



Ref. OP.SL. 050/2022

Date: August 29th, 2022

Subject: The Board of Directors' Resolution regarding Asset Acquisition (Addition)

To: Managing Director, The Stock Exchange of Thailand

Enclosure: Information Memorandum subjected the Acquisition of Asset under Schedule (2)

Selic Corp Public Company Limited ("the Company") would like to inform details of the resolution of the Board of Directors' Meeting No. 12/2022 dated on August 26, 2022 to approve investment in Devakam Apothecary Hall Co., Ltd ("Devakam") regarding the acquisition of the ordinary shares in the amount of 17,077,418 shares equivalent to 50% of the total shares of Devakam after capital increase at the purchase price of THB 280 million in total. Together with the rules of control over operations, Devakam Apothecary Hall Co., Ltd will be one of the Companys subsidiaries. The transaction will be from (1) subscription of 12,295,741 new ordinary shares or equivalent to 36% totaling value at THB 200 million and, (2) purchase of 4,781,677 shares or equivalent to 14% totaling value at THB 80 million from existed shareholder (New Diamond Holdings Pte Limited). In this regards, Devakam Apothecary Hall Co., Ltd is a private limited company incorporated under Thai laws, whose business is the manufacture analgesic creams under the Namman Muay brand for domestic and international market. Furthermore, the resolution was to approve the 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.

As the Extraordinary General Meeting of Shareholders No. 1/2022 dated on August 11, 2022 resolved to approve the allocation of not exceeding 89,286,000 newly issued ordinary shares of the Company to Private Placement (PP) at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 for Company's investment plan in the Healthcare and Medical supplies or Project Ruby that was approved by the Board of Directors Meeting No. 8/2022 dated on June 30, 2022 and the Information Memorandum subjected the Acquisition of Asset under Schedule (2) was disclosure to public via SETLink on July 1, 2022. However, the Company considered to invest in project Ruby thru DVK Healthcare Co., Ltd (the Devakam's subsidiary and hold 100% by Devakam. Its purpose is to operate Project Ruby valuing not exceeding THB 550 million. The remaining of investment amounting to THB 350 million shall loan from financial institute). Thus, the utilization of the said capital increase was for investment in the acquisition of the ordinary shares of Devakam Apothecary Hall Co., Ltd that has expertise in manufacturing and management of consumer healthcare which benefit to invest in project Ruby. Then, DVK Healthcare Co., Ltd shall enter to the acquire assets of project Ruby accordingly.



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% or higher but lower than 50%. 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.

Please be informed accordingly.

Sincerely Yours,

(Ms. Yuwadee Aiamsontisup)

Chief Executive Officer

Enclosure**Subjected the Acquisition of Asset under Schedule (2)****Investment in ordinary shares of Devakam Apothecary Hall Co., Ltd.**

According to the Board of Directors' Meeting No. 12/2022 dated on August 26, 2022 to approve investment in Devakam Apothecary Hall Co., Ltd ("Devakam") regarding the acquisition of the ordinary shares in the amount of 17,077,418 shares equivalent to 50% of the total shares of Devakam after capital increase at the purchase price of THB 280 million in total. The transaction will be from (1) subscription of 12,295,741 new ordinary shares or equivalent to 36% totaling value at THB 200 million and, (2) purchase of 4,781,677 shares or equivalent to 14% totaling value at THB 80 million from existed shareholder (New Diamond Holdings Pte Limited). In this regards, Devakam Apothecary Hall Co., Ltd is a private limited company incorporated under Thai laws, whose business is the manufacture analgesic creams under the Namman Muay brand for domestic and international market. 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**

August 31, 2022, Date of registration with Ministry of Commerce.

