



WICE Logistics Public Company Limited

A large, curved blue graphic element on the left side of the cover contains a collage of logistics-related images: a large white cargo plane, several white WICE Freight trucks, and a large cargo ship with a tugboat in the foreground.

ANNUAL REPORT 2019

Index

Vision, Missions and Corporate Value	02
Important Financial Information	06
Achievement Award	08
Message from Board of Directors	10



← Business highlights

Business Overview	16
Conclusion of Performance	18
Assets used in business operations	43
Management Discussion and Analysis	45
Risk Management	58
Internal Control	60
Company shareholding structure in the group	64
Income structure	61
Transactions between related Companies	62
Shareholder structure	73
Dividend payment policy	74

→ Corporate Governance

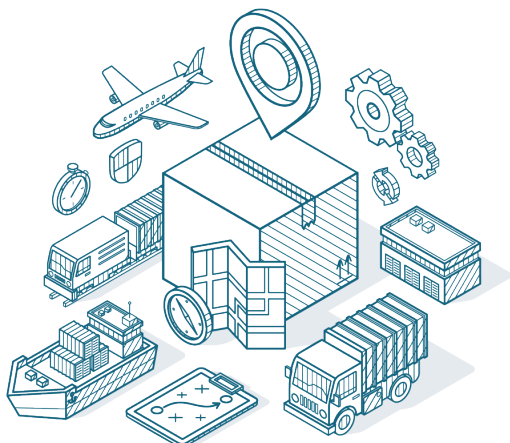
Corporate Governance	112
Policy for management and staff development	128
Sustainability Report & Corporate Social Responsibilities	132
Report of Nomination and Remuneration Committee	137
Report of Risk Management Committee	139

← Financial Report



→ Organizational structure

Board of Directors	78
Executive Team	86
Management structure	89



Report of Audit Committee	143
Report of the Board of Directors'	
Responsibilities for Financial Report	145
Independent Auditor's Report on Review of Interim Financial Information	146
Financial statements	147
Notes to consolidated financial statements	155
Auditor's remuneration and other service fees	197



Appendix

Information and other important information	199
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Vision

“

To be the Leader in Innovative Logistics
Services and Solutions Provider Company
for the Technology Industry in Asia Pacific

”



Missions

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WICE is Specialized in Providing Innovative Logistics Services and Solutions with Intelligence and Trustworthy.

”



Corporate Value



“

A Accountability

I Integrity

M Mutual Support

S Service Excellence

”

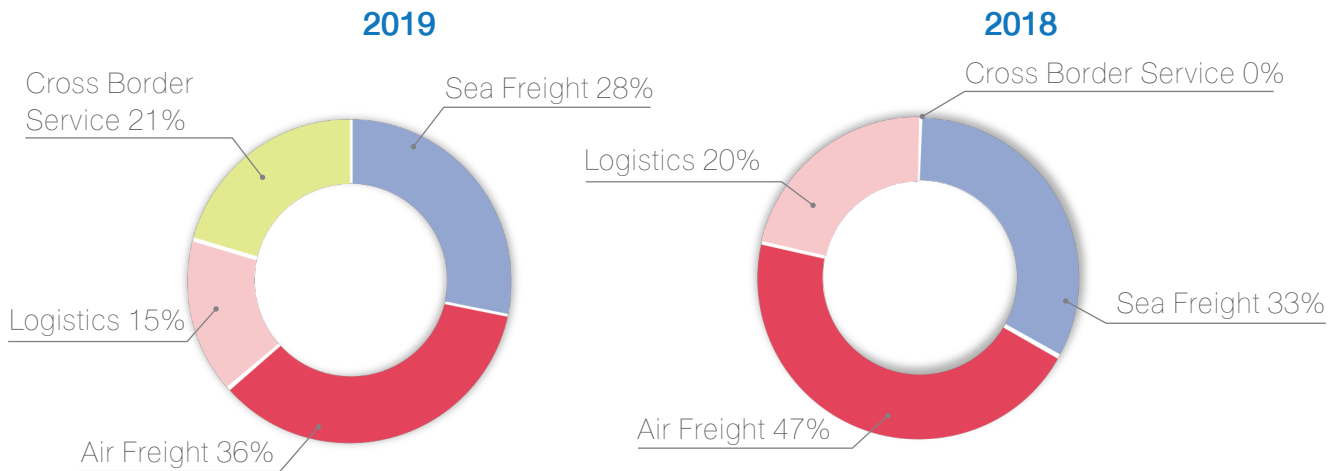
Important Financial Information

WICE Logistics Public Company Limited and its subsidiaries

Unit: Million Baht

TOTAL INCOME STATEMENT	2017	2018	2019
TOTAL INCOME STATEMENT			
Service income	1,396.37	1,832.11	2,220.88
Costs and Expenses	1,271.34	1,705.28	2,159.16
Profit Before Financial Costs, Income Tax, Depreciation and Amortization Including Dividends from Subsidiaries (EBITDA)	158.99	177.84	113.86
Profit for The Year	89.70	96.19	61.97
CONSOLIDATED STATEMENT OF FINANCIAL POSITION			
Asset	1,103.82	1,419.80	1,573.57
Liabilities	204.06	462.61	686.97
Total shareholders' equity	899.77	957.20	886.60
Equity attributable to owners of the company	777.59	805.45	806.77
FINANCIAL RATIO			
Book value per share (baht)	651.90	651.90	651.90
Profit attributable to equity holders of the company	1.19	1.24	1.24
Dividend per share (baht)	0.14	0.15	0.10
Dividend payment rate, profit for the year (%)	0.12	0.13	0.09
Profit margin for the year on service revenue (%)	76.56%	77.22%	70.57%
Book value per share (baht)	6.40%	5.20%	2.78%
Return on equity ratio (%)	10.18%	10.36%	6.72%
Return on assets (%)	8.26%	7.62%	4.14%
Cash flow rate (EBITDA) per asset (%)	14.65%	14.09%	7.61%
Debt to equity ratio (times)	0.23	0.48	0.62
Market price per share per earnings per share (times)	36.79	24.27	22.40
Net debt to operating cash flow (EBITDA) (times)	1.29	1.87	5.05

Business Profits



Achievement Award In 2019



OUTSTANDING INVERTOR RELATIONS AWARDS

The Company received the Outstanding Award from the SET AWARDS 2019 in the category of Investor Relations Awards (Market Capitalization of not more than 3,000 million baht). The Business Excellence Awards category is an award given to listed companies with outstanding performance in investor relations activities. Which will give importance to the participation of the whole organization in carrying out the activities



สมาคมส่งเสริมลงทุนไทย
THAI INVESTORS ASSOCIATION

Corporate Governance Report of Thai Listed Companies AGM Checklist

The company received an excellent rating or 5 stars The company received with a score of 100 points



Message from Board of Directors

Dear Shareholders

Exports are an important backlash for the Thai economy. Currently, Thailand relies on export earnings of about 70-75% of GDP or Gross Domestic Product, meaning that whenever the global trade situation is slowing and affecting exports That will be the cause of the negative factors of the Thai economy. Since the trade war between the United States With China going on Thailand, as a trading partner country, has inevitably been affected.

Looking back at the overall picture of Thai exports in 2019, it was found that Thai exports for the year 2019 were “Negative” for the first time in 4 years, from 2015 that had exported 214,309 million US dollars. By the year 2019, exports Thai exports were down 2.7% at a value of 246,245 million US dollars. The key factors that pushed Thai exports include 1) the global economic slowdown due to trade uncertainty. With issues of trade war as the main variable Causing production activities to slow down in many countries, trading partners of Thailand Political stability in Europe Including the uncertainty of leaving the EU in the United Kingdom 2) Low oil prices pressured exports of oil and oil-related products throughout the year 2019 3) Major industrial products such as automobiles and components Decelerated from increased competition in the primary market



Challenges in changing technology And control of production / export standards and 4) important agricultural products Affected by the price in the world market And supply shortage in some products

Although the overall export will affect the logistics business But the company still operates the business according to the vision and strategy to adjust to the situation By expanding trade routes, investments, and building alliances in key transportation strategic locations in Asia Support the expansion of goods and services movement. And also being the foundation for sustainable growth in the future

In the past, WICE has increased competitiveness.

Expand affiliate network The subsidiaries that WICE has invested in are considered an important logistics network that drives business growth in all business routes, including WICE Logistics (Hong Kong) Ltd., WICE Logistics (Singapore) Ltd. and associated companies. Capital Euroasia Total Logistics Co., Ltd. Provides business services Cross-border transport logistics to increase WICE's business opportunities in the international market. by providing cross border transportation logistics services between China Hong Kong and Southeast Asia In the model of the Cross Border along the One Belt One Road of China, which is the strength and important trade force of China in the future

In addition, the company has prepared to purchase ordinary shares of WICE Logistics (Singapore) Pte. Ltd. or "WICE SG" (formerly Sun Express Logistics Pte. Ltd. or "SEL") in the 2nd quarter of 2020, which WICE and shareholders WICE SG shares have agreed to allow WICE to exercise the right to purchase WICE SG ordinary shares for the remaining 30% of the total number of WICE SG shares by paying cash. Singapore Dollar The objective of the said transaction is to enable WICE SG to increase its potential in expanding overseas markets.

The most important mission of the company is to move the Thai logistics company to become International Logistics Services and Solutions Provider in Asia, where the company has linked alliances in various countries, creating the WICE brand to be recognized

internationally. And will continue to expand the network into important business cities continuously Lastly, on behalf of the Board of Directors, Weiss Logistics Public Company Limited would like to thank the shareholders for their trust in the company's operations. And would like to thank all the sponsors for their continued support of the company. We sincerely hope to receive this kind of honor and support from you forever.

The company wishes to adhere to management under the good governance principles. Give importance to every element In order to create a balance of benefits for every stakeholder, whether shareholders, business partners, partners, society, environment, and company employees. Along with creating the company's performance to grow together.

And would like to take this opportunity to thank all the management and staff of the company Who have cooperated together to perform duties with diligence And having responsibility in the work is an important part of helping to strengthen the Company operations Make the company stable and able to grow sustainably according to the organization's goals.



Mr. Ekaphol Pongstabhon
Chairman of Board of Directors

Message from Chief Executive Officer (CEO)

Dear Shareholders

WICE Logistics Public Company Limited (WICE) became a listed company on the Stock Exchange of Thailand in July 2015. For over 5 years, the company has significant business development, and continuously supporting operational potential. This can be reflected from the determination, determination of the management team and all employees.

For the year 2019, despite the negative export growth of 2.7% amid the global economic slowdown. And the trade war between the United States and China, but the company still operates business according to the vision and strategic plan by expanding trade routes, investment, creating a network of alliances in important transportation strategic points in Asia. Support the expansion of goods and services movement.

In the year 2020, the virus COVID-19, the company admitted that it was affected by business. Which has both advantages and disadvantages to the company's business operations. Due to more restrictions on transportation, such as transportation vehicles waiting to pass through the checkpoint, takes more time. Airport reduced flight but the company sees this crisis as an opportunity. Because the operator. Some logistics in China cannot accept jobs. Therefore, it is an opportunity for WICE to accept jobs from many new customers in China. Currently, the revenue proportion in China is at 26%. However, the company closely monitors the situation of the epidemic and the effects.



While the company is aiming to be the leader of the logistics service in the Asian region. With comprehensive services able to provide services covering important strategic trade areas by focusing on building a network of partners in the transportation business continuously in the future.

Along with creating both organic growth and in organic growth. Currently, the company is ready to provide a full range of customer services. There is expansion in existing customers. As well as expanding new customer bases both at home and abroad. Expansion of sea freight, Air Freight, customs services, Transportation in Thailand International transportation

Warehouse Management and cross-border transport logistics services

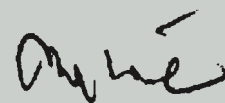
The company also operates with strong alliances in key Asian ports. The latest resolution is to approve the purchase of ordinary shares of WICE Logistics (Singapore) Pte. Ltd. or “WICE SG” (formerly Sun Express Logistics Pte. Ltd. or “SEL”), which WICE and shareholders of WICE SG have Agreed for WICE to exercise the right to purchase the remaining 30% of WICE SG’s ordinary shares by paying cash in the amount of Singapore Dollar 5,354,375. The objective of the said transaction is to enable WICE SG to increase its potential in expanding overseas markets.

As for the operational strategy by 2020, the company plans to reduce costs and prepare to adjust the management guidelines for the cross-border transport services network company Euroasia Total Logistics Co., Ltd. (ETL). For more efficiency Including expanding services for high-margin goods Especially electronic components and automotive parts Along with increasing the volume of the return trip To increase profitability and grow

The company is still determined to build a partner network continuously. To expand all types of businesses of the company to cover important transportation routes in the world To support the needs of customers in all aspects by looking for partners with the same vision to enhance the business potential for sustainable growth together in the future to enable WICE to become a International Logistics Services and Solutions Provider of Asia as planned

I believe that this year will be a year of challenges and talents. In the midst of a situation that has negative factors all around, but WICE will be determined to manage and develop the business to have potential. Ready to respond to all problems that occur I would like to ask all shareholders to help support the management and the company team. To be able to overcome obstacles and lead businesses to grow and grow steadily This is the most important goal of all executives and the WICE team. The company will continue to maintain the commitment and determination to fully manage. In accordance with good governance In order to generate profits and returns for shareholders in the future.

Finally, I would like to thank the shareholders. Business partners, customers and sponsors who always trust, trust and support the company. And most importantly, thank you to the management team and the operations team for all departments. That is dedicated and ready to adjust and face every situation Until this became the culture and the strengths of the organization In bringing the organization forward to the goal of strength and sustainability



Dr. Araya Kongsunthorn
Chief Executive Officer



Business highlights





Business Overview

WICE Logistics Public Company Limited) (“The Company” or “WICE”) stands for Worldwide Industrial Commercial Enterprise (formerly WICE Freight Services (Thailand) Co., Ltd.) established in 1993, being an international logistics service and solution provider for providing both import and export services by sea and air, customs clearance services, domestic transportation services, cross border transport services and warehouses mainly along with affiliates in many leading countries to support the needs of clients continuously and quickly.

Company Goals

The company has set business goals within the next 3 years as follows:

1. Being a leading company of one stop service international logistics, having a network and expand branches to cover the Asia-Pacific region and having a plan to expand its business to related businesses, in order to maintain a sustainable growth rate to support clients’ needs in the future.
2. The company focuses on providing Logistics Solutions services to meet a variety of client and maintain current client base, support the expansion of new client base, support the economic balcony development Eastern Economic Corridor (EEC) project, strategic Plan under Thailand 4.0 of the Thai Government and to enable the company to grow continuously in the future.
3. The company has plans that focus on providing services that have gross margin in criterion as good to maintain the gross profitability to be at a competitive level in the industry and make more return to shareholders.

Subsidiaries information

1. WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited) established on 21 October 2002 with registered capital of 54 million baht and changed its name on 11 September 2019, operating business of warehouse services

and supply chain management services. Currently, the company is a major shareholder, 99.99% of the paid-up capital.

2. WICE Logistics (Singapore) Pte. Ltd. (Formerly Sun Express Logistics Pte. Ltd. (“SEL”), established on 5 January 2002, is a leading international shipping company in Singapore that providing one stop service, having variety of flights that meet client needs 24 hours. There are offices and warehouses located in Changi Free Zone Airport and receive the rights to transport through ULD-Unit Load Device, resulting in convenience and speed in delivering cargo. On 28 July 2016, the company purchased common stock of WICE Logistics (Singapore) Pte. Ltd. in the amount of 700,000 shares, representing 70 percent of all common stocks.
3. WICE Logistics (Hong Kong) Ltd or “WICE HK” (Formerly Universal Worldwide Transportation Limited (“UWT”)) established in 1992, providing air and sea freight services under the control of Master Air Waybills and Ocean Bill of Ladings to Europe, East Asia, including mainland China from Hong Kong and there is branches in Guangzhou, Shanghai and Shenzhen On 4 January 2018, the company made an agreement to purchase common stock of WICE Logistics (Hong Kong) Ltd. at the amount of 80,000 shares, representing 80 percent of all common stocks.
4. On 14 September 2018, WICE invested for establishing a new joint venture that is EUROASIA TOTAL LOGISTICS CO., LTD. or “ETL” (Joint Venture Company) in order to operate a business of cross-border transport services between China, Hong Kong and Southeast Asia with Mr. Lee Yik Chieh (Malaysian) and Miss Kritchawan Suechareonchai in proportion of 40% and has power to control its financial and currently has subsidiaries in 3 countries such as Malaysia Vietnam and China.

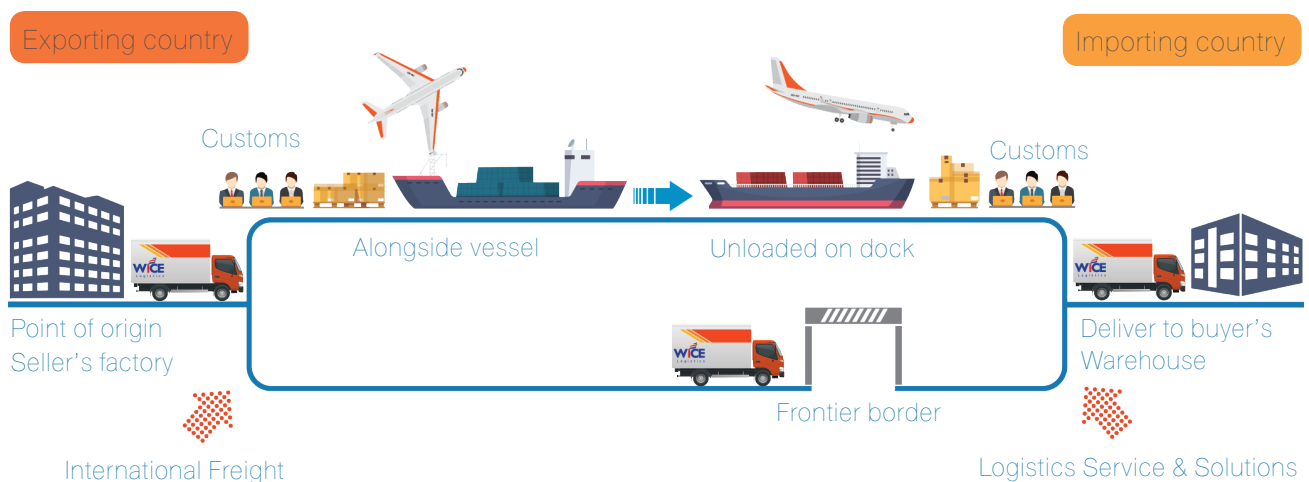
"WICE" Timeline



Conclusion of Performance

Type of Service Provision

WICE Logistics Public Company Limited and subsidiary companies are integrated International Logistics Services and Solutions Provider both import and export by Sea Freight (both full container load and less container load) and Air Freight, Customs Formality service and domestic transportation to support various requirements of customers including Door to Door Transportation which means providing transportation service from the factory of source customer until the factory of destination customer as Exporter is responsible for all transportation costs and Ex-work Transportation which means transportation service that Importer is responsible for transportation costs from Exporter's factory until the destination recipient.



International Logistics Flow

The Company and subsidiary companies are Freight Forwarders both import and export by **Sea Freight** and **Air Freight** covering more than 100 countries by highly skilled and experienced team work in logistic system who is well prepared to be consultant and providing suggestions in international transportation management as well as planning and design transportation route being consistent to customer's requirement to constitute the most efficiency by considering time period of transportation, cost of transportation, type/character of transported goods, convenience of customer in transportation management etc. The Company and subsidiary companies are Freight Forwarders with Non-Vessel Operation Common Carrier or N.V.O.C.C and the Company and sub-

sidiary companies will provide vessel or air plane from transportation operators which mean shipping lines and airlines which are appropriate for providing services to customers as well as coordination with Oversea Agent who is deemed as Business Partner of the Company in other countries in transporting goods to recipient safely within the defined period of time. International transportation services of the Company and subsidiary companies can be divided as follow:

1. Sea Freight: The Company is Freight Forwarder which emphasizes on Sea Freight Service as the Company will provide vessel and container from the leading, renowned and reliable shipping line. The Company will consider in making contract with the shipping liner and negotiation and reservation of ves-

sel which is appropriate for the requirement of each customer as the Company has expanded networks by participation in associate members such as CGLN under WCA Family Network rendering the Company can currently provide Sea Freight service covering main ports in important trade zones in many countries and the major market is still the United States of America market as the Company has highly experienced and skilled in shipping route Thailand-the United States of America initially and followed by these major markets; China, Japan and the Philippines.

Great number of goods can be loaded in each Sea Freight and transportation cost is cheaper than Air Freight which is appropriate mainly for non-urgent

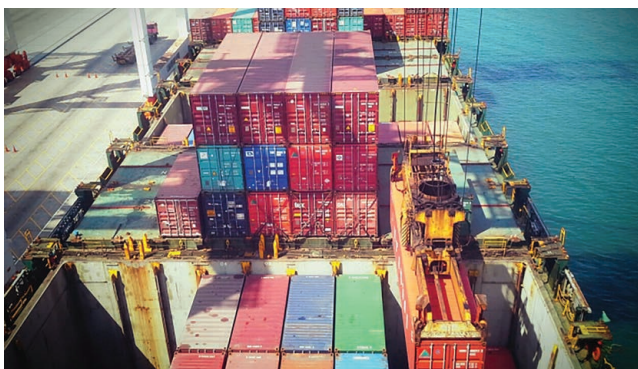
goods such as electronic products (finished goods), automotive parts, steel structure and construction materials and canned food etc. In Sea Freight, goods will be loaded in container which is convenient and rapid for removal, container is divided into 2 main sizes such as 20-foot container which is appropriate for heavy goods with less quantity and 40-foot container which is appropriate for light goods in much quantity. Moreover, there many forms of container as follow: Dry container, temperature-controlled container (Reefer) and Open Top container etc. to respond customer's demand and being appropriate for type of transported goods

Quantity of Sea Freight of the Company and Subsidiary Companies in 2017-2019

Unit : : TEU*

Type of Services	Quantity of Containers per year		
	2017	2018	2019
Export	18,870	18,590	25,520
Import	8,527	8,777	9,962
Total	27,397	27,367	35,482

Remark: * Twenty Foot Equipment Unit



Sea Freight is divided into 2 types as follow:

- **Full Container Load (FCL)** means goods that loaded in full container belong to merely one customer, the container is not used concurrently by other customers. It is appropriate for transporting great number of goods. After goods are loaded until container is full, the container is not opened until it is arrived at its destination. The Company will implement from contact with shipping line, negotiation of freight charge, reservation of vessel, providing appropriate container for goods, design shipping routes, goods delivery for loading as well as following up goods status until arrival at Port of Discharges, preparation of Customs Formalities and coordination with foreign agent in delivering goods to recipient. Most customers in this type are importers-exporters.
- **Less than Container Load (LCL)** means goods that loaded in the container belong to more than one customer and area of the same container is divided for co-using of each customer who has insufficient quantity of goods to rent container to load its goods specifically. The Company will be responsible for collecting goods from each customer to be loaded in the container by calculating area for goods arrangement and preparing Control Plan and sending to goods loader at the port in Container Freight Station.

2. Air Freight: The Company and subsidiary companies are Freight Forwarder which emphasizes

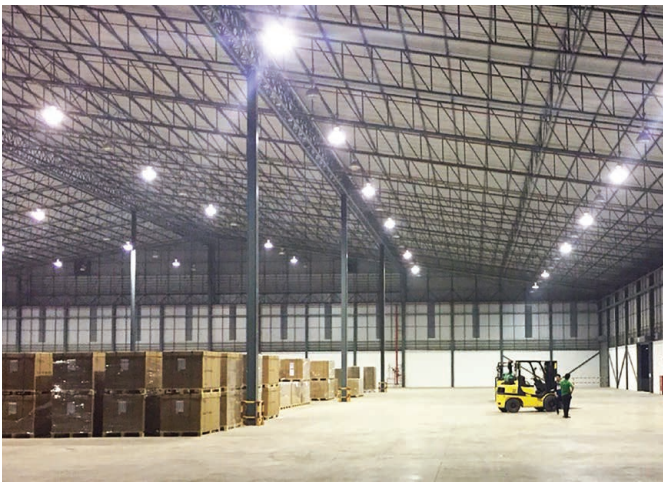
on Air Freight Service as Air Freight is highly potential transportation which is appropriate for the international transportation that requires rapidity within limited period of time, it is highly flexible transportation responding changing and time with higher cost Sea Freight. Most goods transported by Air Freight are less quantity or high value products which require special carefulness. Subsidiary companies will contact and making reservation of the airline in accordance with flight schedules and requirements as defined by customer by considering rapidity, punctuality and customer saving cost. The Customer can provide Air Freight covering important trade zones in many countries where main markets are in Asia regions such as Singapore, Hong Kong and China and most goods are electronic parts.

Management of international Air Freight emphasizes on rapidity and product skills particularly goods in Electronics Group as subsidiary companies can provide urgent delivery service within 24 hours from Singapore to Thailand in form of Door-to-Door which is deemed as value added service. Moreover, subsidiary companies still provide supplement service for customer in case of emergent transportation such as Hand Carrier within 24 hours from Chiangmai-Bangkok-Shanghai etc. Apart from the aforementioned transportation, subsidiary companies still provide consultation service in management of logistic system by seeking logistic system managing method concurrently with customer in order to save transportation cost for customer in term of Combined Cargo from many subpliers of each customer for simultaneous transportation to save transportation cost for such customer.

