



บริษัท เทคโนโลยีคัล จำกัด (มหาชน)  
*Techno Medical Public Company Limited*

29 ซอยลาดพร้าว 92 แขวงพลับพลา เขตวังทองหลาง กรุงเทพฯ 10310 สายด่วน 1360 โทร : +662-933-6112, 02-9336119 โทรสาร : +662-933-9763  
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Ref. TM07/2021

May 13, 2021

**Subject:** Resolutions of the board of directors meeting No.3/2021 regarding directors' resignation, capital increase in subsidiary.

**Enclosure with:** 1. Information regarding on the acquisition of investment in TM Nursing Care Company Limited (TMNC)

**To:** Director and Manager  
The Stock Exchange of Thailand

Techno Medical Public Company Limited (the Company) would like to notify the resolution of the Board of Directors meeting No.3/2021 on May 13, 2021, which can be summarized as follows

1. Acknowledged the resignation of Ms. Prae Chanlongbutra from being a director of the Company for personal reasons, effective from May 13, 2021 onwards.

2. Approved the purchase of newly issued ordinary shares in TM Nursing Care Company Limited ("TMNC"), where the Company holds 80.00% of TMNC's registered capital. The board of directors of TMNC meeting No.3/2021 resolved to increase the registered capital of 175,000,000 baht from the original registered capital of 125,000,000 baht to 300,000,000 baht by issuing 1,750,000 ordinary shares with the par value of 100 baht per share to be offered to the existing shareholders proportionally (Right Offering/RO).

In this regard, the Board of Directors has resolved to subscribe for newly issued shares in proportion. By subscribing to the said newly-issued ordinary shares, there will be 1,400,000 shares, totaling 140,000,000 baht, after which the Company will hold 80.00% of TMNC's registered capital. The Company will pay for ordinary shares of TMNC by the Company's operating cashflow.

In addition, entering into the aforementioned transactions is considered an acquisition of assets according to the Notification of the Capital Market Supervisory Board No.TorJor.20/2551 Re: Rules for a Significant Transaction that is classified as an Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand on Re: Disclosure of Information and Operations of Listed Companies in Acquisition or Disposal of Assets B.E.2547. Various specified in accordance with the announcement of



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acquisition or disposal with the maximum transaction size is 19.14% based on the consolidated financial statements for the first quarter of 2021 ended March 31, 2021 reviewed by the certified public accountant. When including the acquisition of assets that occurred during the past 6 months resulted to the total size of the transaction on acquisition of assets is 19.14%, therefore it is considered an acquisition of assets with the size of more than 15% but not more than 50% according to the announcement on the acquisition or disposition of the Capital Market Supervisory Board No.TorJor.20/2551 Re: Disclosure of Information and Practices of Listed Companies in Acquisition or Disposition of Assets B.E.2547. The Company is required to disclose information on the entering into the transaction of the Stock Exchange of Thailand, and deliver circular to shareholder within 21 days from the date on which the information is disclosed to the Stock Exchange of Thailand.

The details of the asset acquisition transaction are shown in the Information regarding on the acquisition of assets of the Company as detailed in Enclosure 1.

Please be informed accordingly

Sincerely Yours,

(Mrs. Soonthree Chanlongbutra)

Chief Executive Officer



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Enclosure 1

**Information regarding the acquisition of investment in  
TM Nursing Care Company Limited "TMNC"**

According to the Board of Directors' Meeting No.3 / 2021 approved the purchase of newly issued ordinary shares in TM Nursing Care Company Limited ("TMNC"), where the Company holds 80.00% of the registered capital. Of TMNC, which the TMNC Board of Directors Meeting No. 3/2021 resolved to increase the registered capital of 175,000,000 baht from the original registered capital of 125,000,000 baht to 300,000,000 baht by issuing 1,750,000 ordinary shares with a par value of 100 baht per share offering to existing shareholders in proportion to their shareholding

The transaction to acquire the newly issued ordinary shares in TMNC is considered an asset acquisition transaction of the Company. In accordance with the Notification of the Capital Market Supervisory Board No.TorJor.20/2551 Re: Rules on Significant Transactions Categorized as Acquisition or Disposal of Assets dated 31 August 2008 and the amendment. And the announcement of the Stock Exchange of Thailand board Subject: Disclosure of Information and Actions of Listed Companies in Acquisition or Disposition of Assets, B.E. 2547, dated October 29, 2004 ("Notification on Acquisition or Disposition of Transactions" when calculating the transaction size according to the announcement of acquisition or disposition go Based on the Company's consolidated financial statements for the first quarter of 2021 ended March 31, 2021, it was found that the above transactions The highest transaction size according to the total value of consideration criteria is 19.14%, which is classified as the third type of asset acquisition transaction. With details as follows

**1. The Date of Transaction:** The transaction is expected to be completed within the second quarter of 2021

**2. Parties involved and Relationship with the Company**

Buyers	TM Nursing Care Company Limited ("TMNC")
Relationship with the Company	TMNC is a subsidiary. The Company holds 80.00% of the registered capital.