**1.2. Parties involved and their relationship with the Company**

Buyer : Selic Corp Public Company Limited ("the Company")  
Seller : (1) Devakam Apothecary Hall Co., Ltd.  
(2) New Diamond Holdings Pte Limited (established in Singapore)

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 investment in Devakam Apothecary Hall Co., Ltd ("Devakam") regarding the acquisition of the ordinary shares in the amount of 17,077,418 shares equivalent to 50% of the total shares of Devakam after capital increase at the purchase price of THB 280 million in total. The transaction will be from (1) subscription of 12,295,741 new ordinary shares or equivalent to 36% totaling value at THB 200 million and, (2) purchase of 4,781,677 shares or equivalent to 14% totaling value at THB 80 million from existed shareholder (New Diamond Holdings Pte Limited



### 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 audited financial statements of the Company for the period June 30, 2022 and financial statements of Devakam Apothecary Hall Co., Ltd. for the period June 30, 2022. The details are provided below:

(Unit : THB Thousand)

Details	The Company	Devakam
Total Assets	1,826,829	237,506
<u>Less</u> Intangible Assets	528,685	3,498
<u>Less</u> Total Liabilities	1,137,791	81,162
<u>Less</u> Non-Controlling Interest (if any)	3	0
<b>Net tangible Assets (NTA)</b>	<b>160,350</b>	<b>152,845</b>
Net profit ended June 30, 2022	21,784	19,240

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)	$\frac{\text{NTA} \times \text{Proportionately Disposed} \times 100}{\text{NTA of the Company}}$	$\frac{152,845 \times 50\% \times 100}{160,350}$ 47.66%
2. Net profit	$\frac{\text{Net profit} \times \text{Proportionately Disposed} \times 100}{\text{Net profit of the Company}}$	$\frac{19,240 \times 50\% \times 100}{21,784}$ 44.16%
3. Total value of consideration paid	$\frac{\text{Total value of consideration paid} \times 100}{\text{Total assets of the Company}}$	$\frac{280,000 \times 100}{1,826,829}$ 15.33%
4. Value of Securities issued by the Company	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 Devakam. From the above calculation, the highest transaction size is equivalent to 47.66% 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.

**Calculation of the acquisition transactions within the past 6 months**

Date	Details	Transaction size (%)			
		NTA	Net Profit	Value of consideration paid	Value of Securities
June 30, 2022	Investment –Assets for manufacturing of consumer healthcare	-	-	31.60	-
August 26, 2022	Investment – acquisition of ordinary shares of Devakam Apothecary Hall Co., Ltd.	47.66	44.16	15.33	-
Total transaction size (%)		47.66	44.16	46.93	-

**1.4. Details of the acquired asset from investment**

The ordinary shares of Devakam Apothecary Hall Co., Ltd. in the amount of 17,077,418 shares equivalent to 50% of the total shares after capital increase.

**Details of Devakam Apothecary Hall Co., Ltd as at July 26, 2022**

Natural of assets	:	the manufacture analgesic creams under the Namman Muay brand for domestic and international market
Head office Location/ Address	:	No 12/571 M 15 Sornhirun Soi Bangnatrad Rd Bangkeaw Bangpee Samutprakran, 10540
Date of Incorporation	:	January 7, 1946
Registered Capital	:	THB 109,295,475.00
Number of shares	:	21,859,095 shares
Par Value per share	:	THB 5.00

**List of Directors of Devakam Apothecary Hall Co., Ltd as at July 26, 2022**

No.	List of Director	Position
1	Pol.Lt.Gen. Tongtouch Intaratat	Director
2	Ms. Piyawadee Sornsing	Director
3	Mr. Thien Mekanontchai	Director
4	Ms. Panyada Ruangsakul	Director
5	Mr. Teerawat Diloksakulchai	Director
6	Mr. Somboon Prasitjutrakul	Director
7	Mr. Supawat Likittanawong	Director
8	Col. Tosaprom Intaratat	Director