Quantity of Air Freight in 2017-2019

Unit: ton

Type of Services	Quantity of Transportation per year		
	2017	2018	2019
Export	2,634	9,016	9,622
Import	4,290	8,597	6,543
Total	6,924	17,613	16,165



3. Logistics Service

3.1 Customs Broker and Transport

The Company has policy in providing Customs Formality service concurrently with domestic transportation

Customs Broker

International import or export requires Customs Formalities before loading goods up/into ship/airplane and subsidiary companies provide Customs Formality services and Customs Broker service in goods discharge including preparation of related documents and suggestions of tax benefits of import-export for customer. The aforementioned services require expert in Customs Formalities who has good knowledge in rules and regulations of import-export, any company which provides Customs Formalities, must have at least one expert in Customs Formalities working permanently

in the office and successfully passing examination at Customs Department. The Company and subsidiary companies currently have 7 experts in Customs Formalities and Senior Consultant who is former Director of Customs Formalities (who is currently retired).

Customs Broker is divided into 2 types which is Custom Brokers in general standard and Authorized Economic Operator (AEO), the Company has Customs Broker in AEO Standard which is recognized in international level. Elevation of AEO Standard requires qualifications which are accepted by criteria defined by Customs Department and the status will be reviewed in every 3 years. The Customer elevated Customs Broker in AEO Standard in 2016 according to the action plan and privileges of Customs Broker in AEO Standard are available as follow: exception from good inspection,

exception from sampling of exported goods, guarantee of Customs Broker in AEO Standard can be used as to substitute payment or guarantee of transporter etc. which constituted rapidity of Customs Formalities and goods discharge and creating reliability to the Company and subsidiary companies.

Quantity of Customs Formalities in 2017-2019

Description	Quantity of Customs Formalities per year		
	2017	2018	2019
Quantity of Shipment	16,047	16,641	14,125
Quantity of containers	32,045	32,886	37,802

Transport

The Company provides domestic transportation to support international transportation business for facilitation of customers, the Company provides domestic transport by using Dump Truck, 6-wheel truck and 4-wheel truck etc. Transportation service is provided from port/airport to the destination defined by customer such as customer's factory or warehouse or loading goods from the factory or warehouse to port/airport.

As customers who use the aforementioned service must be customers who use international transportation services of the Company and subsidiary

companies because the Company and subsidiary companies consider that the foregoing service will increase facilitation for customers in removing goods from port/airport to the destination. The Company and subsidiary companies are responsible for providing appropriate transporting vehicles to provide transportation service to customers, the Company currently has transport service unit at Laem Chabang and subsidiary company has its branch at Suvarnabhumi Airport. The Company has transportation trucks in conclusion as follow:

Number of Trucks in 2017-2019

Unit: truck

Description	Total of truck		
	2017	2018	2019
Dump Truck	27	31	31
Trailer Truck	37	45	45
6-wheel Truck	4	2	3
4-wheel Truck	6	4	4
Total Number	74	82	83

Quantity of Domestic Transportation in 2017-2019

Unit: container

Description	Quantity of Transport per year		
	2017	2018	2019
Number of containers	32,045	32,886	23,625

Safety Standard of Truck Transportation

The Company and subsidiary companies emphasize on safety standard in transport provision as the first priority concurrently with punctuality as the Company and subsidiary companies are well aware of using high performance trucks as well as selection qualified personnel as an important part in implementation in accordance with the set target and delivery to the defined destination in safety without any damage of customer's assets. All trucks of the

Companies and subsidiary companies are in standard as defined by laws, truck inspection must be made before using and preparedness of driver must be inspected before driving. The Company is certified Service Quality Standard for Truck Operation (Q MARK) from Department of Land Transport, Ministry of Transport as well as GPS system is used in implementation and efficient management of vehicles. GPS is equipped to truck body for tracing its location during working in recording and speed control for appropriate driving etc.



3.2 Warehouse Service: in order to expanding as an integrated logistic service, the Company has expanded warehouse service to cover customer's requirements as the Company currently provides warehouse service in 3 forms as follow:

- Multisusers Warehouse is used to store goods in term of raw materials or finished goods for storage and delivery to manufacturing factory, delivery goods to client of customer or used to store finished goods of customer waiting for delivery to internal customer or for export.

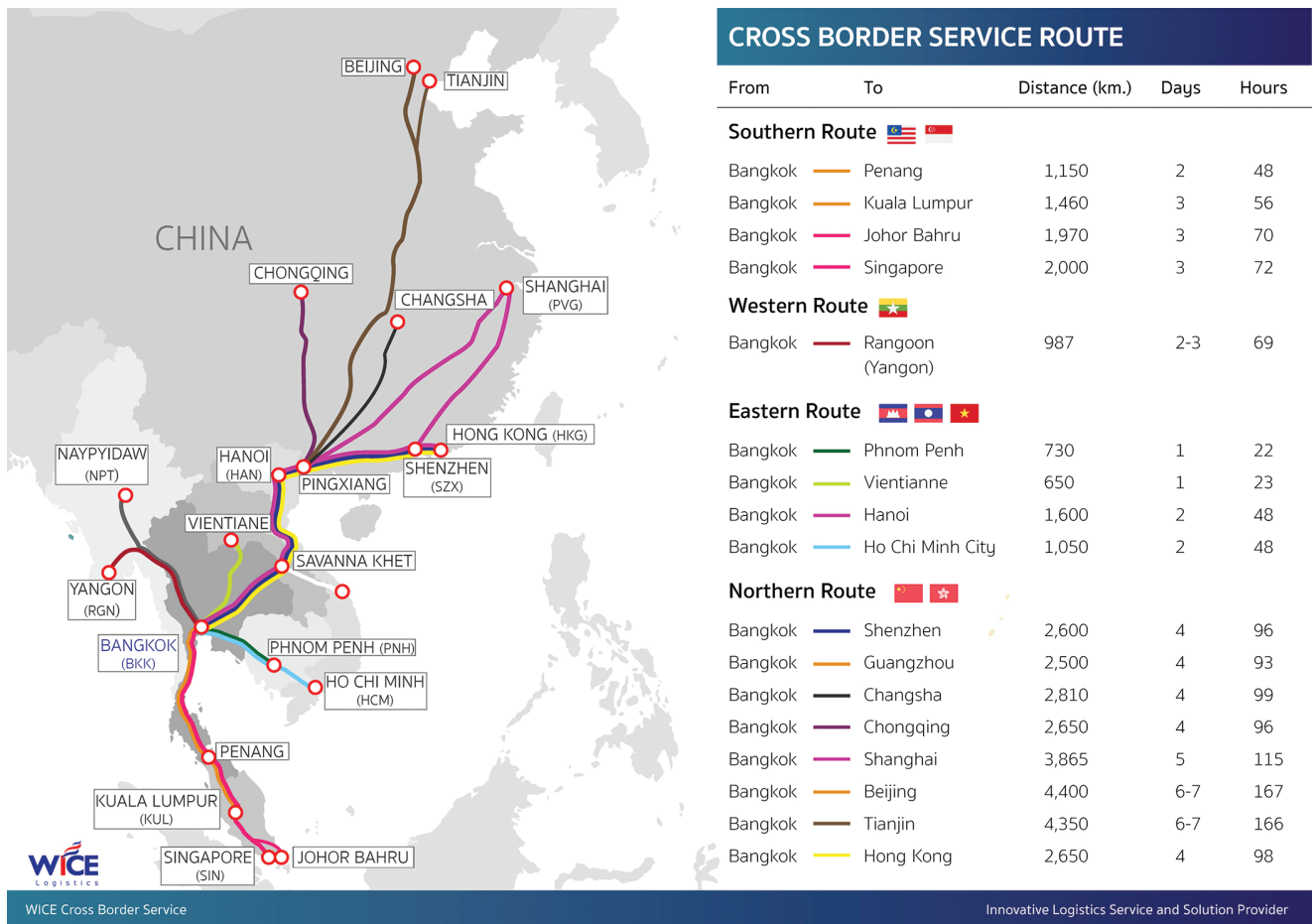
- Dedicated Warehouse is designed for specific customer in order to respond the requirement of such customer such as being warehouse located in the area defined by customer which may be close to customer's factory or close to its customers or designed to respond other requirements of customer depending on conditions and agreements between and the customer.
- Onsite Warehouse Management as the Company provides warehouse management on customer's site by designing procedural steps in warehouse, personnel planning in warehouse, recruitment of operating personnel and working control in customer's warehouse according to Key Performance Indicators (KPI) agreed mutually with customer.



4. Cross Border Service: CBS

As Thailand has connected borders with neighboring countries such as Malaysia, Laos, Cambodia and Myanmar where there is border trades and delivery normally. Later there is an increase of transportation development to the countries where their borders are connected each other such as there is cross border transportation to Singapore via Malaysia, cross border transportation to Vietnam via Laos. In current, there is an additional transportation development to the countries where their borders are connected each other such as cross border transportation to China via Vietnam and Laos. The Company can currently provide transport service from Singapore to China by receiving goods from Singapore and transporting via Malaysia, Thailand, Laos and Vietnam before entering to China.

Regular Transportation Routes of the Company in current



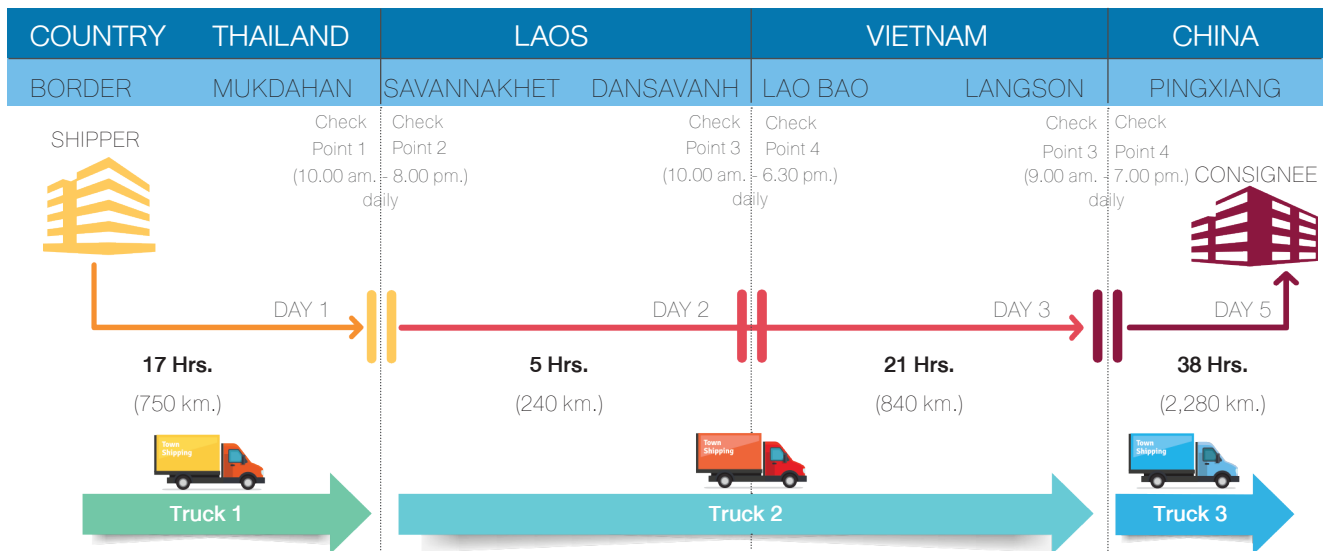
The Company emphasizes transport service in this route because it is the region where main markets of customers are located as well as there were some problems in Sea Freight within the preceding period whether weather conditions or density of container quantity constituted delay in transportation, therefore, Cross Border Service (CBS) is another option of the Company's customers.

Moreover, this route is the main route connected

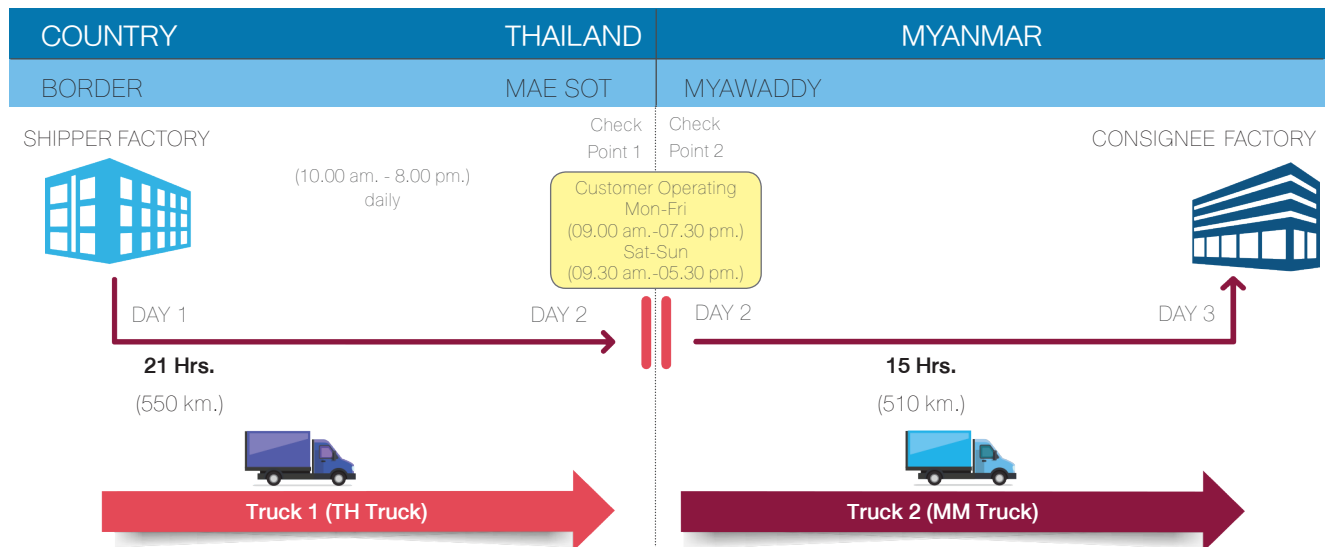
transportation between Group of ASEAN Countries-China and transportation in this route can connect directly to China Railways Express to other countries in Europe under One Belt, One Road (OBOR) of China.

The Company currently emphasizes on Cross Border Service (CBS) both in form of Full Truck Load (FTL) and Less than Truck Load (LTL) via two main routes:

1. Thailand-China
2. Thailand-Myanmar



Cross Border Service in form of FTL, Thailand-China Route



Cross Border Service in form of FTL, Thailand-Myanmar

Cross Border Service (CBS) in form of Full Truck Load (FTL) of the Company is different from other service providers in the market as follow:

1. Cargo container which goods are loaded into by goods delivering customer at the source factory is the same container which goods receiving customer at the destination.
2. The Company uses Lift on, Lift off (LoLo) Charges in each border in lifting container from one truck to another truck without Transload or Unload goods from one

container loading into another container at the border to prevent goods from damage.

3. Air Suspension system is installed in the Company's trucks in order to reduce vibration throughout transportation route, the system can reduce damage of product.
4. The Company emphasizes on goods safety by using Smart Log system which containers of the Company cannot be opened from exterior by any other person.
5. The Company uses system in inspection and

management transportation routes of truck by Command Center throughout 24 hours.

It can be seen that Cross-Border Service (CBS) of the Company is another service which customers are satisfied with it.

Markets and Competition

Marketing Strategies

As executives of the Company and subsidiaries companies have high experiences, knowledge and skills in international transportation business both by Sea Freight and Air Freight including domestic transport service by dump truck-trailer truck, therefore, the Company can be developed and recognized widely and being one of Freight Forwarder with quality in standard, integrated services both diversity of types of service and covering transportation routes in many countries as well as management system of Freight Forwarder is certified by ISO9001: 2015 Standard from TUV NORD and the Company has policy in maintain good relationship with customers and business allies regularly and the Company has competitive strategies in maintain the existed customer base and increasing market share of the Company as follow:

(1) Providing various Forms of Service

The Company and subsidiary companies provides various forms of service by provision of international transportation both import and export markets by Sea Freight (Full Container Load and Less than Container Load) and Air Freight to support various requirements of customer which is providing service covering reservation of ship within the best cost, providing Customs Formalities both at port of shipment and port of discharges, providing warehouse and distribution services, preparing all transportation documents, providing transport truck for receiving-delivery of goods, other services such as preparing packaging (in case of requested by customer), providing goods insurance etc., providing consultation of import-export, supervising and following goods

status until arriving at port of discharges as well as coordination with Oversea Agent in arranging and delivery goods to recipient in safety within the defined period. In provision of the foregoing integrated services is value added service and providing facilitation for customer, reducing cost and steps of communications of many related organizations as the Company emphasizes on Door to Door service which is providing transportation service from customer's source factory until delivery to customer's factory at the destination and Ex-work service is transportation service which importer is responsible for transportation cost from the factory of exporter until delivery to recipient at the destination.

(2) Provision of Quality Service

The Company and subsidiary companies emphasize on quality of services presenting to customer responding to customer's requirements with rapidity, correction and reliability by studying customer's requirements, preparing the appropriate transportation form and route by presenting at least 3 forms of transportation for customer's option. After customer has decided to choose, the Company will contact shipping line/airline for reservation/negotiation freight charges, coordinating with Oversea Agent, preparing all transportation documents correctly and rapidly as well as providing consultation and solving problems for customer that is why the Company has been trusted by both internal customers and international customers continuously. In order to control quality of service provided for customers, correction of document in significance and to render efficiency of service provision process, the Company has developed IT system which can increase potential and reducing repetition of work by receiving Certificate on Elevation of Business Management Quality under Logistics Quality Standard issued by Department of Business Development, Ministry of Commerce in 2013 and Certificate of Logistics Quality Standard Assessment

in “Good Level” issued by Department of Business Development, Ministry of Commerce in 2012. Moreover, the Company has received National SMEs

Excellence Award in Logistics Group from Office of Small and Medium Enterprise Promotion (OSMEP) in 2010, 2011 and 2012.

(3) Expansion of Branches in Overseas

Businesses of the Company cover service provision both internally and internationally, therefore, foreign branches constitute the Company’s competence in competition and providing services to customer rapidly particularly in ASEAN countries which are potential markets and growing continuously

(4) Geographical Proficiency

The Company has geographical proficiency and expertise in Sea Freight in Thailand-the United States of America shipping route for more than 20 years which can receive and deliver goods to every states of U.S.A. both in form of Door to Door, Full Container Load (FCL) and Less than Container Load (LCL). The U.S Government imposes Logistic Business Control Law and Parole Bond totally 150,000 U.S. Dollar must be paid to FMC Regulation (Federal Maritime Commission) to protect consumer who is affected by damage due to transportation which is different from other markets where the similar law is not imposed. The Company has already paid Parole Bond to FMC, it is deemed as an advantage of the Company because competitors are reduced. Moreover, using shipping liner in Thailand-U.S.A. shipping route, either exporter or goods delivery company, Services Contract must be entered into with the shipping liner prior using services. The Company currently make Services Contract with shipping lines in Thailand-U.S.A. shipping route totally 7 companies as well as having agent in U.S.A. being responsible for coordination and providing Custom Formality service when goods are arrived at the port as well as delivery goods to recipient at the destination, the foregoing Overseas Agent has been working with the Company

for more than 20 years, moreover, our subsidiary companies have high experiences and skills in Air Freight in Southeast Asia region and China.

(5) Preparedness of Qualified Personnel

As transportation management business is one of service business, therefore, personnel is deemed as an important factor and highly experienced and skilled personnel are required in working correctly, precisely and being flexible in providing services and being service minded which constitute confidence and satisfaction of service provision among customers. The Company has prepared personnel and knowledge and skills development plan to be consistent to expansion of business by emphasis on recruitment of personnel who have qualifications corresponding to the Company’s requirements as well focusing on personnel development by organizing employee trainings continuously, the Company has prepared Annual Training Plan as each employee must attend at least 5 training courses or 48 hours per year in order to provide knowledge, ability and working skills for employees as well as evaluation working performances for determination and consideration of the appropriate remuneration to formulate morale and encouragement in working and the average working year of employees of the Company and subsidiary companies is 5 years. Moreover, international transportation and management service requires better knowledge and understanding in rules and regulations of import/export, therefore, the Company and subsidiary companies prepare qualified personnel to provide services to customers. Employees who receive License of Customs Specialist working permanently with the Company and subsidiary companies totally 6 persons in providing suggestions to employees in other departments.

(6) Formulation of Business Alliance

Business of the Company grows mainly due Sea Freight management service by having considerable expertise in Thailand-U.S. A route for more than

20 years which constituted good relationships with shipping liners in the foregoing route. Later the Company expands its service in other routes and relations among other shipping liners increases. In current, the Company can provide shipping from shipping liners more than 15 companies. While business of subsidiary companies grows mainly due to Air Freight which constituted good relationships with airlines more than 10 companies. Moreover, Oversea Agent who is deemed as an important business ally or business partner, acting as an agent of the Company and subsidiary companies in coordination in providing international transportation service in the country where each Oversea Agent being responsible. In current, the Company has Oversea Agent covering more than 100 countries across the globe, moreover, the Company and subsidiary companies participate in Associate Member both internally and internationally such as TIFFA, TAFA, CGLN under WCA Family Network.

(7) Ability in Cost Administration

As the Company and subsidiary companies are entrepreneur in conducting international transportation and management service for long period of time and our businesses grow continuously with regular transportation quantity. The Company and subsidiary companies prepare planning and reservation of shipping/airline in great quantity which results the Company and subsidiary companies can negotiate price with shipping liners/airliners in order to administer cost of freight charges which is the main cost, the aforementioned cost administration increases competitiveness of the Company and subsidiary companies in presenting an appropriate quotation to customer which can reduce cost of transportation for customer likewise.

(8) Maintaining Existed Customer Base

Existed customers are customer base which creates main income of the Company; therefore, the Company and subsidiary companies emphasize on

maintaining the foregoing customer base as much as possible by focusing on creation of good relations between the Company and the aforementioned customer base. Employees of the Company make contact with the existed customers regularly both by personal visit or by telephone contact enquiring about using and presenting services to keep abreast of the requirement as most of customers are importers-exporters who require using regular service and trying to make group of existed customers to increase quantity of service usage comprehensively. Strategy in maintaining this customer base is consisted of maintaining quality of service, facilitation in communications, on-time delivery and the Company will prepare Customer Satisfaction Questionnaire in order improve better quality of services.

(9) Expansion of Service Provision

The Company has prepared service increase plan in term of service enhancement in any specific service such as provision of import-export service or providing Sea Freight service concurrently with Air Freight service including Customs Broker and transportation service or expansion of Port area. Moreover, there is an expansion of related business such as warehouse service as the Company considers that this is business opportunity and adding value of service as well as expanding its branches in overseas when there is an appropriate business opportunity including expanding customer base to new markets to support requirements of customers in each different industry by preparing website of the Company and subsidiary companies at www.wice.co.th to publicize services of the Company and subsidiary companies for general public and customer to access conveniently.

Customer Target Group

Customer target group of the Company and subsidiary companies is medium size and large size entrepreneurs by consideration of quantity of service usage and registered capital as well as ability of gaining

profit. Customers of the Company and subsidiary companies are dispersed in other industries and the main goods which the Company and subsidiary companies have provided international transportation such as electronic products, automotive part products which are divided into type of service usage of customers as follow:

Type of Services	Type of main Products	Main import-export countries
Sea Freight	Electric appliances and office equipment/ computer, automotive parts, canned food, steel and construction materials	U.S.A, Japan, China, and ASEAN Countries
Air Freight	Electronic parts, automotive parts	China, Hon Kong, Singapore

Moreover, the Company and subsidiary companies can provide international transportation and management service for customers in other industries such as chemical industry, garment industry and plastic industry etc. The main customers of the Company and subsidiary companies are divided as follow:

(1) Importer & Exporter is the main customer of the Company and subsidiary companies which is calculated as 90% of service income in 2019

(2) International Co-Loader is customer who conduct the same business as the Company, it means providing Sea Freight service without making Service Contract with ship liner or being company which goods quantity is insufficient for using Full Container Load, therefore, it is necessary to use both Full Container Load and Less than Container Load services of the Company. This customer group is deemed as business ally of the Company which is calculated as 10% of service income in 2019.

The Company and subsidiary companies are transport service provider by dump truck and trailer truck as the aforementioned service will support merely the international transportation and management service. Therefore, customers of the Company and subsidiary companies must be continual customers in using international transportation and management service of the Company or subsidiary companies and the Company and subsidiary companies will provide an appropriate truck to receive goods from the customer's factory and transporting to the port for export or receiving goods form the port to deliver to the customer's factory in case of import etc. which is value added of service and providing facilitation of customer in integration. The Company has proportion of income from the integrated service as follow:

Customer Group	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Customer uses integrated services*	1,097.12	78.57	1,514.38	77.28	1,146.30	63
Customer Group uses other services**						
1. Customer uses merely Freight service	209.40	14.97	288.85	14.74	349.09	19
2. Customer uses Warehouse, Custom & Transport services	89.85	6.46	156.38	7.98	316.08	18
Total Service Income	1,396.37	100	1,959.6	100	1,811.47	100

Remark: * Customer uses integrated services means customer who uses Freight service and other services such as Door-To-Door /Door-To-Port/ Port-To-Door Services)

** Customer uses other services mean customer who uses any specific service such as Freight, Warehouse, Custom &Transport Services

Customers of the Company and subsidiary companies are dispersed in other industries without depending on any specific customer as the first 10 ranks of customer in 2019 have the approximate proportion of income 40% of total service income and there is not any customer has proportion of income more than 10% of total service income.