**3. General Characteristics of the Transaction**

The Company entered into the asset acquisition transaction. TM will enter into the acquisition of TMNC's new shares by the existing shareholding proportion. By acquiring 1,400,000 shares, totaling 140.00 million baht.

**The Board of Director are as follow;**

1. Mrs. Apirom Vejabhuti
2. Mrs. Soonthree Chanlongbutra
3. Mr. Supapong Chanlongbutra
4. Ms. Prae Chanlongbutra
5. Mr. Noppadol Noppakun

**Official Signatory:** Mrs. Soonthree Chanlongbutra with the seal of the company.

Transaction above not considered a connected transaction. The maximum size of transaction is 19.14% which is calculated based on the consolidated financial statement of the Company for the first quarter of 2021 ended March 31,2021 with the calculation of transaction size by 4 methods under the Acquisition or Disposal Notification is as follow:

The company will purchase TMNC's new shares in proportion to its shareholding. By acquiring 1,400,000 new shares with a par value of Baht 100. The total value is Baht 140.00 million.

Method	Details	Calculation <sup>1</sup> (Unit :Million Baht)	Transaction size
1. Value of the net tangible asset	$\frac{\text{Proportion of shareholding} \times \text{NTA}^2 \text{ of transaction in the company} \times 100^2}{\text{NTA of listed and subsidiaries companies}}$	n/a <sup>3</sup>	
2. Net operating profits	$\frac{\text{Proportion of shareholding} \times \text{Net Profit of the transaction company} \times 100}{\text{Net profit of listed company}}$	n/a <sup>3</sup>	
3. Total value of consideration paid or received	$\frac{\text{Value of investment}^4 \times 100}{\text{Total asset of listed company}}$	$\frac{140.00 \times 100}{731.41}$	19.14%
4. Value of securities issues for the payment of assets	$\frac{\text{Equity share issued for the payment of assets} \times 100}{\text{Paid-up shares of the company}}$	n/a <sup>5</sup>	

Note: <sup>1</sup> Calculated based on the reviewed financial statements of the Company as of March 31, 2021.

<sup>2</sup> Net assets (NTA) calculated from total assets - intangible assets - total liabilities - minority equity.

<sup>3</sup> Do not need to calculate because the company holds shares in the same proportion

<sup>4</sup> Calculated by using the proportionate investment value of 80.00 percent, total value of 140 million baht.

<sup>5</sup> Can't calculate since the company does not issue shares to pay for assets.



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The size of this transaction is considered an acquisition of assets with the size of more than 15% but not more than 50% according to the Notification on Acquisition or Disposition. The company has a duty to disclose information about the transaction to the Stock Exchange of Thailand and send a circular to shareholders within 21 days from the date of notifying the Stock Exchange of Thailand.

#### **4. Total Value of Consideration and Criteria for Determining the Value of Consideration**

The Company will enter into a transaction to purchase newly issued ordinary shares of TMNC in proportion to its existing shareholding. By purchasing 1,400,000 new ordinary shares with a par value of 100.00 baht, totaling 140.00 million baht.

#### **5. Objectives of the purchase of capital increase shares**

To maintain the shareholding that the company holds and to allow TMNC to have sufficient funds to operate its business.

#### **6. Source of funds**

The source of funds for the acquisition of the newly issued ordinary shares in the said company amounting to 140.00 million baht will come from the Company's working capital.

#### **7. Terms of the transaction**

-None-

#### **8. Opinion of the Board of Directors**

The Board of Directors having the opinion that the acquisition of TMNC's newly issued ordinary shares is a reasonable transaction. In order for the Company to maintain the shareholding that the Company holds and to enable TMNC to have funds to support its business operations. It will have the potential to generate returns for the company and its shareholders.

#### **9. Opinion of the Audit Committee and / or the Directors which is different from the Opinion of the Board of Directors**

-None-

Please be informed accordingly

Sincerely Yours,

(Mrs. Soonthree Chanlongbutra)

Chief Executive Officer