

the Seller. The remaining amount Baht 83,700,000 (Eighty Three Million Seven Hundred Thousand Baht Only) shall be fully paid on the date of ownership transfer on the land with building which it is expected within 45 days from the signature date of the agreement.

3.2 Transaction Size

The transaction size is calculated according to the Notifications on Acquisition or Disposal, based on the information of financial statements dated December 31, 2022. The details of calculation are as follows:

The calculation of the transaction size according to the Notifications on Acquisition or Disposal

Calculation Criteria	Calculation Formula
1. Net Tangible Assets (NTA)	$(\text{NTA of investment in the company} \times \text{Proportion of assets acquired or disposed}) \times 100 / \text{NTA of the listed company}$
2. Net Operating Profits	$\text{Net operating profits of the investment} \times \text{Buying or selling ratio} \times 100 / \text{Net operating profits of the listed company}$
3. Total Value of Consideration	$\text{Value of transaction paid or received} \times 100 / \text{Total assets of listed company}$
4. Value of Equity Shares issued for the Payment of Assets	$\text{Equity shares issued for the payment of assets} \times 100 / \text{Paid-up shares of the company}$

By calculating the transaction size according to the above criteria, the transaction size of the land with building is following:

Calculation Criteria	Calculation Formula	Transaction Size (%)
1. Net Tangible Assets (NTA)	N/A	N/A
2. Net Operating Profits	N/A	N/A
3. Total Value of Consideration	$(93,000,000 / 478,609,901.61) * 100$	19.43%
4. Value of Equity Shares issued for the Payment of Assets	N/A	N/A

Remarks: 1. In calculating the transaction size, the Company refers the information of financial statements dated December 31, 2022.

2. Total value of land with building and related expenses equal to Baht 93,000,000.00.

The highest calculated transaction size is based on the total value of consideration criteria which equal to 19.43% of the total assets of the Company and after including the size of the acquisition of the same class of assets in the past 6 months, resulting in the total transaction size equal to 19.43% as the same. By considering from the

Company's financial statements ended December 31, 2022 because the Company had no asset acquisition transaction with the same class of assets in the past 6 months. The transaction size higher than 15% but lower than 50% which is classified as the acquisition transaction of asset class 2. Therefore, the Company is required to disclose the information memorandum concerning this transaction to SET and send the letters concerning the transaction of purchasing land with building to the shareholders within 21 days since the date the Company informs to SET.

4. Details of the Acquired Assets

The land with building comprises of 9 plots of land and 8 building. The Company has planned to renovate the buildings for dental clinics after the transfer of land with building is completed.

4.1 The land to be purchased comprises of 9 plots of land, at 31,99/37-40 Seekan (Songhong), Tung Songhong, Bangkhen (Taladkwan), Laksi, Bangkok, Thailand. The mentioned land belongs to the Seller, the details of which are as follows:

	Title Deed No.	Original Title Deed No.	Land No.	Area (Rai-Ngan-Sq. wah)
1	40243	13637	4778	0-1-19
2	3084		21	0-0-23
3	3083		24	0-0-17.5
4	3082		23	0-0-17.5
5	3081		22	0-0-22
6	111225		4774	0-0-15
7	111226		4775	0-0-15
8	111227		4776	0-0-15
9	111228		4777	0-0-15

Building on the land to be purchased comprises of 4 buildings as follows:

- a) A 3-storey commercial building with 4 units with area of approximately 672 sq.m.
- b) A 4-storey commercial building with 4 units with area of approximately 1,152 sq.m.

5. Total value and criteria of total value of the transaction of purchasing land with building

5.1 Total value of the transaction

Total value of the transaction shall not be over Baht 93,000,000.00.

5.2 Payment method

The Company shall give deposit Baht 9,300,000 (10%) on the date of to buy and to sell agreement the land with building to the Seller. The remaining amount Baht 83,700,000 shall be fully paid on the date of ownership transfer on the land with building.