Pricing Policy

The company and subsidiary companies have pricing policy which is appropriate for customer

by consideration of form of service provision and conditions. The process of providing both internal and international transportation services will be adjusted consistently to the requirement of each customer. Main factors used in consideration of service charges will be form of transportation, transportation route, transportation period of time, goods quantity and types of goods etc. The Company and subsidiary companies will calculate service charges according to type/character of service provision as follow:

Type of Service Provision	Calculation of Service Charges
SEA FREIGHT(EXPORT/IMPORT)	FCL: calculating according to number and size of containers and transportation route
	LCL: calculating according to capacity (cubic meter) or by weight (ton) depending on which number is higher
AIR FREIGHT(EXPORT/IMPORT)	Calculating by weight (kilogram) or by capacity (cubic meter) depending on which number is higher
CUSTOMS	Calculating according to number of Bill of Lading, number of containers and type of goods
TRANSPORT	Calculating according to type of truck and distance
WAREHOUSE	Calculating according to usage space, handling cost and period of time

Pricing Policy is as follow:

1. Pricing is defined by customer's budget by presenting services which are consistent to customer's requirement under budget defined by customer.
2. Pricing is defined by cost price plus the appropriate Gross Profit Margin in compliance with supply and demand in the market by pricing must be competitive in the market.
3. Pricing in comparison with competitors by presenting superior services by consideration of the actual cost and business opportunity to obtain new customer base as factor in making decision.

As the Company will consider pricing from competition of the market at the moment and requirement of each customer simultaneously.

Distribution and Distribution Channels

Distribution channels of the Company and subsidiary companies are divided into 2 channels as follow:

1. Direct Contact with Customers: it is the direct contact with customers via Sales Team of the Company and subsidiary companies or contact via website of the Company and subsidiary companies at www.wice.co.th. Service provision by making direct contact with customers is an average proportion of 80% of service income as Sales Team of the Company is responsible for contact and visiting customers to present service which is appropriate for customer after the Company has received an opportunity to provide service, the customer always uses our services continuously. The main responsibilities of Sales Team of the Company are as follow:

- Taking care of Active Clients, responding customer's requirements including creation goods relations with customers and trying to present services to customers for more usage in order to increase market share in existed customer base.

- Emphasis on expansion of new customer base in the defined target market to support requirements of customers in each different industry.

2. Contact with Customers via Oversea Agent:

it is an average proportion 20% of service income as Oversea Agent is responsible for coordination in providing transportation service in the country where each Oversea Agent being responsible on behalf of the Company and subsidiary companies. Oversea Agent is deemed as business partner as Oversea Agent will provide suggestions and authorized the Company to take care customers of such Oversea Agent in providing transportation in Thailand likewise.

As the Company has participated as Associate Members both internally and internationally such as TIFFA, TAFA, CGLN under WCA Family Network which is deemed as another publicizing channel for the Company being recognized by trade partners and customers.

Industrial Conditions and Competition

Industrial Conditions

"Logistics Management means other working processes which are related to planning, implementation and working control of the organization including management of information and related financial transactions in removal, storage, collection, distribution of goods, raw materials, component parts and service to reach the most efficiency and effectiveness by consideration of requirements and satisfaction of customer in significance" (Resource: definition of Council of Logistics Management)

Logistics of Thailand Report in 2019 indicated that cost of logistics in Thailand in 2018 was totally 2.11 trillion Baht increased 5.1% from 2017 or it was calculated as 13.60% of Gross Domestic Product (GDP) which was reduced from 13.80% from 2017. Cost structure of logistics is consisted of cost of goods transportation, cost of inventory storage, and logistic

administration cost and cost of goods transportation is the main element of the total cost of Thai logistics which is approximately 54.10% of the total logistic cost, followed by cost of inventory storage and administration cost is 36.80% and 9.10% of the total logistic cost respectively and 3 elements are calculated

as 7.3%, 4.9% and 1.2% of Gross Domestic Product (GDP) respectively (Information source: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Transport). Thailand has Import and Export Values as indicated in the following Table:

(Unit: trillion Baht)

Year	Trade Value	Export Value	Import Value
2010	11.97	6.11	5.86
2011	13.69	6.71	6.98
2012	14.89	7.08	7.81
2013	14.57	6.91	7.66
2014	14.72	7.31	7.41
2015	14.13	7.23	6.90
2016	14.45	7.53	6.90
2017	15.64	8.01	7.63
2018	16.19	8.09	8.10
2019	15.07	7.03	7.44

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department

As Thailand is an Open Economy country which means being the country making contact in trading goods and services with neighboring countries. Therefore, international trading plays a leading role in

development and driving the expansion of national economy and the 5 top ranks of export market of Thailand with the most export value is concluded as follow:

(Unit: trillion Baht)

Rank	Country	Export Value		
		2017	2018	2019
1	U.S. A	0.90	0.90	0.97
2	China	1.00	0.97	0.90
3	Japan	0.75	0.79	0.76
4	Vietnam	0.39	0.41	0.37
5	Hong Kong	0.42	0.40	0.36

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department.

Due to information in the foregoing Table, it indicates that in 2019, Thailand has the most export value to China to replace China which used to be 1 Rank in 2016 and 2017, followed by Japan and Vietnam respectively

Structure of export goods of Thailand is consisted of industrial goods, agricultural goods, agro-industry goods and mining products and fuel. In 2019, the top 5 ranks of export goods with the most export value are as follow: 1) Automobile, equipment and components 2) Computer, equipment and components 3) Jewelry and accessories 4) Rubber products 5) Polyethylene Resin.

The top 5 ranks of main import markets of Thailand are consisted of U.S.A, China, Japan, Vietnam and Hong Kong with the following import values as follow:

Unit: trillion Baht

Rank	Country	Import Value		
		2017	2018	2019
1	U.S.A	0.51	0.49	0.55
2	China	1.51	1.62	1.58
3	Japan	1.10	1.14	1.04
4	Vietnam	0.40	0.43	0.40
5	Hong Kong	0.27	0.29	0.27

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department

Structure of import goods of Thailand is consisted of raw material and semi-finished goods, capital goods, fuel, consumer goods and automobile and transportation equipment. In 2018, the top 5 ranks of import goods with the most export value are as follow: 1) Crude oil 2) machinery and equipment 3) Electric machine 4) Chemical supplies 5) Jewelry, gem stones, silver bars and gold.

Logistics Business Trends

Transport and warehousing services in 2019, “expanding at a slower rate”, reflected from the GDP of transportation, storage and warehousing facilities. And transportation is expected to grow by 5.8 percent (% YOY), down from the previous year which is expected to grow by 7.4 percent (% YOY), which is due to the expected private consumption, exports and tourism. That will expand at a slower rate However, the Eastern Economic Corridor Project and Infrastructure investments

to connect with both domestic and international trade areas are becoming more clear. Still having a positive impact on Causing demand Transportation services and storage areas continue to expand. Especially businesses that provide industrial and express delivery services, including warehouses with advanced warehouse management systems, cold storage warehouses, and warehouses A new format that does not require a large area but focuses on convenient and quick management to support the rapid growth of the e-commerce business by forecasting that this year of 2019 will grow by 6.6 percent (% YOY) worth approximately 3.3 million. baht

- Transportation services there is a tendency for continued growth from exports that can still expand. Including the growth of electronic commerce (E-Commerce) which has caused the rapid mode of transportation

to grow rapidly

- Sea freight with a tendency to recover continuously Especially the bulk ship industry And sea transportation services according to the increasing demand and number of vessels In the market that has decreased continuously for many years and Still receiving positive factors from exports. Which is expected to expand gradually
- Air freight tends to be stable by receiving positive factors from tourism which is still expanding And with the opening of new flights continuously Inside and outside the country

Risk factors for transportation and warehouse services

Transportation and warehouse services business in 2019 There are risk factors as follows

- Domestic consumption is not yet fully recovered, which may affect the demand for transportation and warehousing services.
- Trade war between China and the United States U.S. trade protection policy (President Donald Trump) may affect Thailand's export conditions
- Costs of transportation and warehouse services tend to increase, such as fuel prices The price of vacant land, for example, causes operators to have to bear higher costs. Which will affect the profit margin of entrepreneurs
- The number of operators increasing in the transportation service business May cause fierce competition and entrepreneurs May have to bear the increased costs from increased investment in order to seize market share

Organizations related to Freight Forwarder

FIATA or "International Federation of Freight

Forwarders Associations" was established in Vienna, Austria on 13 May, 1926 which is Non-Governmental Organization (NGO), it is an international organization which is the center of Freight Forwarder supported by United Nations (UN) and governments of member countries. FIATA is currently representative of group of transportation and logistics business more than 40,000 companies across the globe. Main objective of this organization is integration of businesses in transportation industry around the world as a unity and being representative in promoting and protecting benefits of transportation industry by participation as consultant and specialist in the meeting of other international organizations in transportation matter as well as development of quality in transportation service of companies in transportation business by developing and promoting transportation documents and transportation standard to be the same system all across the globe as members must support objective of FIATA and in compliance with related rules and regulations.

The Company and subsidiary companies are members of TIFFA (Thai International Freight Forwarders Association) and TIFFA is member of TIFFA which will be complied with professional ethics to maintain good reputation of Freight Forwarder profession in the following principles:

1. Implementing in professional level to protect benefits of service users.
2. Competition is made based on justice and respecting rights and benefits of others.
3. Non-disclosure trade secret of oneself, competitor's or service user's.
4. Compliance with laws, regulations of national association and other countries' which makes contact with.
5. Respecting international principles in conducting Freight Forwarder Business.

Moreover, the Company is legally liable for consequential loss and damage of transportation operator under insurance contract in coverage of indemnification under various forms of consequential liability as defined by Multimodal Transport Act B.E. 2548 as well as creating confidence of service users that they will be compensated if there is any damage arisen from transportation.

Competition

Office of the National Economic and Social Development Board (NESDB) has divided structure of logistics service in Thailand into 5 types such as goods transportation goods storage, Customs Formality service and parcel and postage service. In current, it is found that there are 5 main groups of logistics entrepreneur in Thailand as follow: Road transportation entrepreneur, water transportation entrepreneur, air transportation entrepreneur, shipping entrepreneur and warehouse entrepreneur totally more than 10,000 companies and more than 80% of these entrepreneurs are small and medium size entrepreneurs or SMEs (Resource: www.thai-aec.com).

Due to data base statistics of BOL (Business on Line), number of newly registered juristic persons in type of transportation business and warehouse business in Thailand during 2012-2014 is totally 2,582 persons, 2,596 persons and 2,405 persons respectively which indicates business growth of each year. New competitors can enter to compete in this business easily as small size business can be started by rather small amount of investment and depending on good relations with customers and shipping lines/airlines and integrated logistics service providers are mostly Multinational Company or Thai large size entrepreneurs merely.

Management of the Company has estimated value of Freight Forwarder business from the income of entrepreneurs who are members of TIFFA which is approximately 100,000 million Baht. Although logistics market is big, competition is high in accordance

because entrepreneur in each group of logistics business has specific skill. Competition in the business is emphasis on expertise in transportation routes and type of goods, rapidity of transportation, quickness in responding to customers as well as quality of networks and flexibility of service provision with reasonable price and meeting customer's requirements. Group of Freight Forwarder is divided into 2 main groups such as group of Multinational Company and Joint Venture and group of Local Company. Entrepreneur in group 1 dominates the market due to the advantage of size and networks but entrepreneur in group 2 has more flexibility in providing service and the Company is one of the leading companies in providing international transportation service among Local Company. In current, entrepreneurs who are deemed as major and direct competitors of the Company and subsidiary companies are 5-6 multinational companies as their business sizes are bigger than the Company and subsidiary companies. However, the Company considers that ability in flexibility of service provision of the Company and subsidiary companies including the integrated service of the Company can be competitive with the foregoing competitor companies.

In providing Sea Freight Service, importer-exporter can select to use service of shipping line directly or using service of shipping agent. However, most shipping line provides Port-to-Port service with big transported quantity while shipping agent can provide more flexible service, therefore, import-export trends to use service shipping agent increasingly. In case of Air Freight, as airlines have no direct transportation service, importer-exporter has to use service of Carrier Agent instead.

Advantage in Competition

The advantage of competition in transportation business of the Company is potential in providing good quality services covering requirements of customer with safety and punctuality as well as availability of personnel and vehicles. Knowledge, skills and experiences

constitute the Company to be well prepared in competition. Our management believes that the Company has advantages in competition as follow:

1. Long experiences of international transportation business, expertise in business and being reliable and trusted by customers for more than 20 years.
2. Providing various services and One Stop Service for customers by providing international transportation service both in import and export, both Sea Freight (Full Container Load and Less than Container Load) and Air Freight and Customs Broker including Door to Door Transportation and Ex-work Transportation and consultation in logistic management system to save cost of customer.
3. Qualified personnel with knowledge, ability and skills in responsible duties such as Customs Specialist providing consultation in Customs Formalities and benefits in international import and export.
4. Having good networks of shipping lines/ airlines and Overseas Agent who are important business allies as well as the Company is member of both internal and international association of international transportation such as TIFA, TAFA, CGLN under WCA Family Network.
5. Amalgamation of Sun Express Logistics (SEL) located in Singapore by being Freight Forwarder emphasized on providing service global major manufacturer in group of electronic products and having expertise in Air Freight which can enhance the company's competitiveness in Air Freight.
6. Developing IT system to assist working process in order to increase potential and reducing repetition of work.
7. Having potential for cost management in

order to increase competitiveness by reservation of large number of containers which the price can be negotiated with shipping lines for presenting competitive price to customers which can reduce transportation cost for customer likewise

Provision of Services

Providing Source of Services

International Transportation Business

International logistics transportation and management business requires knowledge and experiences in management of working system efficiently. Important factor of process of international transportation and management is consisted of provision of ship/airplane which is the main cost of transportation service of the Company and coordination with Overseas Agent in order to provide services to customers with in the following detail:

(1) Provision of Ship/Airplane's Hold

As freight charges of ship/airplane is the main cost of international transportation and management business, the Company and subsidiary companies will prepare reservation of ship/airplane plan which cost can be managed most efficiently. In reservation of Thailand-United States of America shipping route, Service Contract will be entered into with ship liner which must be renewed every year which specifies an agreement on freight charges under Minimum Quality Commitment (MQC). The Company will estimate quantity of work from the past information as well as estimating trends of work to be obtained before signing the contract to ensure that ship's hold can be sold as defined by the contract as reservation of large amount of ship's hold, freight charges can be negotiated and cost of the Company can be competitive. However, the price specified in the contract can be changed as ship liner must notify at least 30 days in advance. In case of reservation of ship's hold in other shipping routes and reservation of airplane's hold, there is not any

service contract, therefore, the Company will consider information of customer's using service in preceding period before making reservation of ship's hold in advance, when customer contact the Company to make reservation ship's hold, the Company can confirm the customer's reservation immediately as the Company will select ship liner/airline which is appropriate for customers. In some cases, the Company and subsidiary companies will coordinate with Oversea Agent to assist the Company in providing ship's hold if the Company provides transportation service in other countries, in each year, the Company and subsidiary companies provide ship/airplane's hold from transportation entrepreneurs 15 persons and 10 persons respectively.

Selection of Ship Liner/Airline/ Co-Loader Policy

1. Providing transportation route required by customers and transportation schedules responding customer's requirements.
2. Being reliable service provider.
3. Service provider who present competitive cost.
4. Service provider work tracing system which can follow up transportation of goods.

(2) Oversea Agent

In case the Company has to provide transportation in foreign countries, the Company will coordinate with an agent who is business ally in other countries to assist in providing the service efficiently as well as assisting the Company in collecting service charges if customer has specified to make Freight Collect in foreign country. Therefore, the selection of Oversea Agent is an important thing as Oversea Agent will be entrepreneurs in transportation business in other countries who have experience, skills and reliability in providing the business. The aforementioned agent is deemed as important ally and business partner as the agent can select the Company as its agent in coordinating and providing service in Thailand likewise.

Group of the Company has policy in selecting Oversea Agent as follow:

Policy in Selecting Oversea Agent: Oversea Agent is divided into 3 main groups as follow:

1. Ally Group Company such as Sun Express Group which is consisted of companies in 6 countries such as Thailand, Singapore, Hong Kong, United States of America, Vietnam and Malaysia with global networks in more than 100 places and Ally Group Company is important.
2. Conference which the Company has participated as member such as CGLN under WCA Family Network which is the association that its members are entrepreneurs in international transportation business in other countries which any member will be publicize among other members for recognition, the company to be participated in membership must be reliable and inspected by the association.
3. Other Oversea Agents which are group company which the Company has been working with for more than 10 years by making Agency Agreement mutually.

The Company and subsidiary companies will select Group 1 and Group 2 mainly as both Groups have reliability and responsibility by consideration from working performances, rapidity in responding question, work monitoring and efficient working cost.

Domestic Transportation Business

Domestic transportation service of the Company and subsidiary companies is provided to support the international transportation business of the Company which requires knowledge and experiences in management of working process to render efficient service and high safety standard. Main factors of the quality transportation are as follow:

(1) Provision and Maintenance of Vehicles in Transportation Process

Important vehicles used in transportation are consisted of dump truck and trailer truck as the Company will purchase from reliable manufacturers or dealers by consideration of quality of trucks as defined by laws, the Company currently purchases the aforementioned trucks from manufacturers or dealers as well as providing First Class Insurance for all trucks and insurance transported goods which sum insured is higher than damage that may occur.

The Company and subsidiary companies' inspection of valid mileage of dump truck and trailer truck in accordance with inspection schedules as planned as well as maintenance and replacement of damaged parts according to valid mileage as trucks can be functional perfectly and having long useful life. The Company has made Hino Truck Maintenance Hiring Contract with Hino Motor Sales (Thailand) Co., Ltd. for repair and maintenance.

(2) Provision and Training Drivers

Drivers are important personnel for safety transportation service; therefore, the Company and subsidiary companies emphasize on selection of qualified drivers for working with the following main criteria recruitment:

- Drivers must have experiences in driving trucks at least 2 years.
- Drivers must have driving license of Truck and Bus Class 3 and 4.
- Drivers must successfully pass the Company's test.

After being promoted as Driver, all Drivers must attend training before actual working.

(3) Provision of Fuel

All of the Company's trucks utilize Natural Gas for Vehicle (NGV) and fuel and the Company and subsidiary companies use PTT Fleet Card of Kasikorn bank Public Company Limited as if credit card in

paying fuel cost within the limited financial amount. This card specifies license number of each truck and pass word must be identified for payment as the Company and subsidiary companies can calculate fuel using rate in comparison with the actual using rate in order to control fuel usage in transportation.

(4) Provision of Truck Transportation Outsource

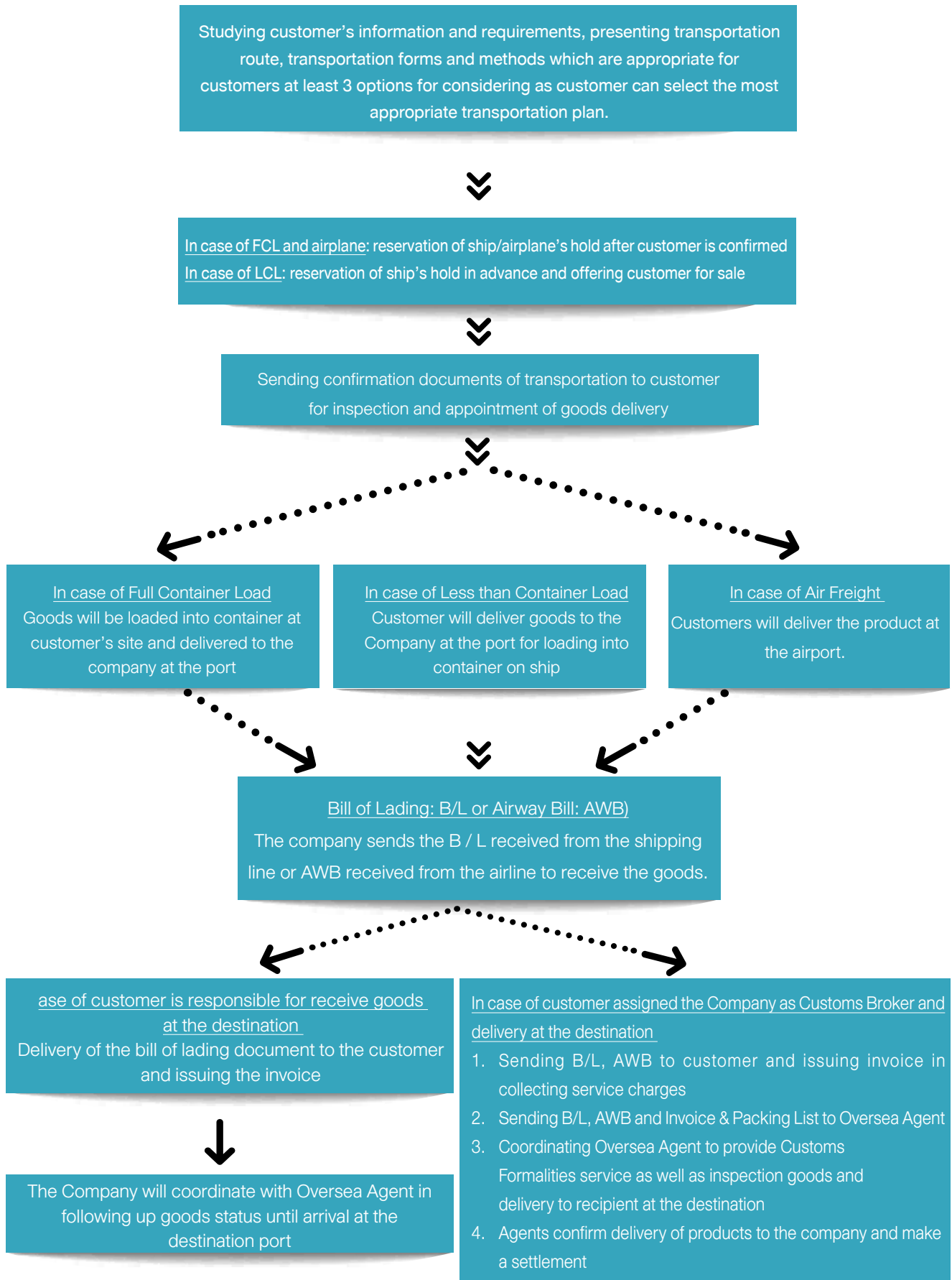
The Company will provide transportation service of dump truck-trailer truck to customer by own except in some cases which number of trucks is insufficient for providing service to our customers, the Company will contact Truck Transportation Outsource in providing additional service to support sufficient demand of truck transportation service. In current, the Company has Truck Transportation Outsource in Approved Vendor List approximately 3 companies, the criteria of selection of Truck Transportation Outsource is being service provider in term of company and having good transportation service is the major business as well as insurance of truck

goods at least 1,500,000 million Baht including service ability, quantity and quality of vehicles responding to the Company's requirements.

