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Ref. OP.SL. 029/2022

Date: June 30th, 2022

Subject: The Board of Directors' Resolution regarding Asset Acquisition under Schedule (2)

To: Managing Director, The Stock Exchange of Thailand

Enclosure: Information Memorandum of Selic Corp Public Company Limited subjected the Acquisition of Asset under Schedule (2)

The Company would like to inform details of the Resolution of the Board of Directors' Meeting No. 8/2022 dated June 30th, 2022 as follows:

1. Resolved the approve investment in project Ruby valuing not exceeding 550 million Baht as the acquisition of asset. The details of 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.

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 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.

2. Resolved to authorizing Chief Executive Officer or the person authorized by the Board of Directors, to take any arrangements in connection with or necessary for the execution of the Proposed Transaction, including to execute the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such Proposed Transaction, which constitutes a transaction on acquisition of assets, and to set out rules, conditions and other details necessary for and in connection with the Proposed Transaction as necessary and appropriate under the applicable law.

Please be informed accordingly.

Sincerely Yours,

(Ms. Yuwadee Aiamsontisup)
Chief Executive Officer



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**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.



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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 criterial are as in the table below:

Basis of transaction size calculation	Calculation		Transacti on size
1. Net tangible assets (NTA)	$\frac{\text{NTA} \times \text{Proportionately Disposed} \times 100}{\text{NTA of the Company}}$	(1)	n/a
2. Net profit	$\frac{\text{Net profit} \times \text{Proportionately Disposed} \times 100}{\text{Net profit of the Company}}$	(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



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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



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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 -



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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