**Remarks:** the 8 directors are not connected person of the Company.

**List of Shareholders of Devakam Apothecary Hall Co., Ltd**

No.	Name	Nationality	Before the Transaction as of August 1, 2022	After the Transaction Expected to be with in August 31, 2022
1	New Diamond Holdings Pte Limited	Singapore	46%	24%
2	Intaratat Group	Thai	34%	22%
3	Pharma Management Co., Ltd.	Thai	14%	-
4	Others (Executive)	Thai	6%	4%
5	Selic Corp Public Company Limited	Thai	-	50%
	Total		100%	100%

**Key Summary of Financial Information of Devakam Apothecary Hall Co., Ltd.**

Consolidated audited financial statements Devakam Apothecary Hall Co., Ltd. as of December 31, 2020 and December 31, 2021 as follows:

(Unit: Thousand Baht)

Financial Information	Consolidated Financial Statement	
	December 31, 2020	December 31, 2021
Total asset	233,541	237,705
Total liabilities	111,995	96,540
Total shareholders' equity	121,546	141,165
<b>Income statement</b>		
Total revenues	144,566	148,499
Cost of services and sales	74,840	63,573
Gross profit	68,417	83,510
Net profit	(7,728)	19,619

**15. Total value of consideration**

The total value of the consideration for the acquisition of the ordinary shares of Devakam Apothecary Hall Co., Ltd. in the amount of 17,077,418 shares equivalent to 50% of the total shares after capital increase at the purchase price of THB 280 million in total. The Company shall make the payment for purchase price in cash amounting to THB 250 million within August 31, 2022 and THB 30 million within November 30, 2022.

**16. Value of the acquired assets**

Value of the acquired assets equals to the value of the consideration in clause 15.



#### 1.7. Basis used to determine the value of consideration

The value of consideration of purchase price of Devakam Apothecary Hall Co., Ltd ordinary shares amounting to THB 280 million which evaluated by the Company's management are as follows:

- (1) The value of consideration based on EV/EBITDA (Enterprise Value Per EBITDA). EBITDA was as of December 31, 2021 including analysis discounted Enterprise Value (EV) from the same businesses and industry to determine the value of assets. Discounted Enterprise Value (EV) was at 8.6x times.
- (2) Agreement of all related parties.
- (3) Information of legal due diligence from ILCT Ltd.

#### 1.8. Expected benefits of the project

- (1) The Company will gain increased sales and profit from the target company, Devakam Apothecary Hall Co., Ltd
- (2) Market expansion and diversify to Healthcare market which the sector continue to grow. Moreover this investment will open opportunity for the Company to expand its business channels from Business to Business to Business to Consumer
- (3) Devakam Apothecary Hall Co., Ltd offers expertise and experiences in Consumer Healthcare business in which will be leveraged in building effectiveness and efficiency for the investment project of the Company. The said project is the investment in purchasing assets for manufacturing and distribution of Neoplast, Neobun.
- (4) This transaction is the fundamental in entering into Healthcare market of the Company in order to be ready for the future.

#### 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 THB 250 million and from working capital amounting to THB 30 million.

#### 1.10. Condition of transaction

When the Company enters to sign on the sale and purchase agreement with Devakam Apothecary Hall Co., Ltd ("seller") and New Diamond Holdings Pte Limited ("seller"). Sellers would transfer shares to the Company within September 2022.

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

The Board of Directors has considered this investment project which reviewed by the Investment Committee, Risk Management Committee and Audit Committee, and with the opinion that the entering into this investment is reasonable and will bring the highest benefit to the Company in terms of capability in revenue and profit growth. In addition, the Company shall



have the Board seats in Devakam Apothecary Hall Co., Ltd and it will also synergize with the investment project in manufacturing of Neoplast and Neobun or project Ruby.

**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 June 30, 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	90.56





Name	Relationship	Related transaction	Amount (million Baht)
S Ventures Company Limited	A subsidiary of the Company which holds 99.97% of total shares.	Revenue from sale of goods / Other incomes	4.67
ILCT LTD. ("ILCT")	Having a family member of director as major shareholder	Legal consult service	0.04
Humanica Public Company Limited	Having a common director	Software service	0.80