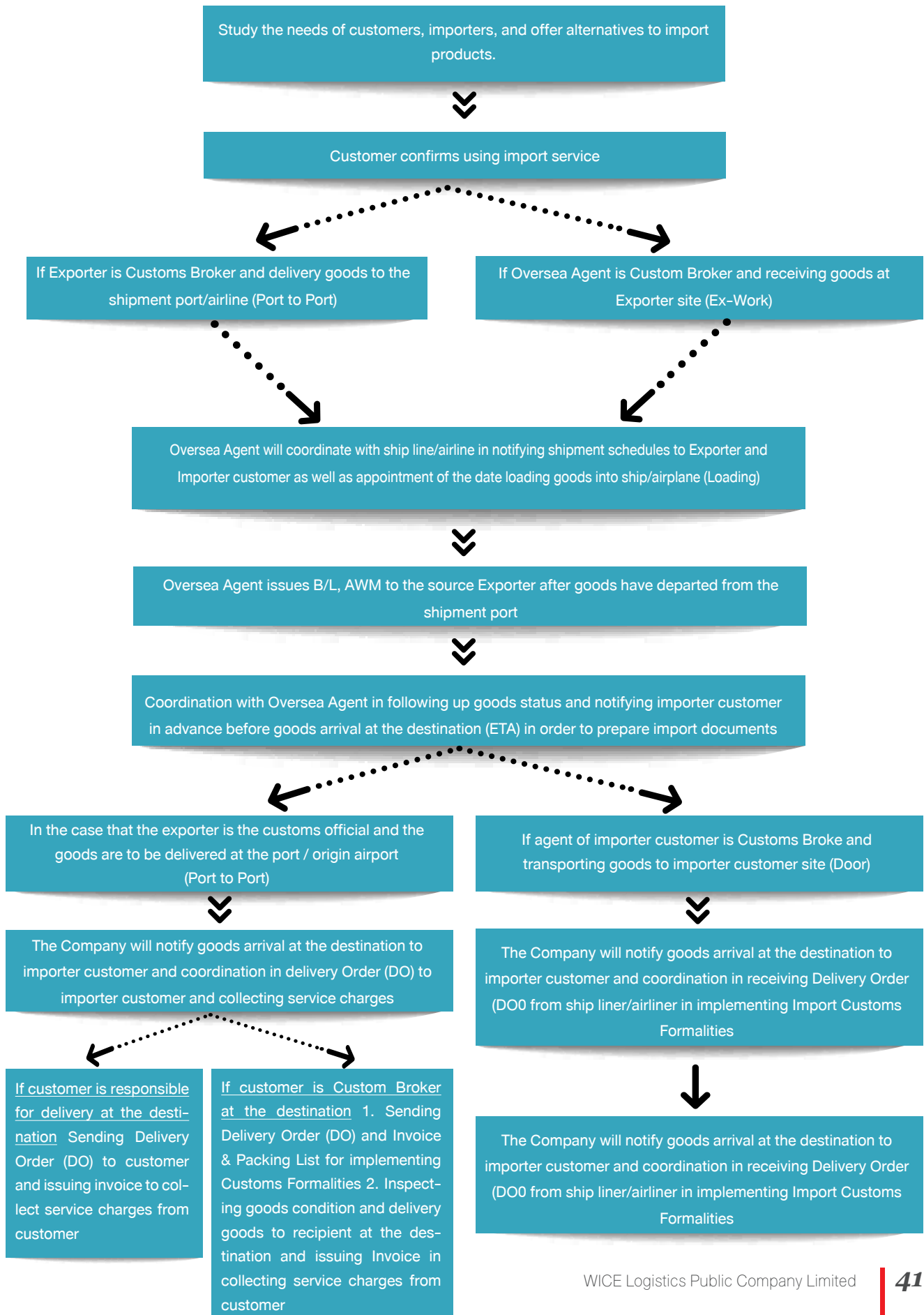


Steps of Service Provision

Conclusion of Steps in International Transportation Service-Export



Conclusion of Steps in International Transportation Service-Import



For the efficiency in management of service provision process, the Company has developed IT system to assist working potential and reducing repetition of work as well as efficiency measuring system to inspect working period in each department in compliance with quality target as defined by the Company.

Conclusion of Participation in Membership of Internal and International Conference

Association Name	ตราสัญลักษณ์	บริษัทที่เป็นสมาชิก	วันที่เป็นสมาชิก	วันสิ้นสุดการเป็นสมาชิก
Internal Associations				
Thai International Freight Forwarders Association (TIFFA)		WICE	6 Feb 2004	Indefinite expiry
Thai Airfreight Forwarders Association (TAFA)		WICE	2014	31 Jan 2020
The Customs Broker and Transportation Association of Thailand: CTAT)		WICE	12 Feb 2014	11 Feb 2022
The Thai Chamber of Commerce Member ship		WICE	17 Aug 2010	Indefinite expiry
International Associations				
Leading the World in Logistics Partnering		WICE	26 Oct 2005	25 Oct 2020

Remark: In participation as member, it requires paying annual membership fee

WCA is the big transportation service networks which has members more than 5,700 companies in 189 countries. WCA is consisted of a great deal of networks and expertise in service provision.

Benefits of Member

1. Name of member will be listed which is convenient in searching and usage.
2. Financial Protection Plan is presented to cover the outstanding debt of debtor member to creditor member totally 50,000 USD.
3. Organizing annual conference for member countries for meeting and negotiating business mutually in form of Workshop to enhance relations and cooperation as each country can make an appointment for negotiation in order to reduce travelling cost for negotiation in each country.

4. Dispute between members can be settled.
5. Environmental Impacts

The Company has neither any dispute regarding environment issue nor fault records against environmental regulation and laws imposed by government authorities. For truck transport service, environment may be affected in term of air pollution due to exhaust fumes of trucks, the Company and subsidiary companies are well aware of such impacts, therefore, technicians are notified in supervision and inspection vehicles condition regularly in compliance with regulations of government authorities.

Benefits of Promotion Certificate issued by Thailand Board of Investment

- None -

Non-delivery of work

- None -

Assets used in business operations

As at December 31, 2019, the fixed assets that the company uses for business operation have net value after accumulated depreciation is 229,636,618 million baht. Details of fixed assets are as follows:

Asset	Proprietary characteristics	Net value after accumulated depreciation (Baht)	Obligation
Permanent Asset			
1. Land Title deed No. 69738 Land area 6 rai 0 ngan 70 square wah Location: Nong Kham Sub-district, Sriracha District, Chonburi Province	own	24,220,000	None
2. Buildings and improvements	own	19,836,394	None
Parking place and container placement	own	12,237,775	None
3. Furniture and office equipment	own	9,370,965	None
4. conveyance	own	99,666,116	None
	As a tenant (finance lease)	64,305,368	None
Total		229,636,618	

In addition to the assets used in the business operations of the companies mentioned above The company rented office space. With details of the lease agreement as follows

Rental agreement	Details of the contract
1. Land lease agreement for building construction Title deed No. 53901, land number 376, survey page 11348 Chong Nonsi Subdistrict, Yannawa District, Bangkok 1 piece of land, 70 2/10 square wah	Renter : WICE Lessor : Mrs. Araya Kongsoonthorn and Mr. Chudet Kongsoonthorn (Being a director and shareholder of the company) period of time : 1 July 2014-30 June 2034 Rent : Year 1-2, 92,674 baht per month Year 3-5, 101,941 baht per month Year 6-8, 112,135 baht per month Year 9-11, 123,349 baht per month Year 12-14, 135,684 baht per month Year 15-17, 149,252 baht per month Year 18-20, 164,177 baht per month Total rental amount 30,539,586 baht Objective: To be used as the company's headquarters

สัญญาเช่า	Details of the contract
2. Land lease agreement - Title deed no. 53902, book 540, page 2, land number 977, survey page 9146, Chong Nonsi Subdistrict, Yannawa District, Bangkok. Land area 1 ngan 70 2/10 sq.wah	Renter : WICE Lessor : Mrs. Araya Kongsoonthorn and Mr. Chudet Kongsoonthorn (Being a director and shareholder of the company) period of time : 30 June 2018-30 June 2019 30 June 2019-30 June 2020 Rent : 35,000 baht per month
3. Office lease agreement Suvarnabhumi Branch - Room in the building, air freight agent Suvarnabhumi Airport - AO3 Building No. 11 (4th floor)	Renter : WICE Lessor : Airports of Thailand Public Company Limited period of time : 1 July 2018-30 June 2019 Rental area : 51.25 square meters Rent : 17,937.50 baht per month Objective : For use as a branch of a subsidiary

Intangible assets used in business operations

As at 31 December 2019, the intangible assets that the Company uses in its business operations consist of

- 1 Customer relationship With net book value equal to 257,545,239 million baht
2. Right to buy additional shares with net book value equal to 706,728 million baht
3. Computer software with net book value equal to 8,730,259 million baht



Management Discussion and Analysis

WICE Logistics Public Company Limited and companies in the following groups:

Company Name	Business Nature	Established in the country	Shareholding Proportion (%)
WICE Supply Chain Solution Co., Ltd. (Formerly known as “Sun Express (Thailand) Co., Ltd.”)	Providing all kinds of transport and freight, both domestic and international.	Thailand	99.99
Euroasia Total Logistics Co. Ltd.	Cross- Border Transport Services	Thailand	99.99
WICE Logistics (Singapore) Pte.Ltd	Providing all kinds of transport and freight, both domestic and international.	Singapore	70
WICE Logistics (Hong Kong) Limited	Providing all kinds of transport and freight, both domestic and international.	Hong Kong	80
Subsidiaries of WICE Logistics (Hong Kong) Limited			
- Guangzhou WICE Logistics Limited	Providing all kinds of transport and freight, both domestic and international.	China	100
- WICE Logistics (Shenzhen) Limited			
Subsidiaries of Euroasia Total Logistics Co. Ltd.			
- Euroasia Total Logistics (M) Sdn Bhd	Cross-Border Transport Services	Malaysia	40
- Euroasia Total Logistics (China) Co., Ltd.		China	100



Milestone during the year

Period

Milestone

Quarter 1

Investments in subsidiaries

- Euroasia Total Logistics Co., Ltd. is a subsidiary in Thailand who invested in Euroasia Total Logistics (China) Co., Ltd. who is a newly established company, registered in the People's Republic of China on 15 January 2019 with a registered capital 100% of the total registered capital. This company called for share payment in the first payment for 2.9 million yuan, representing 13.8 million baht which the company paid already.

Capital decrease and company name change

- Sun Express (Thailand) Co., Ltd. has registered to decrease its registered capital from 54 million baht (common stock 54,000 shares, value 1,000 baht per share) with a registered capital of 13.5 million baht (common stock 13,500 shares, value 1,000 baht per share) and registered to decrease capital with the Ministry of Commerce on 29 March 2019 and changed its name to be WICE Supply Chain Solutions Company Limited.

Dividend received

- From WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited) announced to pay dividends on 29 March 2019, totaling 8.7 million baht.
- From WICE Logistics (Singapore) Pte. Ltd (Formerly Sun Express Logistics, Pte Ltd.) announced to pay dividends on 23 March 2019, totaling 47.5 million baht.

Quarter 2

Investments in subsidiaries

- Euroasia Total Logistics Co., Ltd. invested in Euroasia Total Logistics (Vietnam) Co., Ltd. with a registered capital of 500 million dong. The subsidiary has investment proportion of 40 percent in this company, representing 200 million dong or 274,500 baht. This company established on 2 May 2019 and at the end of year 2019, the subsidiary has not paid shares yet.
- WICE Logistics (Hong Kong) Limited is a subsidiary who invested in a newly established subsidiary namely WICE Logistics (Shenzhen) Co., Ltd, where established on 18 June 2019 with registered capital of 2 million yuan by Chinese subsidiary that has investment proportion of 70 percent, representing 1.4 million yuan or 10.4 million baht.

Dividend received

- From WICE Logistics (Hong Kong) Limited announced to pay dividends on 26 April 2019, totaling 8.2 million baht.

Dividend paid

- The company paid dividends from the operating results for 2018 to shareholders at 0.13 baht per share in the amount of 84.75 million baht.

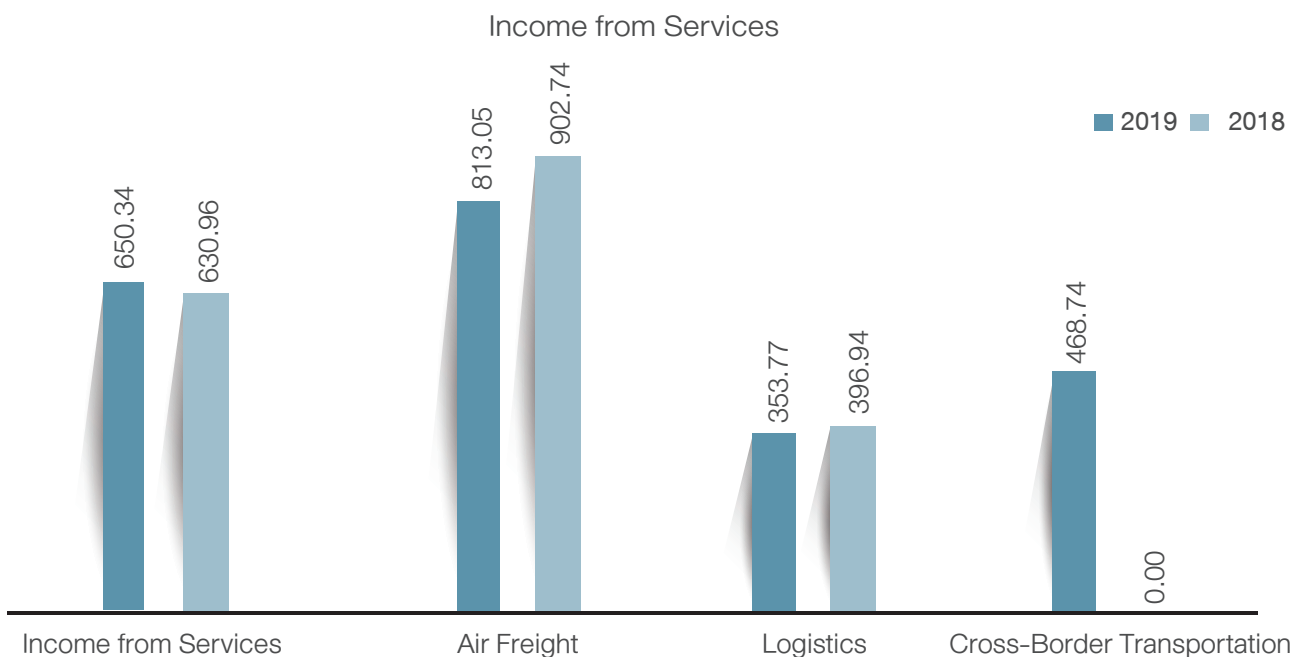


Analysis of operating results for 2018

It can be summarized as follows

Income from services for the year ended 31 December 2019 and 31 December 2018 equal to 2,220.88 million baht and 1,832.11 million baht respectively, increased by 388.77 million baht or 21.22 % from the recognition of income that the company invested in Euroasia Total Logistics Co., Ltd. in proportion of 40% from the total ordinary shares. In addition, WICE Logistics (Hong Kong) Limited has invested in WICE Logistics (Shenzhen) Company Limited in proportion of 70 % from the total ordinary shares. The company, therefore, had to recognize income in financial statements that resulting in a significant increasing of income from services which can be classified as follows:

Business operations can be categorized from consolidated financial



Unit: MB

รายได้บริการ	2019	2018	Increase (Decrease)	Percentages
Sea Freight	650.34	630.96	19.38	3.07
Air Freight	813.05	902.74	-89.69	-9.94
Logistics	353.77	369.94	-16.17	-4.37
Cross-Border Transportation	478.74	0.00	478.74	100
Elimination	-75.02	-71.53	-3.49	4.88
Total Income from Services	2,220.88	1,832.11	388.77	21.22

1. Income from sea freight for the year ended 31 December 2019 and 31 December 2018 equal to 650.34 million baht and 630.96 million baht respectively, increased by 19.38 million baht or 3.07 % respectively due to the recognition of income from WICE Logistics (Shenzhen) Company Limited, which the main income is from sea freight services which causing income in this section increased.

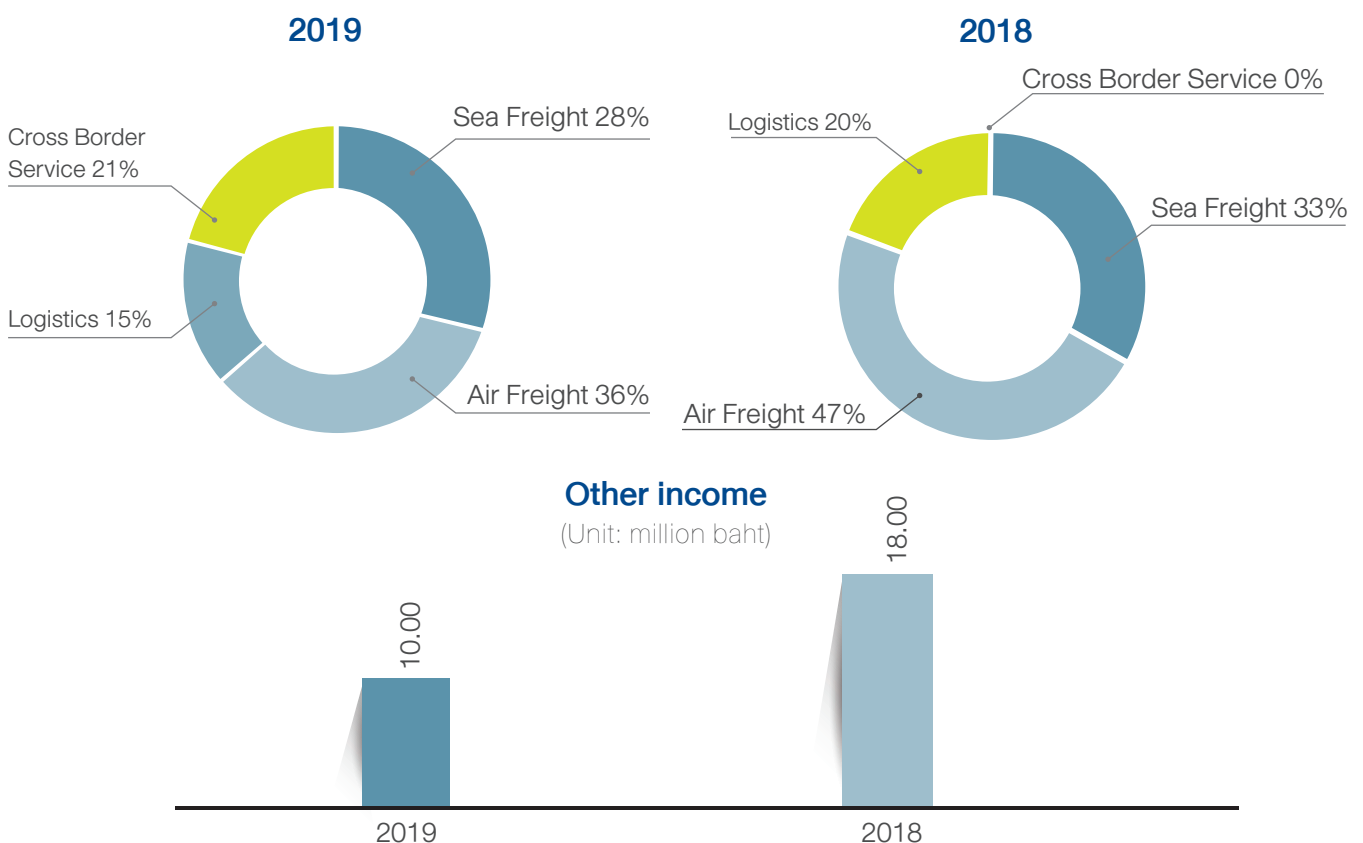
2. Income from air freight for the year ended 31 December 2019 and 31 December 2018 equal to 813.05 million baht and 902.74 million baht, decreased by 89.69 million baht, or 9.94 % respectively. From trade war situation affecting clients in electronics group which is clients in the main target group of the company by clients reduced production capacity, resulting

in reduced income from services as well.

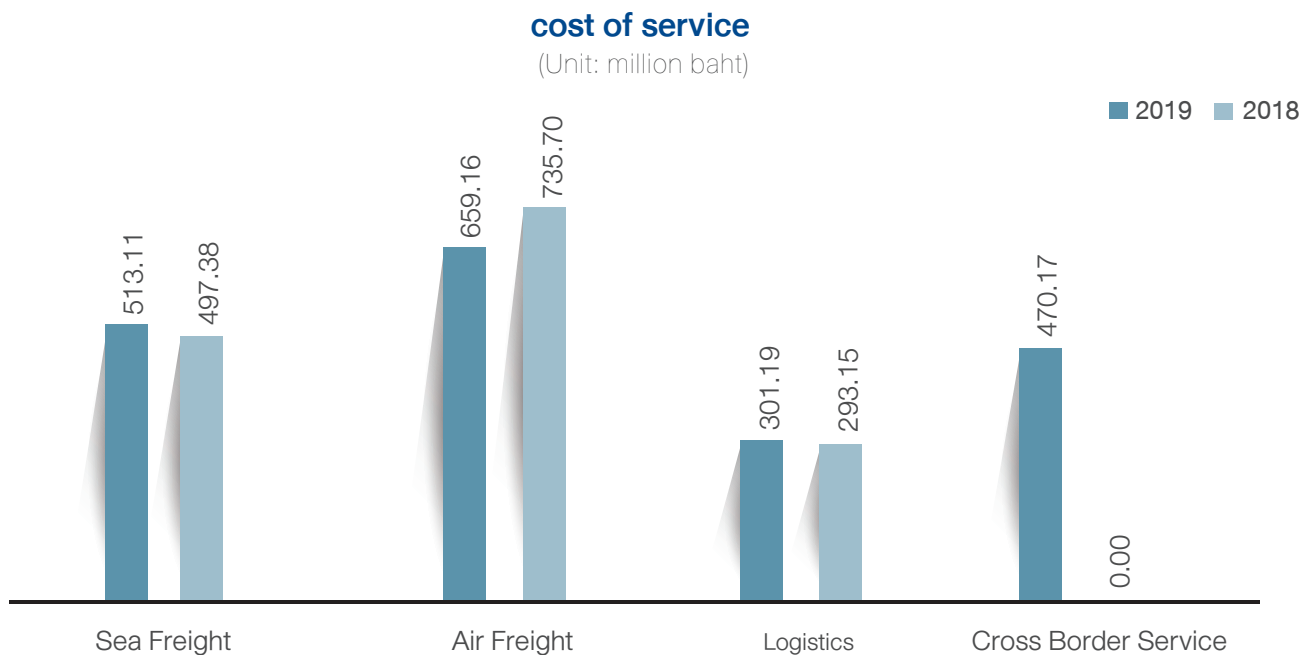
3. Income from logistics for the year ended 31 December 2019 and 31 December 2018 equal to 353.77 million baht and 369.94 million baht respectively, compared to the previous year decreased by 16.17 million baht, representing a percentage of 4.37 which arising from warehouse services with a group of clients whose contracts have ended, therefore, income from logistics decreased.

4. Income from cross-border transportation for the year ended 31 December 2019 equal to 478.74 million baht, resulting from the income recognition of Euroasia Total Logistics Co., Ltd., which main income is income from cross-border transportation.

Comparing income proportion from services after the company started to recognize income from Euroasia Total Logistics Co., Ltd., causing income proportion has changed which income proportion from cross-border transportation will be added as significant. Summary of proportion changes as follows:



Other income for the year ended 31 December 2019 equal to 10.00 million baht, compared to the same period of the previous year equal to 18.00 million baht, decreased by 8.00 million baht or 44.45 percent. This year, the company chose to invest in low-risk investment, resulting in lower return than last year.



The total cost of service for the year ended 31 December 2019 and 31 December 2018 equal to 1,868.61 million baht and 1,454.71 million baht respectively, increased by 413.91 million baht or 28.45% due to recognition of cost of service based on the proportion of Euroasia Total Logistics Co., Ltd. and from the cost of services that generated increasing income when compared to the previous year, therefore, the cost of service increased proportionally as follows:

The cost of services can be classified by types of income generating activities as follows:

1. Cost of Sea Freight Service s for the year ended 31 December 2019 and 31 December 2018 in the amount of 513.11 million baht and 497.38 million baht respectively, increased by 15.73 million baht or

3.16%

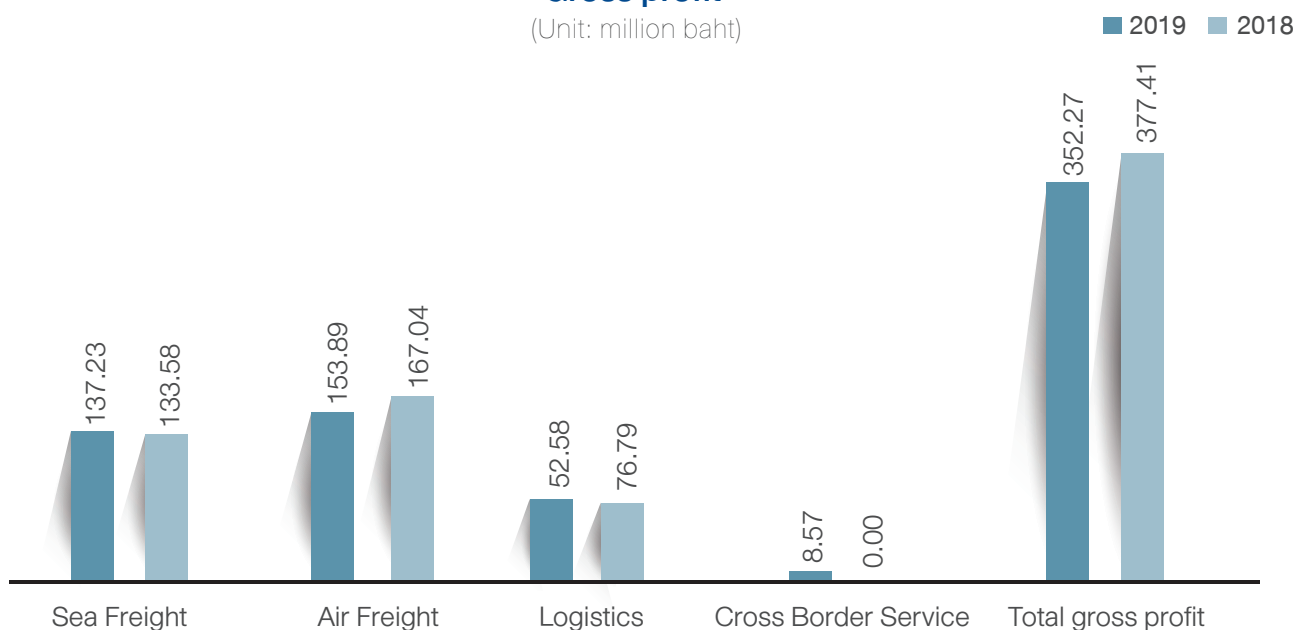
2. Cost of Air Freight Services for the year ended 31 December 2019 and 31 December 2018 in the amount of 659.16 million baht and 735.70 million baht respectively, decreased by 76.54 million baht or 10.40%.