5.3 Criteria of total value calculation of the transaction of purchasing land with building

Determination of the total value of the transaction of purchasing land with building is subject to mutual agreement between the Company and the Seller under the to buy and to sell agreement. The Board of Directors has considered and agreed that price for the land with building proposed by the seller is appropriate. The comparative information is shown as below:

Comparative information with the land with building nearby

	SCB Assets	Current rent area	Close to Chaeng Wattana Road		
			Information 1	Information 2	Information 3
Area (Sq. wah)	259	333	28	32	25.5
Usable area (Sq. wah)	2034		212	402	272
Selling price per unit	93,000,000	135,000,000	17,500,000	16,500,000	2,450,000
Negotiation price			-25%	-10%	-5%
Selling price after discount	93,000,000	135,000,000	13,125,000	14,850,000	11,827,500
Selling price per sq.wah	359,073	405,405	468,750	464,063	463,824

From the table shows the price of land in Chaeng Wattana area that it is a potential location with continuous growth. This location is considered as the center of government agencies. There is a rapid growth rate from the expansion of the city to the periphery. In addition, it has the potential to be an important commercial business center with many educational institutions and hospitals. It is easy to access the city from many main roads including the Pink Line MRT. There are shopping centers, restaurants, golf courses and famous schools both Thai schools and international schools. The Board found that the land with building is located in an appropriate location which can continuously operate the dental business as Chaeng Wattana branch in which the customers will not be affected by the relocation because it is near the former Chaeng Wattana branch.

6. Expected benefits of the transaction of purchasing land with building

Due to the former Chaeng Wattana branch was leased and the landlord terminated the lease agreement and filed an eviction lawsuit. The case is now concluded which the court ordered the Company to move all assets and persons out of the lease. Currently, the land owner is selling the plot of land to the general public at the price of Baht 405,405.41 per square wah, totaling Baht 135,000,000.00 (One Hundred Thirty-Five Million Baht Only). The Company considers that the price is too expensive then the Company negotiated to stay by paying the compensation for loss

of benefit as an annual basis. The land owner will increase the compensation every year. Moreover, if the land can be sold, the Company will not be allowed to stay in the land, consequently the uncertain that how long the Company can stay in the said land. Therefore, the Company has negotiated to purchase the land with building (details stated in No. 4) which the land with building is near to the former Chaeng Wattana branch which this branch continuously gained profit and the purchase price of the land with building is reasonable price and it will not be a burden on the Company in the long-term. By considering the net profit of Chaeng Wattana branch only after entering into the land and building purchase transaction, it will have better results respectively. When the agreement is expired, the net profit can be increased 8.49%. By considering the size and shape of the land with building to be purchased, the Company will be able to develop the buildings of the new Chaeng Wattana branch to fully support the expansion of sales growth according to the Company's business plan.

7. Source of fund

Source of fund to purchase the land with building at Baht 93,000,000.00 (Ninety-Three Million Baht Only), Baht 53,000,000.00 (Fifty-Three Million Baht Only) is from the cash flow from the Company's operation and the remaining Baht 40,000,000.00 (Forty Million Baht) will be loan from Thai Credit Bank PCL.

8. Entering into the transaction by connected person

There is no transaction made by the Company's connected person who is holding shares more than 10% of the total shares with voting rights.

9. Opinions from the Board of Directors regarding the entering into the transaction of purchasing land with building

The Board of Directors has thoroughly and honestly considered the reasonableness of this transaction with adequate information to make a decision and it is for the best interest of the Company as explained in No. 6, it was deemed that the purchase of such land with building is necessary and has a reasonable price as explained in No. 5.3. Therefore, the unanimously resolution is approved that the Company to enter into a land purchase transaction, totaling 9 plots, Land Title Deed No. 40243, 3084, 3083, 3082, 3081, 111225, 111226, 111227 and 111228 in Bangkok (Total area approximately 259 square wah) with building at 31,99/37-40 Seekan (Songhong), Tung Songhong, Bangkhen (Taladkwan), Laksi, Bangkok, Thailand from Siam Commercial Bank PCL at Baht 93,000,000.00 (Ninety-Three Million Baht Only) to be used as new Chaeng Wattana branch.

10. Opinions from audit committee

The audit committee has no different opinion from the opinion of the Board of Directors.

Please be informed accordingly.

Yours sincerely,

(Dr. Wattana Chaiwat)

Chairman

LDC Dental Public Company Limited