3. Cost of Logistics Services for the year ended 31 December 2019 and 31 December 2018 in the amount of 301.19 million baht and 293.15 million baht respectively, increased by 8.04 million baht or 2.74%.

4. Cost of Cross-Border Transportation Services for the year ended 31 December 2019 in the amount of 470.63 million baht, which in 2018 there is no number, increased by 470.63 million baht or 100%

Gross profit

(Unit: million baht)



Unit: Million Baht

Gross Profit	2019	2018	Increase (Decrease)	Percentage
Sea Freight	137.23	133.58	3.65	2.73
Air Freight	153.89	167.04	-13.15	-7.87
Logistics	52.58	76.79	-24.21	-31.53
Cross Border Service	8.57	0.00	8.57	100.00
Total gross profit	352.27	377.41	-25.14	-6.66

Unit: Million Baht

Gross Profit Margin	2019	2018	Increase (Decrease) Percentage
Sea Freight	21.10%	21.17%	-0.07%
Air Freight	18.93%	18.50%	0.42%
Logistics	14.86%	20.76%	-5.89%
Cross Border Service	1.79%	0.00%	1.79%
Total Gross Profit Margin	15.86%	20.60%	-4.74%

Company's Gross profit for the year ended 31 December 2019 and 31 December 2018 in the amount of 352.27 million baht and 377.41 million baht respectively, decreased by 25.14 million baht or 6.66%, together with the gross profit margin for the year ended

31 December 2019 equal to 15.86% and for the year ended 31 December 2018 equal to 20.60%, decreased from the previous year because Euroasia Total Logistics Co., Ltd. is a company who operate a business of cross-border transportation, therefore, there is cost

related to investment for tractor head quite high, causing in increased management costs and resulting in a higher proportion of cost but a lower profitability rate.

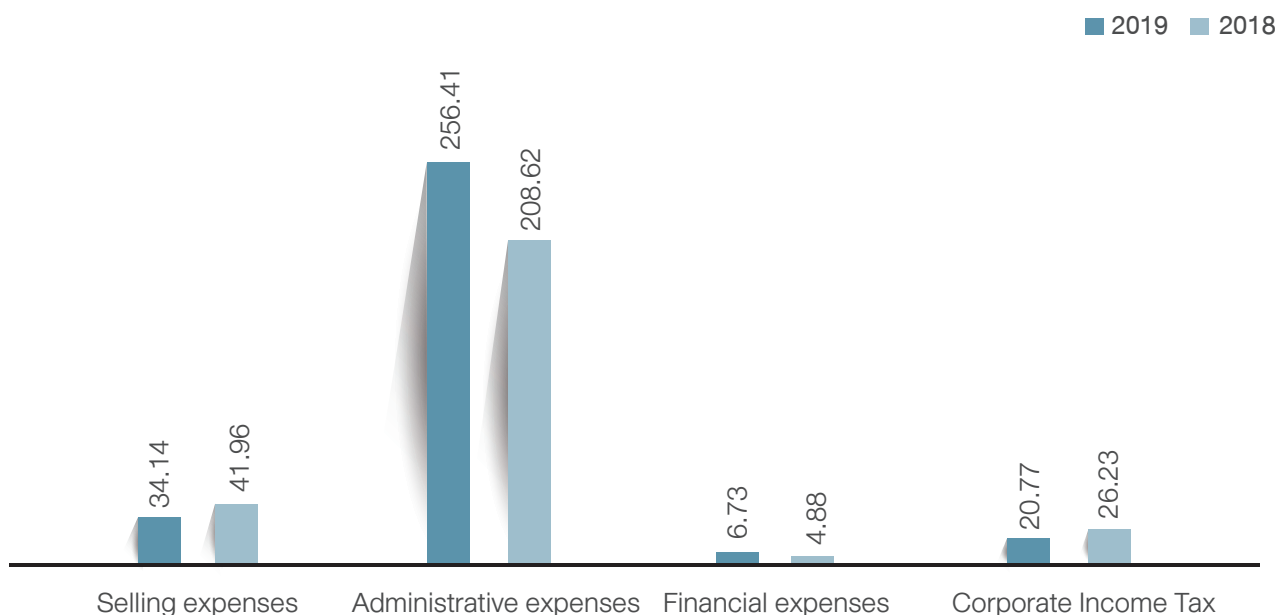
Gross profit of Sea Freight Services for the year ended 31 December 2019 and 31 December 2018 in the amount of 137.23 million baht and 133.58 million baht, respectively, increased by 3.65 million baht or 2.73%. Gross profit margin for the year ended 31 December 2019 and as of 31 December 2018 equal to 21.10% and 21.17% respectively. Gross margin decreased by 0.07% but gross profit of sea freight services increased because this year the company recognized profit from WICE Logistics (Shenzhen) Co., Ltd, which has income from sea freight services as main income.

Gross profit of Air Freight Services for the year ended 31 December 2019 and 31 December 2018 in the amount of 153.89 million baht and 167.04 million baht, decreased by 13.15 million baht or 7.87%, with the gross profit margin for the year ended 31 December 2019 and 31 December 2018 equal to 18.93% and 18.50%. Gross profit margin increased by 0.42% but gross profit of air freight services decreased because the previous year the company had projects from clients in electrical appliances group which projects finished

since the end of last year.

Gross profit of Logistics Services for the year ended 31 December 2019 and 31 December 2018 in the amount of 52.58 million baht and 76.79 million baht respectively, decreased by 24.21 million baht or 31.53%. Gross profit margin for the year ended 31 December 2019 and as of 31 December 2018 equal to 14.86% and 20.76% respectively. Gross profit margin decreased by 5.89% and gross profit from logistics services decreased because this year, the service agreement of a group of clients from warehouse service has ended also this year, the company invested in purchasing a tractor head more, resulting management costs increased but profitability rate decreased.

Gross profit of Cross-Border Transportation Services for the year ended 31 December 2019 equal to 8.57 million baht, with gross profit margin for the year ended 31 December 2019 equal to 1.79%, which is gross profit from Euroasia Total Logistics Co., Ltd. is a company who operate a business of cross-border transportation, therefore, there is cost related to investment for tractor head quite high in the first year, coupled with determining selling price as low for marketing in the first phase, therefore, the gross profit this year is quite low.



Statements of comprehensive income	Consolidated financial statements		Change	
	2019	2018	Amount	Percentage
Selling expenses	34.14	41.96	-7.82	-18.63
Administrative expenses	256.41	208.62	47.79	22.91
Financial expenses	6.73	4.88	1.85	37.95
Corporate income tax	20.77	26.23	-5.46	-20.83

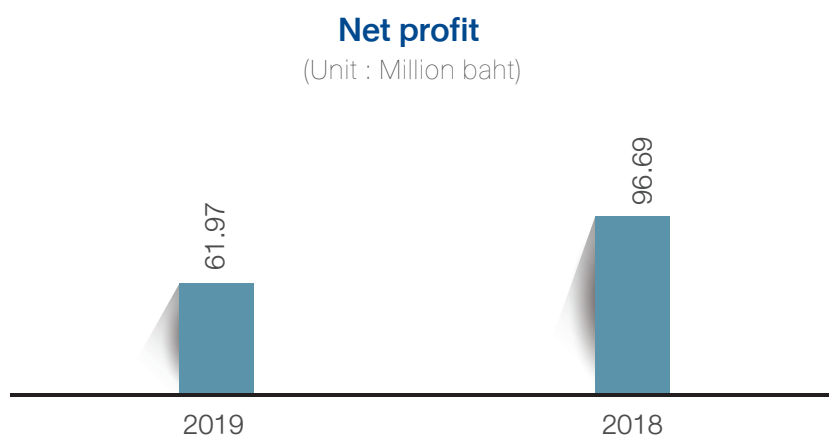
Selling expenses for the year ended 31 December 2019 and 31 December 2018 in the amount of 34.14 million baht and 41.96 million baht respectively, decreased by 7.82 million baht or 18.63% due to the gross profit margin decreased, resulting commission payments decreased vary in line with profits decreasing.

Administrative expenses for the year ended 31 December 2019 and 31 December 2018 in the amount of 256.41 million baht and 208.62 million baht respectively, increased by 47.79 million baht or 22.91% as a result of recognition in administrative expenses of WICE Logistics (Shenzhen) Co., Ltd. and Euroasia Total Logistics Co., Ltd., causing administrative expenses increased this year coupled to with the company has been affected by the Labor Protection Act No. 7 B.E. 2562, which specifies the additional compensation rate in case of employers terminates employment for employees who have completed 20 years of working

shall have the rights to receive compensation not less than the last rate of wages for 400 days, causing the company to reserve long-term employee benefits more by 2.3 million baht due to being affected.

Financial expenses for the year ended 31 December 2019 and 31 December 2018, equal to 6.73 million baht and 4.88 million baht, respectively, increased by 1.85 million baht or 37.95%. The company has interest expenses from financial lease of purchasing tractors for investment in Euroasia Total Logistics Co., Ltd., recognized full year interest expenses in this year, coupled to with WICE Logistics Co., Ltd. invested more in tractors that resulting to have more financial lease agreements.

Corporate income tax for the year ended 31 December 2019 and 31 December 2018 in the amount of 20.77 million baht and 26.23 million baht,



respectively, decreased by 5.46 million baht or 20.83% due to profits decreased.

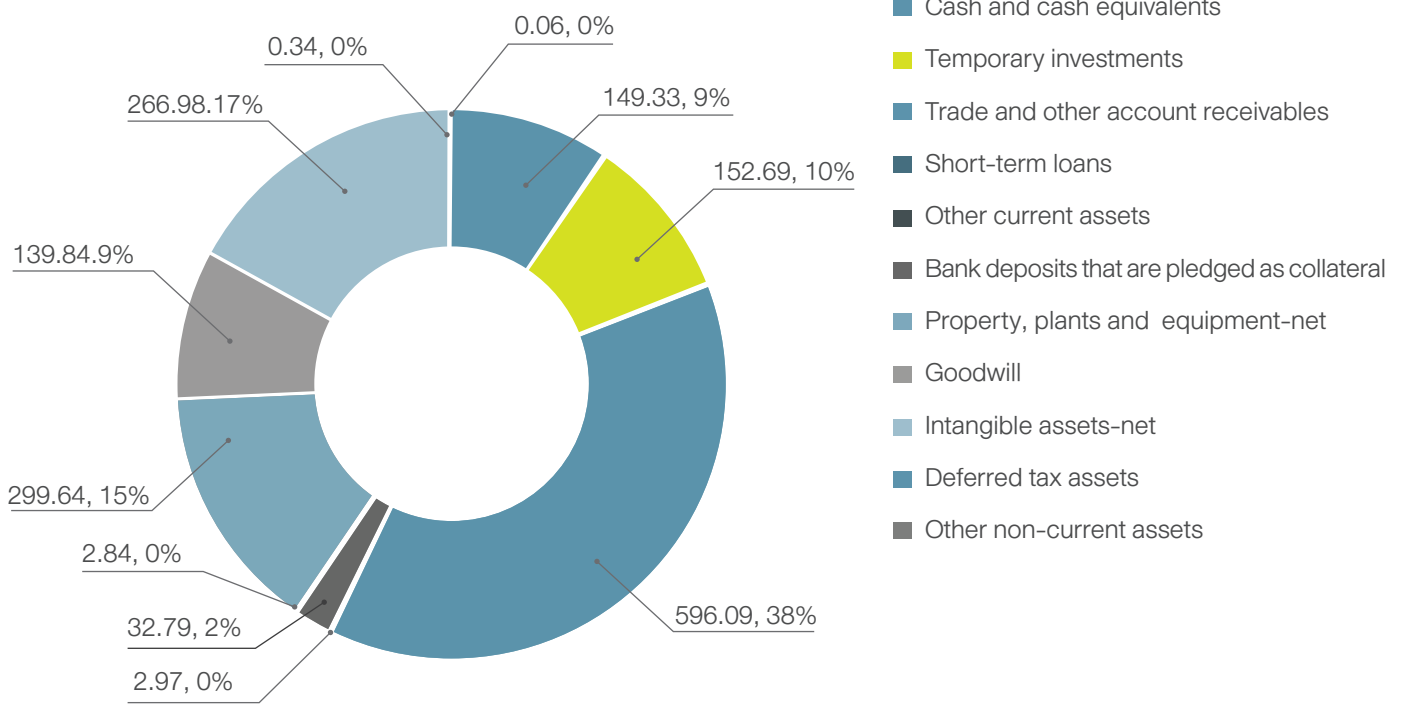
Net profit for the year ended 31 December 2019 and 31 December 2018 equal to 61.97 million baht and 96.19 million baht respectively, compared to the previous year decreased by 34.22 million baht or 35.57%. The main reason is Euroasia Total Logistics Co., Ltd. has an operating loss due to being in the initial stages of operation, therefore, have a high investment and management expense, resulting the company's net profit decreased because must be recognized the said loss.

Statement of financial position	Colidated financial statements,	
	31 Dec 2019	31 Dec 2018
	Amount	Amount
Assets		
Current assets		
Cash and cash equivalents	149.33	208.23
Temporary investment	152.69	101.01
Trade and other account receivables	596.09	442.46
Short-term loans	2.97	9.39
Other current assets	32.79	34.72
Bank deposits that are pledged as collateral	2.84	2.10
Property, plant and equipment - net	229.64	223.53
Goodwill	139.84	139.84
Intangible assets - net	266.98	256.17
Deferred tax assets	0.06	0.00
Other non-current assets	0.34	2.35
Total assets	1,573.57	1,419.80



Assets

(Unit : Million baht)



Assets

The company has total assets as of 31 December 2019 and 31 December 2018 equal to 1,573.57 million baht and 1,419.80 million baht, respectively, increased by 153.77 million baht or 10.83 %. The increased numbers have observation as follows:

- Temporary investments as of 31 December 2019 and 31 December 2018 equal to 152.69 million baht and 101.01 million baht, respectively, increased by 51.68 million baht or 51.16% because the company has brought money from capital decrease of WICE Supply Chain Solutions Co., Ltd. and the dividends that received from subsidiaries invest in temporary investments by focusing on short-term debt instruments with low risk.

- Trade receivables as of 31 December 2019 and 31 December 2018 equal to 596.09 million baht and 442.46 million baht respectively, increased by

153.63 million baht or 34.72% from increased income, resulting in increased receivables. However, the said receivables are receivables with normal solvency ability.

- Property, plant and equipment as of 31 December 2019 and 31 December 2018 equal to 229.64 million baht and 223.53 million baht, respectively, increased by 6.11 million baht or 2.73% because the company purchased tractors to be used for land transportation that has more expansion.

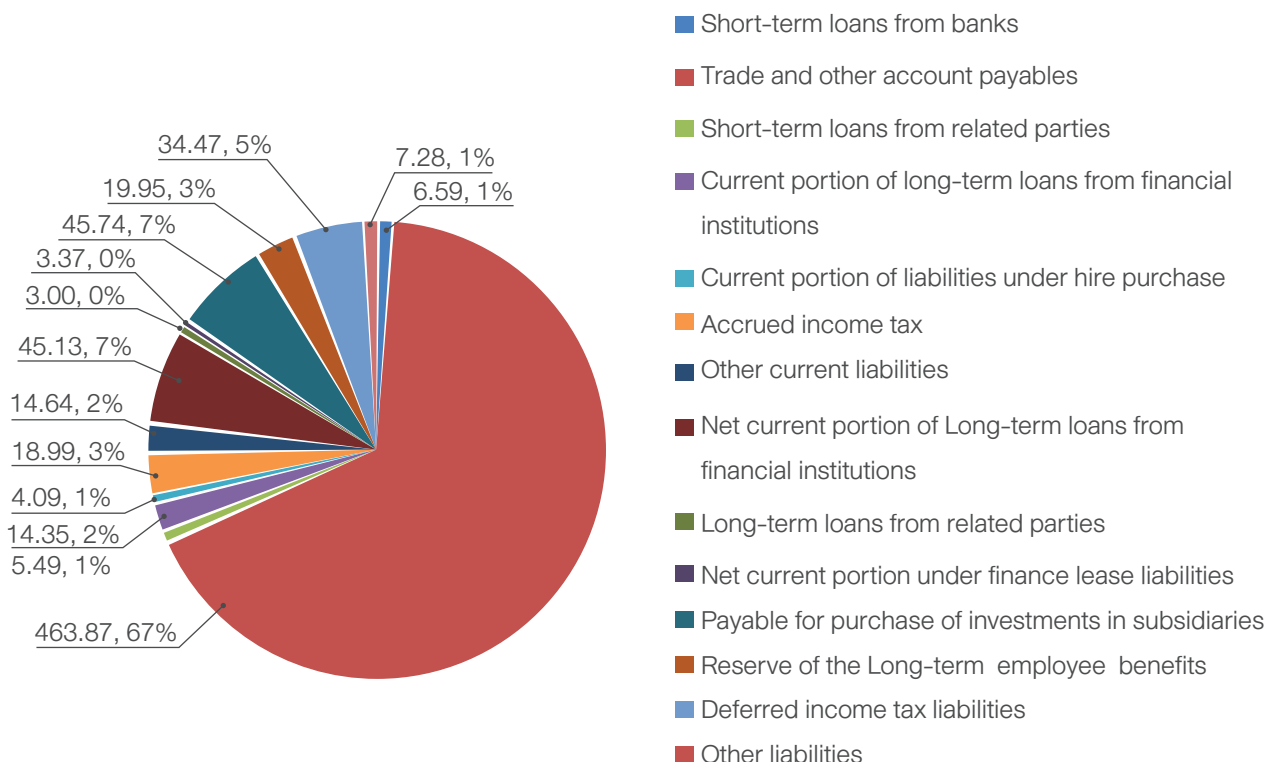
- Intangible assets as of 31 December 2019 and 31 December 2018 equal to 266.98 million baht and 256.17 million baht respectively, increased by 10.81 million baht or 4.22% because the company has measured fair value of PPA (Purchase Price Allocation) of WICE Logistics (Shenzhen) Co., Ltd., which has intangible assets increasing in this year.

Statement of financial position	Consolidated financial statements, 31 Dec 2019	Consolidated financial statements, 31 Dec 2018
	Amount	Amount
Liabilities		
Current liabilities		
Short-term loans from banks	6.59	0.00
Trade and other account payables	463.87	326.62
Short-term loans from related parties	5.49	0.00
Current portion of long-term loans from financial institutions	14.35	0.02
Current portion of liabilities under hire purchase	4.09	4.00
Accrued income tax	18.99	15.55
Other current liabilities	14.64	9.58
Net current portion of Long-term loans from financial institutions	45.13	0.23
Long-term loans from related parties	3.00	0.00
Net current portion under finance lease liabilities	3.37	7.21
Payable for purchase of investments in subsidiaries	45.74	43.07
Reserve of long-term employee benefits	19.95	18.15
Deferred income tax liabilities	34.47	36.58
Other liabilities	7.28	1.59
Total liabilities	686.97	462.61



Liabilities

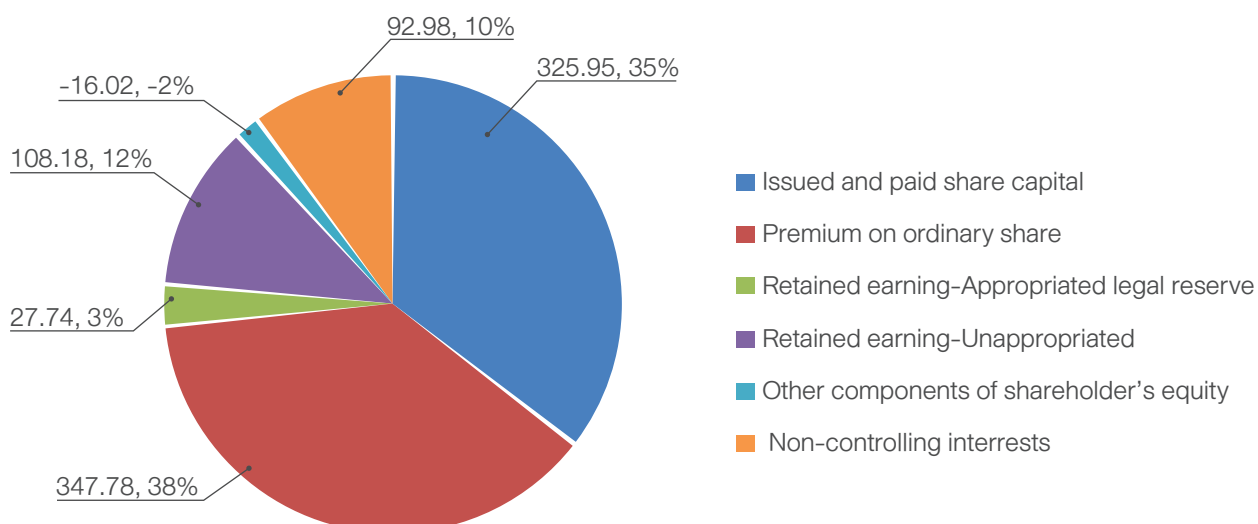
(Unit : Million baht)



The company has total liabilities as of 31 December 2019 and 31 December 2018 equal to 686.97 million baht and 462.61 million baht respectively, increased by 224.37 million baht or 48.50 % due to cost of services also trade accounts payable increased. In addition, Euroasia Total Logistics Company Limited has invested to purchase tractors and trailers, causing the company to spend money on ongoing operations, so in the initial stage, therefore, have to loan from financial institutions causing liabilities increased.

Shareholder's equity

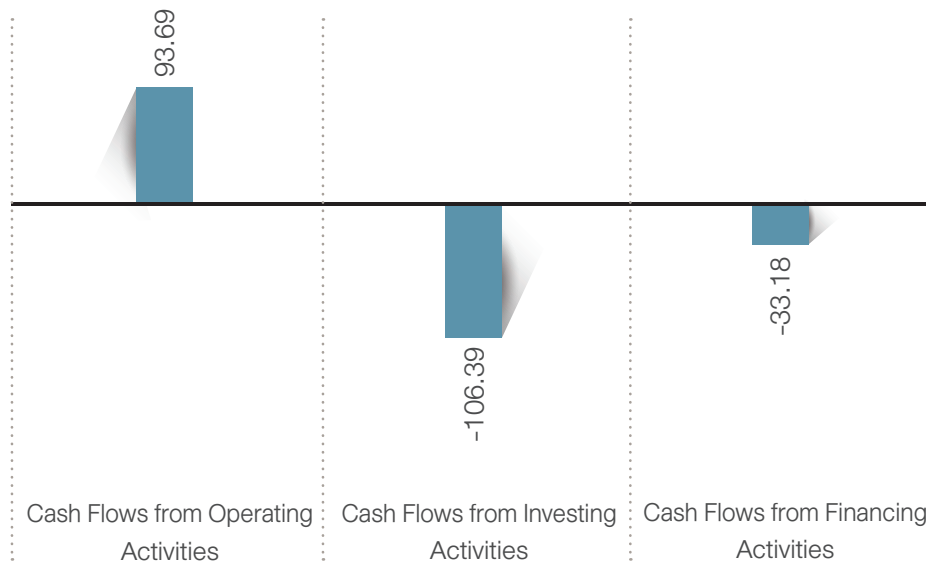
(Unit : Million baht)



The company has shareholders' equity as of 31 December 2019 and 31 December 2018 equal to 886.60 million baht and 957.20 million baht, decreased by 70.60 million baht or 7.38 percent due to decreasing in operating profit together with the dividend payment resulting shareholders' equity decreased.

Cash Flow Statement 2019

(Unit : Million baht)



Appropriateness of capital structure

Debt to equity ratio as of 31 December 2019 and 31 December 2018 equal to 0.77 times and 0.48 times. Debt to equity increased, in which increased liabilities are current liabilities namely trade accounts payable which increase in the financial statements. At present, the debt to equity ratio is still at a relatively low level because the company has a policy to use capital to the most operating its business from shareholders, resulting in low financial risk and without financial costs and flexible in business operations.

Liquidity

Cash flow liquidity

Net cash flows from operating activities for the year 2019 increased by 93.63 million baht as mainly due to profit before income tax of 64.72 million baht and depreciation and amortization of 42.13 million baht.

Net cash flows from investing activities for the year 2019 decreased by 106.39 million baht because the company paid cash to purchase fixed assets the most, consists of purchase truck tractors, computer and computer programs in the amount of 65.05 million baht and purchasing - selling temporary investment in the amount of 49.51 million baht.

Net cash flow from financing activities for the year 2019 decreased by 33.18 million baht. The company paid dividends in the amount of 99.21 million baht and paid for the liabilities under financial lease in the amount of 8.28 million baht and cash receipts from loans the amount of 74.32 million baht.

Risk Management

The company believes risk management is a critical element of the organization that makes an organization achieve business goals, helping an organization to have a readiness to adapt quickly for supporting changes and various risk factors that are more complex and intense. In addition, the company also gives significance to raising awareness about risk management for everyone in the company continuously including commit to providing risk management to become effective from the level of strategic planning, performing and investment decisions to run new businesses to create additional value for the organization, shareholders, society, communities and various stakeholders which will help the company to grow sustainably.

Risk management framework

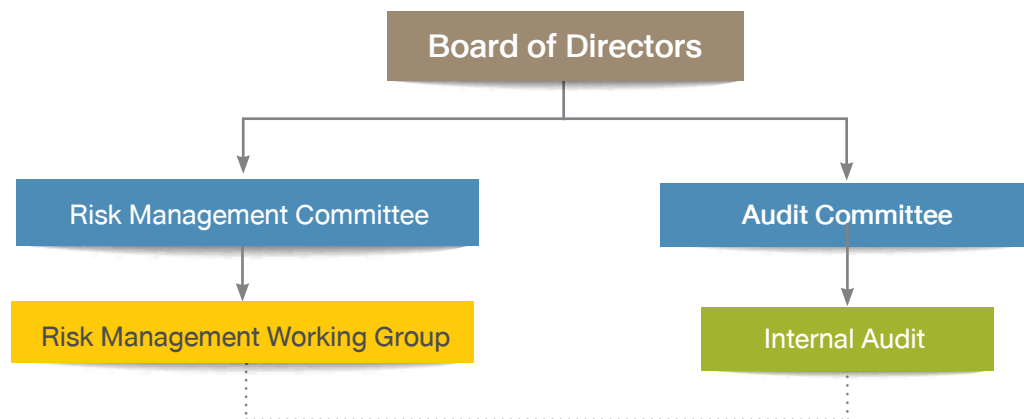
The company has Risk Management which Risk Management framework consists of:

1. Strategy Establishment

The company has established explicit objectives and risk appetite in managing risks to ensure consistent risk management practice across the organization.

2. The company Risk Management Structure and Responsibilities

The organization structure of risk management is illustrated below:



Board of Directors and Audit Committee

The Audit Committee acts on behalf of the Board of Directors to establish risk management policies and supervising the risk management process of the company also evaluates the risk management to ensure efficiency, effectiveness and compliance with established guidelines.

Internal Audit

is responsible for conducting an audit of operating unit and other supporting functions to provide assurance on the efficiency and effectiveness of risk management also reports the audit outcomes to the Audit Committee. Additionally, the Unit provides consultation and communicate comments from the Audit Committee to the working team and operator for further improvement.

Risk Management Committee and Risk Management Team

It consists of managing director, business support department, Director of Accounting and Finance and manager in each department by a manager of the business support serves as the Committee Chairman which has the following core responsibilities:

1. Determine risk management structure and assign accountabilities for risk management.
2. Consider and approve risk management policies, strategies, framework, and plans.
3. Review and monitor risk management.

Risk Management Process

The company risk management framework is applied in four areas, namely strategic risk, financial risk, operational risk, compliance risk management and organization binding requirements by dividing the 4 main steps are 1) Risk / Opportunity Identification, 2) Risk Assessment, 3) Risk Response and Key Risk Indicators and Key Performance Indicators which are the leading and lagging indicators in order to anticipate risk events and to manage risks to be in line with the targets), 4) Risk Reporting to Risk Management Committee, Audit Committee and Board of Directors respectively.



Internal Control

WICE Logistics Public Company Limited attaches importance to internal control in accordance with international standards. The Committee of Sponsoring Organizations of the Treadway Commission (COSO) for the company to Achieve the objectives of internal control in all 3 areas, namely operation, reporting and legal compliance. Rules and regulations related to business operations of the company (Compliance) In the Board of Directors Meeting No. 1/2019 on 25 February 2019, the Board of Directors Assessed the adequacy of the company's internal control system By considering according to the evaluation form of the Office of the Securities and Exchange Commission (SEC) as the management has prepared And a review of the internal control system assessment by the audit committee Which the Board of Directors Considering that the company's internal control system Sufficiency and appropriateness, with the company providing sufficient personnel for the company's operations To be in accordance with the objectives of the organization. Work efficiently the report is reliable and the operations are in accordance with relevant laws and regulations. As well as being able to protect the company's assets and subsidiaries Due to the abuse of directors, management and staff

In the year 2019, the company has improved procedures and systems. To promote internal control and help the audit process find any problems or risks With efficiency and speed Management of the company's internal control system Can be summarized by internal control components as follows

Control environment

The Board of Directors and executives support the corporate culture that focuses on honesty and

ethics in operation. As well as supervising the business operations of the company To be in accordance with the vision and mission Have a good control environment And facilitating the implementation of the internal control policy as follows

- The Board of Directors and executives have set good corporate governance policies and business ethics. Policy on supervision of operations in accordance with laws, regulations, policies, internal control systems And the anti-corruption and corruption practices for the directors, executives, employees of the company Abide by as a guideline for performance by requiring all personnel Responsible for internal control And maintain the internal control system. The company has communicated and publicized the said policy To all executives and employees Regularly
- The Board of Directors Independent from management, overseeing overall business operations Giving an opinion on the company's strategic direction For use as a guideline for making business plans and work plans Along with following up on the company's performance And the performance of the committees regularly. To ensure that the company's operations Able to achieve the set target
- The company defines organizational structure as a business group and line with a common goal. To enable the management of the company Effective And operate in the same direction throughout the group of companies There is a separation of duties in important areas In order to balance the power between

each other And set the duties Responsibility Assign authority appropriately according to the organizational structure And all employees are aware of their roles, powers, duties, and responsibilities.

- The company determines the qualifications of personnel in each position. As a criterion for recruiting and developing personnel with consistent attitudes and suitable for the values of the organization to join the company Important succession plans have been defined, along with standardized and systematic performance evaluation processes. In order to consider the reward fairly and create incentives for personnel in the operation

Risk assessment

The Board of Directors and executives attach importance to risk management. To build confidence in bringing the organization to both short / long term goals Therefore has established the Risk Management Committee appointed by the Board of Directors. And have an organization risk management working group In order to oversee the risk management of the company To be appropriate Effective And effectiveness With management guidelines as follows

- The company runs risk management throughout the organization in accordance with the COSO framework and risk management policy. To be a risk management guideline that may affect the achievement of the company's objectives
- The company manages the risk throughout the organization consisting of
 - 1) Enterprise risk management by creating a Risk Map
 - 2) Manage investment risks
 - 3) Risk management at various process levels

The risk assessment takes into account changes from internal and external factors Including the possibility of corruption and corruption Including

setting guidelines for risk management So that the risk is at an acceptable level There is a monthly risk review process. It is the responsibility of every department to manage and manage the risk to an acceptable level so that the organization can achieve its long-term goals. Under the organization risk management committee In order to manage specific risks that may affect the long-term business of the company To ensure that the company With appropriate certification measures

Control activities

The company has determined a controlled business. This will help reduce the risk of not meeting the company's objectives. To be in the acceptable level as follows

- The company has specified control activities With regard to the principles of good internal control such as duty separation And systematically authorize approval for groups of personnel To assure that there is an inspection system And able to balance the power There are policies and guidelines related to the transaction. Or may have a conflict of interest Transparent transactions Verifiable and fair Approval of transactions with due regard to the best interests of the company, etc.
- The company has established regulations, policies, requirements, operational manuals and in writing. By defining the scope of power The duties of the Chief Executive Officer, executives, and employees at each level And procedures clearly To be a guideline for operation And review of operations to be in accordance with the rules, policies, requirements, and various operational manuals Regularly
- The company has a process for supervising the company look at the company Invest according to the company's structure For the subsidiary and subsidiary companies

And associated companies There is a consistent operating guideline and in accordance with the company's policy framework, operational guidelines and business direction. As well as regularly and continuously monitoring the operations of subsidiaries and associates.

- The company has set up guidelines for managing the company group. In order to be a guideline for the operation and supervision of the company holding shares by communicating and adjusting the guidelines continuously

Information and communication

The company attaches importance to the quality of information and communication technology. Which is an important part of supporting internal control to be able to proceed effectively with guidelines for information and communication management as follows

- The company has specified the confidentiality of information. Guidelines for storing important documents and control documents Including information for both internal and external operations to ensure that important and relevant information about the company's business Accurate, complete, sufficient for operation and in time for use.
- The company has established a strategic database to store important external factors. In implementing the organization's strategic plan and establishing a system for data collection for each line of work that is in line with the company's strategy Systematically
- The company has communicated with the Board of Directors, executives, employees and stakeholders appropriately. In essence, relating to the company's operations And meeting documents were sent to the Board of Directors For the Board of Directors Able

to analyze the information sufficiently before making a decision Board of Directors Can request more information from the relevant department or person For convenience and speed in delivering information and supporting documents for the meeting of the Board of Directors, the company has sent via Google Drive system as a medium for sending information to all directors.

- The company provides various communication channels with external stakeholders such as Website, Electronic mail, Facebook of the company, and also has departments that accept directly. In order to regularly disclose important information to interested parties
- The company has established a channel for receiving complaints and clearly specifying guidelines for managing complaints so that employees and outsiders can be confident that complaints will be considered transparent, honest, fair and confidential. Within a reasonable time

Monitoring and evaluation

The company has a process to monitor and assess the adequacy of internal control. As well as determining guidelines for improving to ensure that the internal control system of the company Efficient and effective

- The company evaluates internal control at the organizational level and assess internal control at the process level Through the internal control assessment process by the operator himself Annually By having an internal control system department Review the adequacy and appropriateness of the said assessment. As well as giving advice on determining guidelines for improvement If found defects in internal control in addition,

the company Arrange for the process of reporting deficiencies found to management in a timely manner. Including the follow-up process to ensure that the modifications are completed within the specified time

- Internal Audit Department Which is an independent agency Directly to the audit committee Responsible for reviewing To ensure sufficient internal control Appropriate and consistent practice By examining and evaluating the effectiveness of internal control of various activities According to the audit plan approved by the audit committee The audit plan is in line with the company's strategic direction. And important risks that affect operations, including providing recommendations to support internal controls in this regard, the management is aware of and requires amendments based on recommendations. And report the audit results to the audit committee on a quarterly basis as for the assessment of internal control in financial accounting, there are audits and

reviews. By the office of the external auditor Present the results of the examination and review to the audit committee. To consider on a quarterly and yearly basis

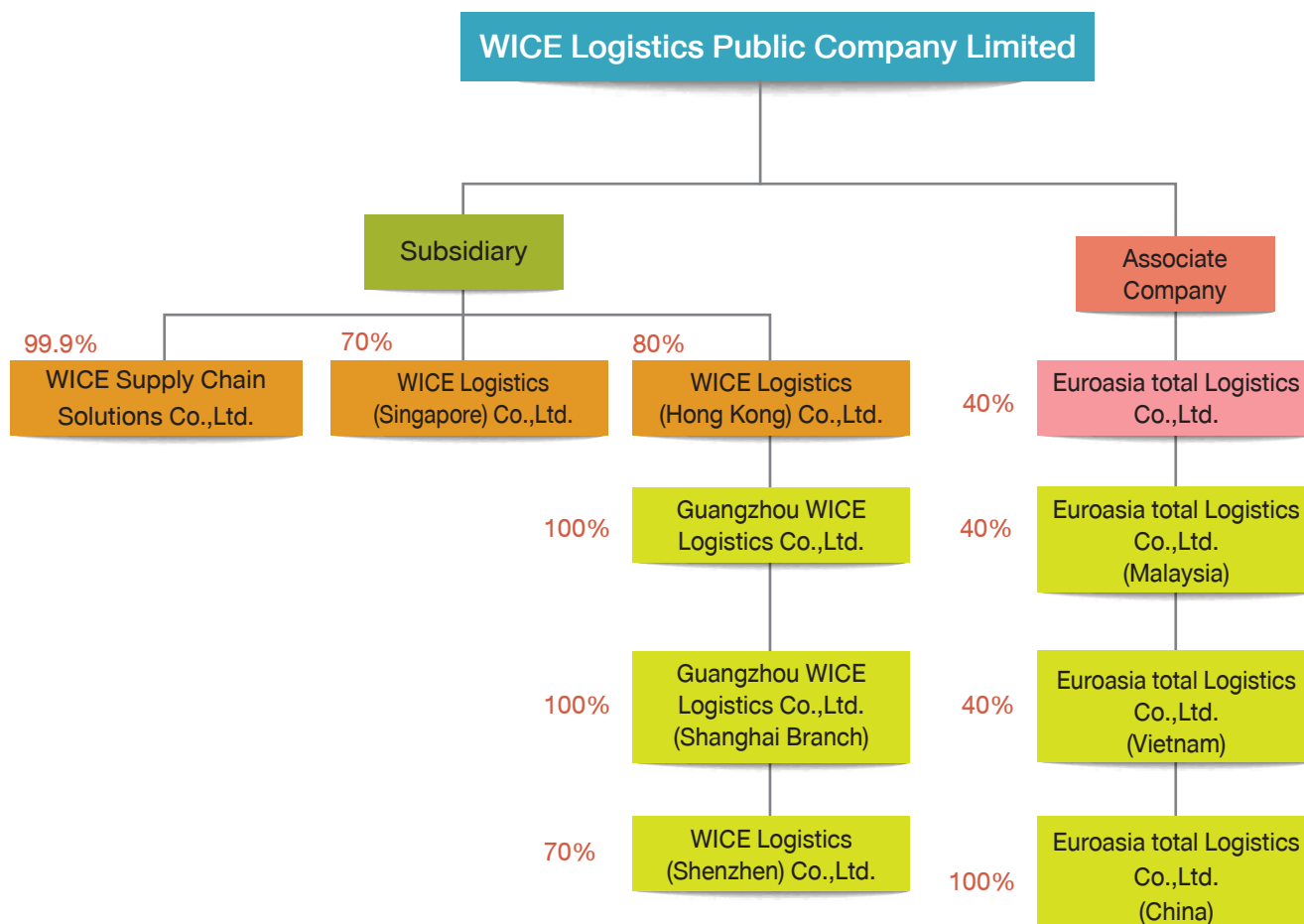
- The company is certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) through a self-assessment process and every 3 years, it is reviewed and signed by the audit committee of the company. To confirm that the company There are policies, guidelines, and measures to prevent corruption. As well as conducting business in accordance with the principles of good corporate governance in accordance with the criteria specified by CAC.

In the year 2019, the company found no significant defects in the internal control system of the company. That may affect the achievement of the main objectives of the organization. or significant defects regarding items that may cause conflict of interest Fraud or violation of the Securities and Exchange Act Regulations of the Stock Exchange of Thailand Or laws related to the company's business



Company shareholding structure in the group

31 December 2019



Income structure

Type of Income Income Obtains from Services	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Sea Freight	635.03	45.28	607.85	32.85	625.88	28.06
2. Air Freight	465.59	33.20	830.64	44.90	788.99	35.37
3. Logistics Service	295.75	21.09	344.00	18.59	345.07	15.47
4. Cross Border Service			49.62	2.68	460.94	20.66
Total Income Obtains from Services	1396.37	99.57	1832.11	99.03	2220.88	99.55
Other Income**	5.96	0.43	18.00	0.97	10.00	0.45
Total	1402.33	100.00	1850.11	100.00	2230.88	100.00

*Remark: ** Other income such as profit of exchange rate, interest receivable, profit-loss on disposal of investment etc.*



Transactions between related Companies

Board of Directors emphasizes on consideration and approval of transactions and related companies or related party or transactions which may have conflict of interest, therefore, transactions policy is defined as follow:

Transactions between the Company and Subsidiary Companies

As WICE Logistics Public Company Limited is consisted of many subsidiary companies and those companies has to conduct inter-transactions, service usage, financial assistance, technical or personnel support etc. Therefore, business operations or implementations which are inter-transactions of those companies must be complied with laws, regulations and implementing authority of the Company including the defined criteria and conditions.

Transaction of the Third Party

In conducting transactions or the third party must be complied with criteria and process as defined by laws, regulation of the Company and policy of the Company as well as it will be approved according to implementing authority of the Company strictly. Moreover, it must be complied with conditions which are agreed honestly, being transparent and being inspected by avoiding transactions which may cause trouble or damage to either the Company or the third party.

The Company has defined Stakeholder Engagement Policy and practice of groups of stakeholder as the Company is defined to comply with honest trade competition, consideration of reasonable and fair sell price and reasonability of price, quality and service to be obtained as well as the appropriate justification when there is any inspection.

Moreover, the Company has defined practices in consideration and approval the process of transactions and related companies, or related party or transactions which may have conflict of interest to constitute maximum interest to the Company under criteria as defined by laws as directors and executive will notify interest to the Company and the Company will consider any transaction, if the transaction requires approval according to criteria and legal steps, Management Department will present the matter to Board of Directors or shareholders' meeting as well as disclosing the information to investor openly and transparently as directors or executives who are stakeholders, will not participate in consideration and approval of such transaction in any case.

Policy or Trends of Transactions and Related Party

Transactions and related party of the company in the future will be normal transactions by negotiation policy in accordance with using pricing mechanism of logistics market and there is not any interest transfer between the Company and related businesses or parties.

Transactions and Related Party

The Company has policy in compliance with criteria as defined by the Announcement of Capital Market Supervisory Board on Criteria of Preparation Transactions and Related Party and the Announcement of Securities and Exchange Commission Thailand on Disclosure of Information and Operations of List Company in Transactions and related party as well as laws, regulations, announcements or related orders strictly.

Details of Transactions and Related Parties and Related Companies

Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability																								
1. Dr. Araya Kongsunthorn 2. Mr. Chudet Kongsunthorn	Being director and shareholder of the company	Land rental cost (Head Office)	1,526,979	None	The company has leased the land from We lend Group (by director and shareholder concurrently which is Dr. Araya Kongsunthorn and Mr. Chudet Kongsunthorn) to construct building and used as the location of Head Office as specified in Title Deed No. 53901 with the area 1 Ngan 70 2/10 square meters which is located at Chong nonsi Sub-district, Yannawa District, Bangkok. Lease Contract has been entered into for the period of 20 years from 1 July, 2014-30 June, 2034 by pay monthly rental as follow: as follow: <table><tr><td>Year 1-2,</td><td>92,674</td><td>Baht</td></tr><tr><td>Year 3-5,</td><td>101,941</td><td>Baht</td></tr><tr><td>Year 6-8,</td><td>112,135</td><td>Baht</td></tr><tr><td>Year 9-11,</td><td>123,349</td><td>Baht</td></tr><tr><td>Year 12-14,</td><td>135,684</td><td>Baht</td></tr><tr><td>Year 15-17,</td><td>149,252</td><td>Baht</td></tr><tr><td>Year 18-20,</td><td>164,177</td><td>Baht</td></tr><tr><td colspan="3">Total rental cos is 30,539,586 Baht</td></tr></table> The foregoing rental is evaluated by Independent Valuer for public purpose and being the company is in name list approved by SEC which is Agency for Real Estate Affairs Co., Ltd. Rental accounting record for acknowledge of rental equally every month by Straight-line Method as the company has accounting record in accordance with Accounting Standard No. 17.	Year 1-2,	92,674	Baht	Year 3-5,	101,941	Baht	Year 6-8,	112,135	Baht	Year 9-11,	123,349	Baht	Year 12-14,	135,684	Baht	Year 15-17,	149,252	Baht	Year 18-20,	164,177	Baht	Total rental cos is 30,539,586 Baht		
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Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability
1. Dr. Araya Kongsunthorn 2. Mr. Chudet Kongsunthorn	Being director and shareholder of the company	Land rental cost	420,000	None	The company has leased the land as parking lot for employees as specified in Title Deed No. 53902 Volume 540 Page 2 Parcel No. 977 Sub-district No. 9146 located at Chong nonsi Sub-district, Yannawa District from 1 July, 2018-30 June, 2019, the rental is 35,000 Baht per month. The rental rate refers the estimate price of land lease where the company's office building is erected as the is connected land
WICE Logistics (Singapore) Pte.Ltd.,	Being a subsidiary company (WICE holds shares 70%)	Income from service/Account receivable	5,350,497	602,062	WICE Logistics (Singapore) Pte. Ltd., is an Oversea Agent of the company being responsible for coordinating to provide service in foreign country in its responsible area and collecting service charges according to marketing rate. The company is an Oversea Agent of WICE Logistics (Singapore) Pte. Ltd. being responsible for coordination in providing service in Thailand which transaction of service charges and related companies will be conducted which is deemed as income obtained from service of the company likewise and Agency Agreement will be entered into with WICE Logistics (Singapore) Pte. Ltd.,
		Cost of service/ account payable	15,896,140	1,771,230	
		Director Fee Income	278,046	None	Director Fee Income collected by the company as service charge on monthly basis in the rate of 1,000 SGD
		Travel expenses	363,380	54,432	Is the accommodation cost of the management who traveled to the meeting in Singapore to pay instead and charged to the company 16,039 SGD

Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability
WICE Logistics (Singapore) Pte.Ltd.,		Dividend received	47,522,931	None	As dividends received from subsidiaries Since the subsidiary announced dividends on 23 March 2019 in the amount of 2,870,524 Singapore dollars. Is a 70% dividend payment of the company equal to 2,009,366.80 Singapore dollars. And payment is due on March/July and November 2019
WICE Supply Chain Solutions Company Limited	Being a subsidiary company (WICE holds shares 99.99%)	Dividend received	8,650,708	None	As dividends received from subsidiaries Since the subsidiary company announced dividend payment on 29 March 2019 and dividend payment on 29 March 2019
		Service income/trade receivables	792,466	792,466	The company provides customs transportation and sea freight services to the subsidiary company because the service units are located in Laem Chabang, therefore it is easy to manage by charging the service using Cost Plus Pricing method.
		Cost of service / trade receivables	4,000	4,000	
		Account preparation service/Other debtors	187,500	None	Is the service fee income for the management of financial and accounting systems. In order to ensure efficient operations The service fee for financial and accounting management is 2,500 baht per quarter for the period from 1 January 2019-1 October 2019 and at the rate of 60,000 baht per month. Period from 1 October 2019-1 October 2020 by Allocation Cost Method

Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability
		Investment return	40,500,000	None	WICE Supply Chain Solutions Company Limited has reduced the registered capital from 54,000 shares to 13,500 shares on May 16, 2019, reduce the registered capital from 54,000 shares to 13,500 shares.
Wice Logistics (Hong Kong)	Being a subsidiary company (WICE holds 80% from 4 January, 2018. Relation is a subsidiary company	Income from service / Account receivable	885,395	51,528	WICE Logistics (Hong Kong) Co.,Ltd is an Oversea Agent of the company being responsible for coordination in providing service in foreign country under its responsibility and service charges will be collected according to market price and the company is an Oversea Agent of WICE Logistics (Hong Kong) being responsible for coordination in providing service in Thailand which transactions of service charges and related company will be conducted which is deemed as income obtained from service of the company likewise and Agency Agreement will be entered into with WICE Logistics (Hong Kong).
		Cost of service/ Account payable	12,901,061	1,089,088	
		Travel expenses	6,251	None	Is the accommodation cost of the management for traveling to the meeting Pay instead and collect with the company 202.30 USD
		Dividend received	8,173,533	None	As dividends received from subsidiaries Since the subsidiary announced a dividend payment on April 26, 2019, in the amount of 2,526,503.85 Hong Kong Dollars, which is 80% of the Company's dividend equal to 2,021,205.48 Hong Kong Dollars and the dividend payment is scheduled for November 2019-December 2019.

Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability
		Dividend received	8,173,533	None	As dividends received from subsidiaries Since the subsidiary announced a dividend payment on April 26, 2019, in the amount of 2,526,503.85 Hong Kong Dollars, which is 80% of the Company's dividend equal to 2,021,205.48 Hong Kong Dollars and the dividend payment is scheduled for November 2019-December 2019.
Euroasia Total Logistics Co., Ltd.	Being a subsidiary company (WICE holds shares 40%) from 14 September, 2018 onwards. Relation is a subsidiary company		15,000	1,003	Euroasia Total Logistics Co., Ltd. is an Oversea Agent of the company being responsible for coordination in providing service and service charges will be collected according to market price and Agency Agreement will be entered into with Euroasia Total Logistics Co., Ltd
		Cost of service/ Account payable	11,365,961	2,374,463	
		Income from account management service charge/ Other debtors	540,000	None	Is the service fee income for the management of financial and accounting systems. In order to ensure efficient operations The service fee for financial and accounting management is 60,000 baht per month, using the Allocation Cost method, from 1 October 2018-1 October 2019.
		Loans Interest income / accrued interest	8,000,000 170,959	None	Euroasia Total Logistics Company limited borrows loans from WICE Logistics Public Company Limited to use as working capital in the company. The term of the loan is from January 24, 2019 to January 24, 2020, for a period of 1 year, with the interest rate of 7.50 percent, based on Kasikorn Bank's MLR + 1.25% interest rate and all loans were repayable on May 7, 2019.

Person/Juristic Person who may be conflicted	Relations	Type of transactions	Value of transactions (Baht) ended at 31 Dec. 19	Outstanding amount (Baht) ended at 31 Dec. 19	Explanation of executive in necessity and reasonability
Euroasia Total Logistics Co., Ltd.	Being a subsidiary company (WICE holds shares 40%) from 14 September, 2018 onwards. Relation is a subsidiary company	Cost of service/ Account payable	5,000,000 83,333	3,333,333	Euroasia Total Logistics Company Limited borrows loans from WICE Logistics Public Company Limited to use as working capital in the company. The term of the loan is from 9 August 2019 to 31 August 2020 for a period of 1 year. The interest rate is 4.00 percent, referring to the agreed interest rates in the group which will use the same interest rates in all countries.
		Guarantee fee / Credit guarantee obligation	1,400,000	None	Euroasia Total Logistics Company Limited, borrowing money from Kasikorn Bank. WICE Logistics Public Company Limited is the guarantor of credit of 70,000,000 baht. The loan period is 5 years. Contract date is 7. March 2019 by Weiss Logistics Public Company Limited charge a 2% guarantee fee from the loan.

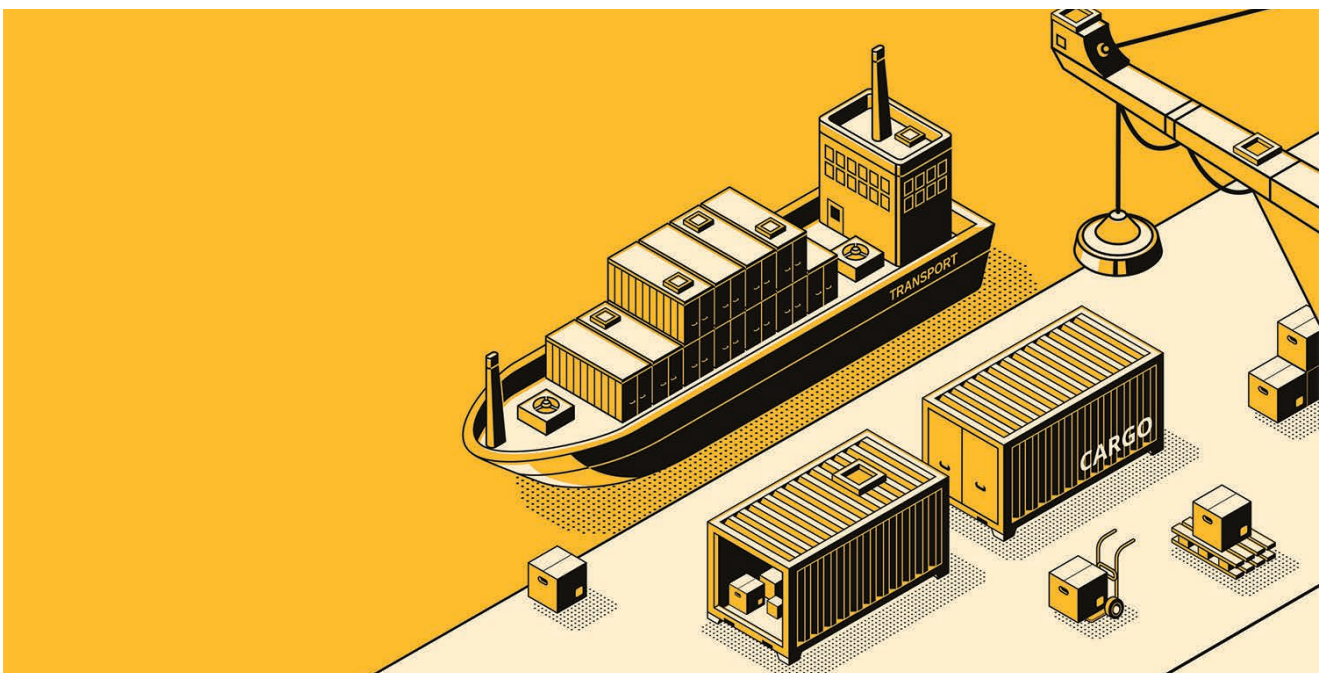
Shareholder structure

The first 10 shareholders (as of 26 December 2019)

No	Shareholder	Shares	Ratio (%)
1	Dr. Araya Kongsoonthorn	144,728,780	22.201
2	Mr. Chudet Kongsoonthorn	100,639,320	15.438
3	Ms. Thitimar Tantikulsunthorn	66,857,280	10.256
4	Ms. Pornpalioa Tantikulsunthorn	46,152,200	7.080
5	Mr. Patadon Kongsoonthorn	26,337,000	4.040
6	Mr. Lim Meng Pui	19,202,800	2.946
7	Mr. Lien Hock Loong	19,202,800	2.946
8	Ms.Sasithorn Tantikulsunthorn	16,013,200	2.456
9	Mr.Tai Wai Fung	15,577,060	2.389
10	Ms. Choo Yie Ngoh	13,493,900	2.070

As of 26 December 2019, the Company has 5 foreign shareholders holding a combined 67,476,561 shares, equivalent to 10.35% of the paid-up capital.

The company has a limitation on the shareholding of foreign shareholders in accordance with Article 13 of the Company's Articles of Association: "The company's shares can be transferred without restrictions. Unless the transfer of shares causes foreigners to have more than forty-nine (49) percent of the total issued shares of the company"



Dividend payment policy

The company has a policy to pay dividends to shareholders at the rate of not less than 50% of the net profit less corporate income tax. And legal reserve for the company financial statements. However, the aforementioned dividend payment may change. Which will depend on the investment plan, liquidity, necessity and other suitability in the future as the Board of Directors and / or the shareholders of the company. In

2018, the company has profits for the year amounting to 109,747,784 baht, which the Board of Directors has resolved To propose to the shareholders' meeting on 25 April 2019 to approve the dividend payment at the rate of 0.13 baht per share or equal to 77.22% of the profit for the year according to the financial statement. Transportation included

Dividend payout ratio for each year in the past 3 years

Year	Interim dividend (Baht / share)	Annual dividend (Baht / share)	Total (Baht / share)	Dividend payout ratio * (%)
2016	none	0.08	0.08	91
2017	none	0.12	0.12	76
2018	none	0.13	0.13	77.22

remark:

* Net profit - profit for the year attributable to shareholders of the parent company.

**The Board of Directors resolved to propose to the Annual General Meeting of Shareholders on 25 April 2019 to approve the annual dividend payment for 2018 at the rate of 0.13 baht per share.

Policies for subsidiaries' dividend payment policy

Dividend policy of the Company's subsidiaries The board of directors of the company has considered and agreed to And propose to the shareholders' meeting of each company for approval each year The dividend payment will be considered from the

investment plan as necessary and the dividend will be considered from the investment plan as necessary and other suitable such as the sufficiency of the cash flow of the subsidiary After deducting reserves as specified by law



Organizational Structure





Board of Directors

Mr. Ekphol Phongstabhon

Chairman of the Board

Independent Director

Age 56 Year



Date of being a director

31 July 2014

21 April 2017 (Renew 1)

26 April 2019 (Renew 2)

Education

- Master degree, MBA (Finance & Marketing), Northwestern University, USA
- Bachelor of Science (Engineering Chemistry), Chulalongkorn University

Training courses for directors and seminars/Thai Institute of Directors

- National Director Conference (NDC 1/2019) - IOD
- Seminar of Chairman Forum (R-CF 1/2018) on "Digital Transformation-A Must for all Companies"
- Role of the Chairman Program (RCP) Class 40/2017-IOD
- Anti-Corruption for Executive Program (ACEP) Class 12/2014-IOD
- Company Secretary Program (CSP) Class 41/2011 -IOD
- Directors Certification Program (DCP) Class 141/2011-IOD

Holding a position of Director/Executive in other listed companies at present (1)

Managing Director of Tipco Foods Public Company Limited

Holding a position of Director/Executive in other companies at present (5)

Chairman of WICE Logistics (Singapore) Pte. Ltd,

Singapore

Director of Tipco Pineapple Company Limited

Director of Tipco F and B Company Limited

Director of Tipco Retail Company Limited

Director of Tipco Biotech Company Limited

Other positions held in other organizations / important special activities: None

Work experience

- Year 2016-present Chairman of the board of WICE Logistics (Singapore) Pte. Ltd., Singapore
- Year 2014-present Chairman of the board of WICE Logistics Public Company Limited.
- Year 2012-present Managing Director of Tipco Foods Public Company Limited
- Year 2009-2012 Managing Director of Thai Film Industries Public Company Limited
- Year 2006-2012 Acting Managing Director of Thai Copper Industry Public Company Limited

Number of ordinary shares (As of 31 December 2019)

My own: None

Spouse/underage children: None

Family relationship between directors and executives:

None

Associate Professor Ruth Banomyong (PhD)

Chairman of the Audit Committee

Independent Director

Age 53 Year



Date of being a director

31 July 2014

26 April 2018 (Renew 1)

Education

- Doctor of Philosophy (Ph.D.) International Logistics, Cardiff Business School, Cardiff University, Wales, United Kingdom
- Master's degree, Maitrise en Droit des Affaires Internationales (L.L.M International Business Law), Universite de Paris I ,Pantheon-Sorbonne, France
- Bachelor's degree, Licence en Droit International (L.L.B International Law), Universite de Paris I, Pantheon-Sorbonne, France

Training courses for directors and seminars/Thai Institute of Directors

- Ethical Leadership Program (ELP) Class 18/2020-IOD
- Director Accreditation Program (DAP) Class 44/2004-IOD
- Audit Committee Program (ACP) Class 13/2006-IOD
- Director Certification Program (DCP) Class 103/2007-IOD

Holding a position of Director/Executive in other listed companies at present (1)

Chairman of the Audit Committee of Sea Oil Public Company Limited

Holding a position of Director/Executive in other companies at present (2)

Director of Global Insight Company Limited

Director of Living Head Quarter Company Limited

Positions in other organizations / important special activities: (1)

Dean of Faculty of Commerce and Accountancy

Thammasat University (TU)

Work experience

Year 2014-present	Chairman of the Audit Committee of WICE Logistics Public Company Limited
Year 2014-2018	Chairman of the Audit Committee C.P.L. Group Public Company Limited
Year 2001-present	Chairman of the Audit Committee of Sea Oil Public Company Limited
Year 1996-present	Director of Global Insight Company Limited
	Director of Living Head Quarter Company Limited

Number of ordinary shares (As of 31 December 2019)

My own: None

Spouse/underage children: None

Family relationship between directors and executives:

None



Mr. Charoenkiat Huthananuntha

Chairman of the Nomination and Remuneration
Committee Audit Committee

Independent Director

Age 70 Year

Date of being a director

31 July 2014

21 April 2017 (Renew 1)

Education

- Bachelor of Science, Industrial Computer Technology
King Mongkut's Institute of Technology Ladkrabang

Training courses for directors and seminars/Thai Institute of Directors

- Risk Management Committee, Class 11
- Director Accreditation Program (DAP), Class 111/2014
- High Vocational Certificate, Telecommunication,
King Mongkut's Institute of Technology Ladkrabang

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : None

Other positions held in other organizations / important special activities: None

Work experience

- Year 2014-present Chairman Nominating & Remuneration
Committee /
Audit Committee of WICE Logistics
Public Company Limited
- Year 2002-2013 Vice President of Logistics, Utac
Thai Company Limited

Number of ordinary shares (As of 31 December 2019)

Me: 15,000 share

Spouse/underage children: None

**Family relationship between directors and execu-
tives:** None

Mrs. Wandee Patiwejwong

Audit Committee
Independent Director
Age 56 Year



Date of being a director

26 April 2019

Education

- Master of Marketing, Thammasat University
- Bachelor of Business Administration (Finance), Kasetsart University

Training courses for directors and seminars/Thai Institute of Directors

- Director Accreditation Program (DAP) Class 161/2019 - (IOD)

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : (1)

Human Resources Director, Colgate Palmolive (Thailand) Ltd.

Other positions held in other organizations / important special activities: None

Work experience

present	Hman Resources Director, Colgate Palmolive (Thailand) Ltd.
Year 2019-Present	Audit Committee WICE Logistics Public Company Limited
Year 2012-2019	Marketing director, Colgate Palmolive (Thailand) Ltd

Number of ordinary shares (As of 31 December 2019)

My own: None

Spouse/underage children: None

Family relationship between directors and executives: None



Dr. Araya Kongsoonthorn

Chief Executive officer

Nomination and Remuneration Committee

Age 55 Year

Date of being a director

31 July 2014

26 April 2018 (Renew)

Education

- Ph.D. Doctor of Business Administration, Industry Development and Human Resources Faculty of Business and Industrial Development, King Mongkut's University of Technology North Bangkok
- Master of Management, Faculty of General management, Management College, Mahidol University
- Bachelor of Accounting, Financial, The University of the Thai Chamber Commerce

Training courses for directors and seminars/Thai Institute of Directors

- CFO's Orientation Course for New IPOs Class 3 -SET
- TLCA CFO Professional Development Program (TLCA CFO CPD) 2019 No 2/2019
- Research Alliance 2018 (R-RA 1/2018)-IOD
- Collective Action Against Corruption Conference (C-Conference 1/2018)
- Seminar the 15th Logistics People
- Family Business Event (M-FBE 3/2017)-IOD
- Directors Certification Program (DCP), Class 181/2013-IOD

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : 4

- Director of Euroasia Total Logistics Company Limited
- Director of WICE Logistics ((Hong Kong) Ltd., Hong Kong
- Director of WICE Logistics (Singapore) Pte. Ltd, Singapore
- Director of WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited)

Position in other organizations / important special activities: 2

- Secretary of Thai International Freight Forwarders Association (TIFFA)
- Director, Human Capital Management Club (HCM Club), Thai Listed Companies Association

Work experience

- Year 2018-Present Director, Euroasia Total Logistics Company Limited
- Year 2018-Present Director, WICE Logistics (Hong Kong) Ltd., Hong Kong
- Year 2016-Present Director, WICE Logistics (Singapore) Pte. Ltd, Singapore
- Year 2014-present Chief Executive Officer/Nomination and Remuneration Committee, WICE Logistics Public Company Limited
- Year 2006-Present Director, WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited)

Mr. Chudet Kongsoonthorn

Managing Director

Age 56 Year



Date of being a director

31 July 2014

21 April 2016 (Renew 1)

26 April 2019 (Renew 2)

Education

- Bachelor of Commerce, Merchant Marine, Thammasat University

Training courses for directors and seminars/Thai Institute of Directors

- Top Executives of Capital Market Academy (CMA), Class 24 /2017-IOD
- Director Accreditation Program (DAP), Class SEC/2014-IOD

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : 4

- Director of Euroasia Total Logistics Company Limited
- Director of WICE Logistics ((Hong Kong) Ltd., Hong Kong

- Director of WICE Logistics (Singapore) Pte. Ltd, Singapore
- Director of WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited)

Other positions held in other organizations / important special activities: None

Work experience

- Year 2018-Present Director, Euroasia Total Logistics Company Limited
- Year 2018-Present Director, WICE Logistics (Hong Kong) Ltd., Hong Kong
- Year 2016-Present Director, WICE Logistics (Singapore) Pte. Ltd, Singapore
- Year 2014-Present Managing Director, WICE Logistics Public Company Limited
- Year 2006-Present Director, WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited)



Ms. Thitimar Tantikulsunthorn

Managing Director

Chairman of Risk Management Committee

Nomination and Remuneration Committee

Age 54 Year

Date of being a director

31 July 2014

21 April 2016 (Renew 1)

26 April 2018 (Renew 2)

Education

- Master Degree, Journalism, Sriprathum University
- Bachelor of Business Administration, Finance, The University of the Thai Chamber of Commerce

Training courses for directors and seminars/Thai Institute of Directors

- Seminar the 15th Logistics People
- HCM Forum ““People strategy is business strategy”
- Seminars of Next Step Thailand: EEC Thai strategy connecting the world
- Ethical Leadership Program (ELP) Class 10/2017-IOD
- Anti-Corruption the Practical Guide (ACPG) Class 42/2017-IOD
- Director Accreditation Program (DAP) Class SEC/2014-IOD

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : 1

- Director of WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited)

Other positions held in other organizations/important special activities: None

Work experience

- | | |
|-------------------|---|
| Year 2016-Present | Director, WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited) |
| Year 2014-Present | Chairman of the Enterprise Risk Management Committee/ Nomination and Remuneration Committee/ Managing Director Corporate Support of WICE Logistics Public Company Limited |

Ms. Busarin Tuanchaem

Director

Risk Management Committee

Age 45 Year



Date of being a director

22 February 2018

Education

- Master of Business Administration, Finance (MBA), Ramkhamhaeng University
- Bachelor of Business Administration, Accounting, Ramkhamhaeng University
- Bachelor of Economics, Business Economics, Sukhothai Thammathirat University

Training courses for directors and seminars/Thai Institute of Directors

- Director Accreditation Program (DAP) Class 148/2018
- Strategic CFO in Capital Markets Program Class 5/2017
- Company Secretary Program Class 65/2015

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : None

Other positions held in other organizations / important special activities: None

Work experience

- Year 2018-present Director/Risk Management Committee / Director of Accounting and Finance of WICE Logistics Public Company Limited
- Year 2015-present General Manager of Accounting and Finance of WICE Logistics Public Company Limited

Executive Team



Mr. Naruechit Ruangchaiprakarn

General Manager Air freight business

Age 47 years

Education

- MBA Logistics Management, Southeast Bangkok College
- BBA Accounting, Southeast Bangkok College Seminar
- Basic Cargo Tariff, organized by TAFA & Cathay Pacific Airways / Thai Airways
- Dangerous Goods Regulation Course, organized by TAFA & Japan Airlines
- Desktop Applications Programming, College of Innovative Education, Thammasat University
- Air Cargo Course, NICS Institute of Languages and Airline Business
- Shipping & Import-Export Course, NICS Institute of Languages and Airline Business

Director Training Program of Thai Institute of Directors : None

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : None

Work experience in the past 5 years and/or important position

- Year 2018-2019 General Manager Air freight business development and operations department
WICE Logistics Public Company Limited
- Year 2017 Deputy General Manager Air freight business development and operations department
Sun Express (Thailand) Company Limited.
- Year 2015 Deputy General Manager Air Freight & Sea Freight
Sun Express (Thailand) Company Limited.
- Year 2014 Senior Manager of Air Freight department
Sun Express (Thailand) Company Limited.
- Year 2010 Manager of Air Freight department
Sun Express (Thailand) Company Limited

Ms. Saovadee Asavamana

General Manager

Age 49 years



Education

- Master Degree of Public and Private Management, NIDA
- Bachelor Degree of Humanities, Ramkhamhaeng University

Seminars

- Creative Thinking from Creativity Center by Teacher. Rassamee Thanyathon
- Strategic Thinking from SBDC by Assoc. Prof. Dr. Somchai Pakapakwiat
- THE BOSS from Management & Psychology Institute
- Internal Quality Audit for ISO9001:2015 from BIG-Q Training by Teacher. Udomsak Jitsangom
- Professional Management Model from TLAPS by Teacher. Manu Panphliwan

Training courses for directors and seminars /Thai Institute of Directors : None

Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : None

Work experience in the past 5 years and/or important position

Year 2018-present	General Manager of WICE Logistics Public Company Limited.
Year 2013-2018	General Manager of Sun Express (Thailand) Company Limited.
Year 2010-2013	Executive Director of Maritime Alliance Company Limited.
Year 2004-2009	General Manager Maritime Alliance Company Limited.



Mr. Chokchai Phuttisan

General Manager Warehouse

Age 47 years

Education:

- Bachelor of Engineering, Electrical Engineering, Northeastern University

Seminar

- TS16949, OHSAS 18001, ISO 9001 ,ISO 14001
- Director Training Program and Seminar/Thai Institute of Directors (None)

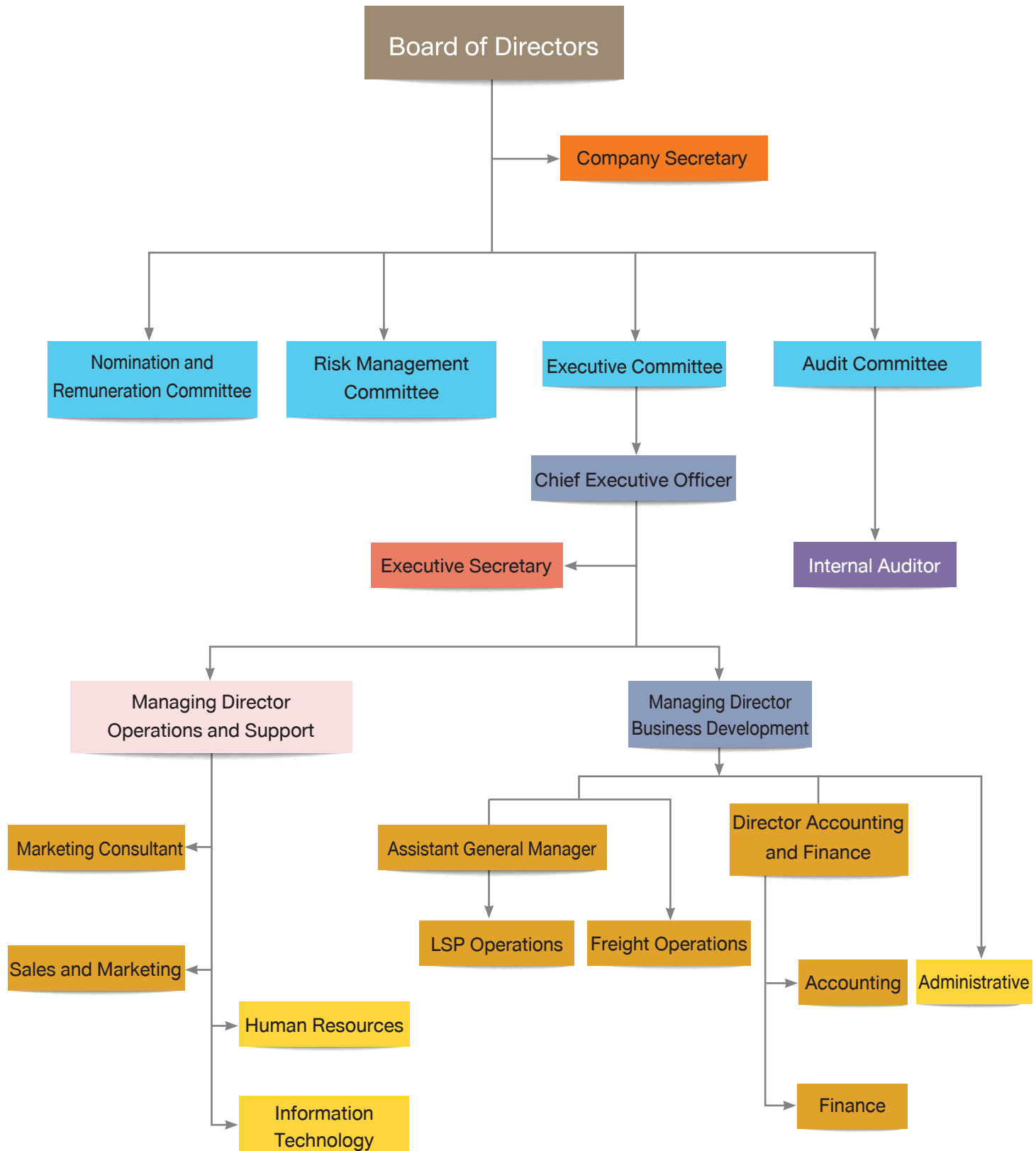
Holding a position of Director/Executive in other listed companies at present : None

Holding a position of Director/Executive in other companies at present : None

Work experience in the past 5 years and/or important position

- Year 2015-2019 General Manager of WICE Logistics Public Company Limited
- Year 2005-2014 Warehouse manager of Echo Autoparts (Thailand) Company Limited
- Year 2004-2005 Planning and Control Production Manager of Molten Asia Polymer Products Company Limited

Organization Chart



Management Structure

The board of directors who is holding office as of 31 December 2019 are as follows:

Name List	Position	Date of Appointment
1 Mr. Ekphol Phongstabhon	Chairman of the Board / Independent Director	31 July 2014
2 Associate Professor Ruth Banomyong (PhD)	Chairman of the Audit Committee / Independent Director	31 July 2014
3 Mr. Charoenkiat Huthananuntha	Nomination and Remuneration Committee / Independent Director / Audit Committee	31 July 2014
4 Mrs. Wandee Patiwejwong ⁽¹⁾	Independent Director / Audit Committee	25 April 2019
5 Dr. Araya Kongsoonthorn	Nomination and Remuneration Committee / Executive Committee	31 July 2014
6 Mr. Chudet Kongsoonthorn	Executive Committee	31 July 2014
7 Ms. Thitimar Tantikulsunthorn	Chairman of Risk Management Committee / Nomination and Remuneration Committee / Executive Committee	31 July 2014
8 Ms. Busarin Tuanchaem	Director / Risk Management Committee	22 February 2018

Remark : (1) Newly directors who have been appointed to replace directors who retirement by rotation for annual general meeting of shareholders for 2019 that held on 25 April 2019 are as follows:

- Mrs. Wandee Patiwejwong shall hold office of Independent Director and Audit Committee replace Mr. Wichai Xiao



Directors who retirement by rotation in 2019 are as follows:

Name List	Position	Period of holding office
1. Mr. Wichai Xiao	Nomination and Remuneration Committee / Independent Director / Audit Committee	31 July 2014-25 April 2019

Authorized directors who sign and be binding on behalf of the company.

Authorized directors who sign and be binding on behalf of the company according to the articles of association and certificate of juristic registration, Department of Business Development, the Ministry of Commerce as of 16 December 2019 are two of four directors jointly sign and affix with the company seal, namely Dr. Araya Kongsoonthorn or Mr. Chudet Kongsoonthorn or Ms. Thitimar Tantikulsunthorn or Ms. Busarin Tuanchaem.

Composition of the board of directors

The articles of association define that the board of directors comprised of not less than 5 directors, which holding each term for 3 years. Also, it shall have independent directors not less than one-half of total number of directors but not less than 3 persons. In this regard, corporate governance code said independent directors shall reside in the Kingdom and must be qualified and possesses no prohibited characteristics under the laws.

Composition and qualifications of the board of directors complies with the articles of association, corporate governance code and as required by law, without a gender discrimination policy as well as having a variety of knowledge, expertise and experiences that will be beneficial to the company's business operations. In addition, the board of directors should hold a position of directors in the company, listed on the Stock Exchange of Thailand not more than 5 companies and Chief Executive Officer or the managing director will hold office of director in another company (registered companies and company limited) not more

than 5 companies.

The board of directors have 8 members, which is appropriate for the size and type of business, consist of

- (1) 5 non-executive directors.
- (2) 4 independent directors (more than one-half of the total board).
- (3) 3 female directors.

The board of directors' authorities and duties and responsibilities.

The Board of Directors has roles, duties, and responsibilities to supervise company's operations in accordance with laws, objectives and resolutions as well as good corporate governance code and good practices for directors of listed companies in the Stock Exchange of Thailand strictly. Which every director shall has knowledges and abilities to perform duties for the benefit of company and shareholders. By authorities and duties to approve various matters and important responsibilities of the board of directors can be summarized as follows:

- (1) Dedicated time and placed importance on defining the company's vision, mission, direction and strategy by jointly commenting fully, search information that is beneficial to determine the company's direction.
- (2) Establishing a good corporate governance policy and code of conduct that consists of good principles and practices for directors, management, and employees appropriately. By focusing on creating conscience of responsibility in the performance of duties, creating understanding and strict observance

along with company's articles of association and regulations to ensure fairness to all stakeholder groups.

3. Determining the approval authority for various matters besides the authority assigned to chief executive officer in company's articles of association.
4. Ensure there is accounting systems, financial reports and reliable auditing including supervise to have the process for assessing the suitability of internal control and internal audit for efficiency and effectiveness.
5. Supervise and support the creation of innovation that enhances value for the company along with creating benefits for all stakeholders.
6. Supervise management and security measures of information technology system.
7. Consideration important risk factors that occur and set guidelines for managing risks completely and comprehensive. Supervising executives to have an effective system or process for risk management including searching business opportunities that may arise from such risks.
8. Supervise and develop the corporate governance to be at the international level and become a guideline for doing business, monitor for adhering and is a role model for adhering to good corporate governance and code of conduct.
9. Being a leader and role model for good performance with ethics that comply with the company's good corporate governance policy.
10. Monitor and maintain financial liquidity and affordability including plans or mechanisms

for solving problems.

11. Ensure shareholders that they will be involved in decision-making on important matters of the company, respecting their rights and treating shareholders and other stakeholders fairly and transparently. Supervise to have a process and a channel for receiving and handling complaints of those who wish to report clues or all stakeholders efficiently and give an opportunity to all stakeholders can contact, complaint directly to the board of directors.
12. Consider senior management development plan and succession plan of Chief Executive Officer or managing director and supervise to have performance appraisal of senior executives with effectiveness on an annual basis also have remuneration consideration system for senior executives which is prudent, transparent consistent with responsibilities and operation results in order to create both short-term and long-term incentives.
13. Assessing the board of directors' performance annually. There are 2 types of performance appraisal which are assessing the overall performance and self-assessment including monitor assessment results of the board of directors and sub-committees for consideration together in the Board of Directors and regularly review form for duties performance assessment of directors.
14. Supervise to have a transparent process for recruitment and selection people to be directors and setting remuneration for directors and sub-committees appropriately.
15. Report to the company of an interest of oneself and related parties which is an interest regarding management of the

- company or subsidiaries.
16. Attends the Board of Directors 'meeting and shareholders' meeting, except in a case of force majeure which directors are unable to attend the meeting that shall notify the chairman or secretary of the meeting for acknowledge prior the meeting.
 17. Surveillance and resolving issue of possible conflicts of interest as well as connected transactions, placing an importance for consideration main transactions that are important by focusing on the maximum benefit for shareholders and stakeholders as a whole.
 18. Developing knowledge and capability in continual work, attend training or participate in courses or seminar related to the performance of director's duties to continually increase knowledge of work.
 19. Place an importance to business operations with social and environmental responsibility, promote sustainable well-being of Thai society.
 20. Support the company to operate in all forms of anti-corruption for sustainable progress and growth.

In addition, implementation of the Board of Directors shall be approved by the shareholders' meeting before implementation on various matters

- Entering into connected transactions and acquisition or disposal of important assets as required by law and the Capital Market Supervisory Board.
- Selling or transferring the whole or significant part of the company to other parties.
- Purchasing or Acquisition
- Adding or changing the memorandum of association or articles of association.
- Increase/Decrease registered capital.
- Issuance of debentures for public offering.
- Dissolution/Merger with another company.
- Declaration of annual dividends.
- Any other business that is required by law/ articles of association requiring approval from the shareholders' meeting.

Election and retirement of directors.

The articles of association have provision regarding election and retirement of directors which can be summarized as follows:

Election of directors

- The shareholders meeting shall elect directors in accordance with the following rules:
 - (1) A shareholder shall have one (1) vote per one (1) share;
 - (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as director, but may not divide his/her votes to any of such persons;
 - (3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the chairman of the meeting shall have a casting vote.
- In case an office of directors is vacant for reasons other than a retirement by rotation, the board of directors shall elect a person who is qualified and possesses no prohibited characteristics under the laws governing public limited companies and the laws governing securities and exchange as a

replacement director at the next board of directors meeting, unless the remaining term of the former director is less than two (2) months. The resolution of the board of directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the number of remaining directors. The replacement director shall hold office only for the remaining term of office of the director whom he/she replaces and may be re-elected.

- In case an office of directors is vacant until less than to present to constitute a quorum, the remaining directors may act on behalf of the board but only for holding a shareholders' meeting to elect the directors to replace all the vacant positions which must be done within one (1) month from the day that the number of vacant directors is less than the number of quorum.

Retirement from office of directors

- The directors to retire from office in the first and second years after Registering for transformation of the company shall be selected by drawing lots. In subsequent years, the directors having held office longest shall retire and if at any one time many directors holding office for equally long time and the number is greater than vacated number at that time then such directors shall vacate the office by drawing lots. The directors retiring from office by rotation may be re-elected.
- Apart from retirement by rotation, the directors shall vacate office upon death or resignation or lack of qualifications, or possession of prohibited characteristics as required by law or removal by a resolution of the

shareholders meeting or removal by a court order.

- Any director wishing to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the letter reaches the Company. The resigning director under the first paragraph may notify the registrar of his/her resignation.
- The shareholders meeting may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote.

Independent Director

Based on good corporate governance principles of the company, the independent directors shall comprise not less than one-half of the total directors and have a term of not more than 3 consecutive terms or a total of not more than 9 years, which shall start counting the term of office from the date of annual general meeting of shareholders for 2015 onwards and will not count previous term of the former independent director. All independent directors are knowledgeable, capable and qualified as independent according to the notification of the Capital Market Supervisory Board.

Qualifications of independent directors

- Holding shares not exceeding 1% of the number of shares that have voting rights in the company, master company, subsidiaries, associates or juristic person that may have conflicts which shall also include the shareholding of the related persons of such independent directors.

- Not being or used to be a director who is involved in the management of work, employees, consultants who receive regular salary or regulator, master company, subsidiaries, same rank subsidiary or a juristic person that may have conflicts unless it has been terminated for not less than 2 years before being appointed.
- Not being a person who has a relationship by blood or by legal registration in a manner of father, mother, spouse, sibling, and child. Including spouse of the child, executives, major shareholder, regulator or a person who will be proposed to be an executive or regulator of the company or subsidiaries.
- No or have had a business relationship with the company and subsidiaries, master company or juristic person that may have conflict in a manner that may interfere with his independent judgment including not being or having been a major shareholder, non-independent director or executives of those who have a business relationship with the company and its subsidiaries, master company or juristic persons that may have conflicts unless it has been terminated for not less than 2 years before being appointed.
- Not being or having been an auditor of the company, master company, subsidiary or juristic person that may have conflicts and not being a major shareholder, non-independent directors, executives or managing partners of the audit office which has an auditor of the company, master company, subsidiary company or juristic person that may have conflicts unless it has been terminated for not less than 2 years before being appointed.
- Not being or having been a professional service provider which includes providing services as a legal advisor or financial advisor which receives service fees in excess of 2 million baht per year from the company, mater company, subsidiary company or juristic person that may have conflicts. In a case that a professional service provider is a juristic person, including being major shareholder, directors who are not independent directors, executives or managing partners of such professional service providers unless it has been terminated for not less than 2 years before being appointed.
- Not being a director appointed to represent the company director, major shareholders or shareholders who are related to the major shareholders of the company.
- Not operating a business that is the same business and is a significant competition with the business of the company or subsidiary or not a significant partner in the partnership or being a director who is involved in the management of work, employees, employees, consultants who receive regular salary or holding more than 1% of the total voting rights of other companies which operates businesses that is the same business and are competing with the business of the company or subsidiaries.
- No other characteristic that makes impossible to give independent opinions about company's operations.
- Be able to attend the Board of Directors' meeting to make decisions in matters independently.
- Be able to take care of the benefits of all shareholders equally.

- Be able to prevent conflicts of interest.

Independent directors may be assigned by the Board of Directors to make decisions on business operations of the company, master company, subsidiaries, same rank subsidiaries or a juristic person that may have conflicts by making decisions in the form of a group.

Audit Committee

Name List	Position
1. Associate Professor Ruth Banomyong (PhD) ⁽¹⁾	Chairman of Audit Committee (Independent Director)
2. Mr. Charoenkiat Huthananuntha	Audit Committee (Independent Director)
3. Mrs. Wandee Patiwejwong ⁽²⁾	Audit Committee (Independent Director)

Miss Nipapan Dunlane, internal audit performs duties as secretary of the audit committee.

Remark: (1) Associate Professor Ruth Banomyong (PhD) has sufficient knowledge and experience in accounting and finance to review reliability of financial statements.

(2) Mrs. Wandee Patiwejwong has appointed to hold office of the audit committee to replace Mr. Wichai Xiao on 25 April 2019.

Composition of the audit committee comprise of not less than 3 independent directors and has the office term of 3 years or end of office term upon termination or resignation or removal. In this regard, directors who retired by rotation may be re-elected by the board of directors again which shall have complete qualifications, duties and responsibilities in accordance with the rules prescribed in the Securities and Exchange Commission Notification and scope of operations according to the Capital Market Supervisory Board Notification.

The board of directors has approved the charter of the audit committee which has determined the composition, qualifications, office term and scope of duties according to good corporate governance code as follows:

1. Review to have a financial reporting system and disclosure of information in financial statements in accordance with financial reporting standards and promoting to develop financial reporting systems equally

to international financial reporting standards.

2. Consider the related parties transaction, the acquisition or disposal of assets or transactions that may have a conflict of interest to be in accordance with laws and requirements of Securities and Exchange Commission and Stock Exchange of Thailand.
3. Review the company to have risk management processes, work processes, controls, supervision for operations and information technology and keeping data security and effective communication network to comply with international standards.

4. Review the company to have anti-corruption process comply with guidelines of various supervision agencies as effectively include Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), Thai Institute of Directors (IOD) and National Anti-Corruption Commission. Start from promoting, raising awareness, risk assessment, internal control, creating work system for preventative, report of violations, audit until reviewing self-assessment on anti-corruption measures as has been audited and assessed.
 5. Review the company to have a process to control and monitor operations in accordance with the securities and exchange law, regulations, rules and other laws related to company's business.
 6. Review the company to have an appropriate and effective internal control and internal audit system according to generally accepted international methods and standards and considers the "Form for internal control system adequacy assessment" which had audited and assessed already to ensure that the company has sufficient internal control systems and present to the board of directors for consideration.
 7. Review and summarize fraud investigation results and determine preventive measures within an organization including review internal processes of the company regarding clues and receiving complaints.
 8. Review to have preventative work systems that benefit to agencies in order to increase efficiency and effectiveness in the operation to be better.
 9. Considering, selecting and appointing independent auditors and proposing to removal of auditors in a case that it is considered they are unable perform duties or neglect to perform duties or perform duties incorrectly including proposing remuneration for the company's auditors and evaluate performance efficiency of auditors.
 10. Prepare a report of audit committee by disclosing in the company's annual report which such report shall be signed by the chairman of audit committee and have opinions on various matters according to requirements of the SET.
 11. Review and comment on the operation of internal audit office and coordinate with auditors to hold a meeting with auditors without the management attend the meeting at least once a year,
 12. Consider and approve the internal audit plan, budget, as well as approve the appointment, removal, transfer, or termination of the internal audit officers.
 13. Consider the independence of the internal audit agencies by considering from duties and reports including chain of command and review to have performance appraisal of auditing in accordance with international standards.
 14. Review to ensure that the audit committee has performance appraisal of the audit committee as a whole and self-assessment on an annual basis.
 15. Being responsible for any other tasks as assigned by the board of directors.
- Performance based on scope of duties and responsibilities, the audit committee shall have power to call, order management, department chiefs or relevant employees of the company to give an opinion, attend a meeting or submit documents that it considers necessary. The audit committee will perform duties within scope of duties and responsibilities under the board

of directors' orders which the board of directors is a person who responsible directly to company's operations for shareholders, stakeholders and general public.

Responsibilities of the Audit Committee

In case the audit committee is informed by auditors about suspicious behavior of directors, managers or persons responsible for business operation of the company, which may violate paragraph 2 of Section 281/2, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act, the audit committee is to investigate the case and submit a preliminary report to the Securities and Exchange Commission (SEC), as well as to the auditor, within 30 days of the date it is informed.

Upon finding or having doubt about the following actions or transactions, which may significantly affect the financial position and performance of the company, the audit committee is to report such events to the board of directors in order to find remedy within a period deemed appropriate by the audit committee:

- (1) Transactions which may cause conflicts of interest.
- (2) Fraud or irregular events or material flaws in the internal control system.
- (3) Violations of laws pertaining to Securities and the Stock Exchange, the regulations of the Stock Exchange, or laws pertaining to the company's business.

If the board of directors or management fail to remedy the issues within the timeline specified by the audit committee, a member of the audit committee may report the issue to the SEC or the SET.

The audit committee's meetings held in 2019, totaling 4 meetings and 1 meeting along with auditors to be specific case to perform duties in accordance with the scope of duties and responsibilities specified in the charter and as assigned by the board of directors together with to report performance to the board of directors quarterly and preparation a report to shareholders in the annual report.

Nomination and Remuneration Committee

Name List	Position
1 Mr. Charoenkiat Huthananuntha	Chairman of Nomination and Remuneration Committee (Independent Director)
2 Dr. Araya Kongsoonthorn	Nomination and Remuneration Committee
3 Ms. Thitimar Tantikulsunthorn ⁽¹⁾	Nomination and Remuneration Committee

Ms. Poramaporn Chamnongsuk, a company secretary performs duties as secretary of nomination and remuneration committee.

Remark:

(1) Ms. Thitimar Tantikulsunthorn has appointed to hold office of the nomination and remuneration committee to replace Mr. Wichai Xiao on 25 February 2019.

Composition of the nomination and remuneration committee comprise of not less than 3 directors which the chairman of nomination and remuneration committee shall be independent directors and has the office term of 3 years or end of office term upon termination or resignation or removal.

The board of directors has approved the charter of the nomination and remuneration committee which has determined the composition, qualifications, office term and scope of duties according to good corporate governance code as follows:

1. Setting the scope and policies in nominating directors for submission to the board of directors.
2. Considering and revising the appropriateness for holding office of directors in case changing related to the qualifications of the directors.
3. Suggesting methods for performance appraisal of the board of directors, various sub-committees and the chairman by considering and revising annually including monitor and summarize assessment results to the Board of Directors for acknowledgment in order to improve the operational efficiency and enhance the knowledge and capability of the directors.
4. Setting the qualifications of the persons who will hold office of directors to comply with the company's business strategy and setting the process of nominating directors to replace the directors who retired by rotation. By considering to recruit directors who have diverse qualifications in terms of skills, experience, gender and specific talents that are beneficial to the company.
5. Searching and selecting appropriate persons for holding office of directors to replace the directors who retired by rotation or other reasons. By considering the board structure's diversities in order to propose to the board

of directors and/or the shareholders' meeting for consideration to approve.

6. Preparing a succession plan for Chief Executive Officer or managing director to propose to the board of directors for consideration.
7. Proposing guidelines and methods for remuneration to the board of directors and various sub-committees who are appointed by the board of directors, including the annual bonus and meeting allowance.
8. Considering to pay remuneration for the board of directors and comparison with other leading listed companies against similar businesses to propose to the board of directors for acknowledgment.
9. Considering, revising and suggesting if there are any changes about charter of the nomination and remuneration committee to the board of directors in order to request an approval for improving that suitable and always up to date.
10. Being responsible for any other tasks as assigned by the board of directors.

For the performance of duties and responsibilities, the nomination and remuneration committee shall have the power to summon, instruct the management, agency heads or employees who involved to give an opinion, attend a meeting or submit documents that it deems relevant and necessary.

In 2019, there was a meeting of the nomination and remuneration committee totaling 1 time to perform duties in accordance with the scope of duties and responsibilities specified in the charter and as assigned by the board of directors as well as report performance results to the board of directors and summarize to shareholders in the annual report.

Risk Management Committee

Name List	Position
1 Ms. Thitimar Tantikulsunthorn	Chairman of Risk Management Committee
2 Ms. Busarin Tuanchaem	Risk Management Committee
3 Mr. Naruechit Ruangchaiprakarn ⁽¹⁾	Risk Management Committee

Ms. Poramaporn Chamnongsuk, a company secretary performs duties as secretary of Risk Management Committee.

Remark:

Mr. Naruechit Ruangchaiprakarn, general manager has appointed as risk management committee on 25 February 2019 to replace vacant office and vacated office due to resignation on 31 December 2019.

Composition of the risk management committee comprise of not less than 2 directors and not less 1 company's executive, has the office term of 3 years or end of office term upon termination or resignation or removal.

The board of directors has approved the charter of the risk management committee which has determined the composition, qualifications, office term and scope of duties according to good corporate governance code as follows:

1. Setting and revising risk management framework, charter of risk management, management and processes policies include suggesting guideline of various risk management relating to the company's business operations appropriately, efficiently and comply with direction, strategic, business plan implementation and situation that changed.
2. Supporting and developing risk management at all levels throughout the organization including various tools continuously and effective also promoting the risk management culture development.
3. Supervising, monitoring and reviewing risk

management plans and reports along with giving advice to ensure that risk management is effective and appropriate at an acceptable level and conform with the risk management policies.

4. Reporting important risk management results to the board of directors in case that there is important factors or situations that may affect the company significantly, shall report to the board of directors for quick consideration.
5. Being responsible for any other tasks as assigned by the board of directors.

For the performance of duties of the risk management committee may request an opinion from an independent consultant when considering that it is necessary and appropriate by the company is responsible for the expenses.

In 2019, there was a meeting of the risk management committee totaling 4 times to perform duties in accordance with the scope of duties and responsibilities specified in the charter and as assigned by the board of directors as well as report performance results as quarterly to the board of directors and summarize to shareholders in the annual report.

Board of Directors Meeting

In 2019, the board of directors and specific committee held meetings as shown in the table in which are scheduled in advance. By directors who have important mission urgently and unable to attend the meeting shall have a written notice to inform the chairman including specifying the necessary reason. The chairman will inform the meeting before starting every meeting.

รายชื่อกรรมการ	Board of Directors meeting in 2019				
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Shareholders Meeting in 2019
	Total 5 time	Total 4 time	Total 1 time	Total 4 time	Total 1 time
1. Mr. Ekphol Phongstabhon	5/5				1/1
2. Associate Professor Ruth Banomyong (PhD)	5/5	4/4			1/1
3. Mr. Charoenkiat Huthananuntha	5/5	4/4	1/1		1/1
4. Mrs. Wandee Patiwejwong	4/4	3/3	-		-
5. Dr. Araya Kongsoonthorn	5/5		1/1		1/1
6. Mr. Chudet Kongsoonthorn	5/5				1/1
7. Ms. Thitimar Tantikulsunthorn	5/5			4/4	1/1
8. Ms. Busarin Tuanchaem	5/5			4/4	1/1

Directors who retirement by rotation in 2019

รายชื่อกรรมการ	Board of Directors meeting in 2019				
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Shareholders Meeting in 2019
	Total 5 time	Total 4 time	Total 1 time	Total 4 time	Total 1 time
1. Mr. Wichai Xiao	1/1	1/1	1/1	-	1/1

Executives

To ensure the organization management will be operated as efficiently and supervise the organization in accordance with policies and directions obtained from the board of directors. By virtue of the articles of association, the chief executive officer, therefore, has established board of executive consisting of senior management from managing director under supervision of the chief executive officer who is the highest supervisor of employees with authority and duties in managing the company's business in accordance with policies, plans and budgets approved by the board of directors.

The board of executive is responsible for deter-

mining the direction and guidelines of the company's operations based on the policies which has already been determined by the board of directors by scrutinizing, providing suggestions and opinions regarding company policies, guidelines for operating business and matters that cause significant changes to business operations.

Moreover, it has duty to control expenses and investment budget to the extent approved by the board in the annual plan, implementing according to personal policy, resolving problems or conflicts that affect the organization and maintain effective communication with those involved.

Name list of executives based on organizational chart as of 31 December 2019

Name List	Position
1. Dr. Araya Kongsoonthorn	Chief Executive Officer
2. Mr. Chudet Kongsoonthorn	Managing Director-Business Development
3. Ms. Thitimar Tantikulsunthorn	Managing Director –Support
4. Ms. Busarin Tuanchaem	Director of Accounting and Finance
5. Mr. Naruechit Ruangchaiprakarn	General Manager - Air freight business development and operations department.
6. Ms. Saovadee Asavamana	General Manager
7. Mr. Chokchai Phuttisa ⁽¹⁾	General Manager Warehouse

หมายเหตุ : All executives are executives according to the definition of SEC.

(1) Executives who resigned during the year 2019

Mr. Chokchai Phuttisan resigned from being an employee on 1 September 2019.

Company Secretary

To comply with the Securities and Exchange Act B.E. 2535, Section 89/15 and Section 89/16, the board of directors appointed Ms. Poramaporn Chamnongsuk to act as the company secretary in order to perform duties as specified by the law and preparing and filling important documents such as the registration of directors, invitation letter and minutes of the board of directors and shareholders' meetings, annual reports, reports of interests of directors and executives and perform regarding the board of directors and shareholders' meetings, also on duties to provide recommendations regarding requirements and regulations that the board of directors and executives should be aware and hold training/orientation as well as providing information necessary for performance of duties to current directors and the newly appointed. As well as overseeing and coordinating the company to comply with laws, regulations and resolutions of the board of directors and shareholders' meeting in a complete and accurate manner. The company secretary has attended the important courses that are beneficial to the performance of duties as follows:

- Company Secretary Forum (R-CSF 1/2019) Thai Institute of Directors (IOD)
- Corruption Risk & Control: Technical Update (CRC 3/2019) Thai Institute of Directors (IOD)
- Effective Minutes Taking (EMT) Class No. 42/2018 Thai Institute of Directors (IOD)
- Board Reporting Program (BRP) Class No. 26/2018 Thai Institute of Directors (IOD)
- Company Secretary Program (CSP) Class No. 84/2017 Thai Institute of Directors (IOD)

- Company Reporting Program (CRP) Class No. 19/2017 Thai Institute of Directors (IOD)
- Thai Intelligent Investors Program (TIIP-17) Thai Investors Association
- Advances for Corporate Secretaries 1/2016) Thai Listed Companies Association
- Fundamentals for Corporate Secretaries 1/2016) Thai Listed Companies Association
- Strategic CSR Management Class No. 3, SET
- CSR for Corporate Sustainability Program, Class No. 6, SET

Remuneration of directors and management

Remuneration of directors

The board of directors has set a policy for the remuneration of directors that fair and reasonable according to good corporate governance. The nomination and remuneration committee is responsible for considering and reviewing the appropriateness and agreeable with company's financial status, comparable with listed companies in the stock exchange where are in industries and businesses of similar size as well as the duties and responsibilities assigned by directors that is assigned to be specific committee for subject of "will receive additional remuneration as increased responsibility".

However, the remuneration paid to the directors must be approved from the shareholders' meeting for 2019 annual general shareholder's meeting on 25 April 2019 which a resolution approved remuneration of directors and specific committee for 2019 and bonuses of directors from operating results for 2018 as follows:

(1) Remuneration of directors and specific committee

Remuneration type	Remuneration Rate
1. Remuneration of directors	Each meeting allowance when attending - Chairman 40,000 bath/meeting - Directors 20,000 bath/meeting/person
2. Remuneration of specific committee - Audit Committee - Nomination and Remuneration Committee - Risk Management Committee	Each meeting allowance when attending - Chairman 25,000 bath/meeting - Directors 20,000 bath/meeting/person
3. Other remuneration	None

(2) Bonus of directors for the performance 2018

The board of directors as a whole shall receive bonuses by considering from operation results but the amount cannot exceed 1% of the net profit for the year of the consolidated financial statements of that year. This will be effective from the date of approval from annual general meeting of shareholders 2017 onwards until the Shareholders' Meeting determined

Summary of remuneration for each director for the year 2019

Name list of directors	Meeting Allowance of Board of Directors (baht)	Meeting Allowance of Specific Committee (Baht)				Bonuses from operating results for 2018*	Total (Baht)
		Audit Committee	Nomination & Remuneration Committee	Risk Management Committee	Annual General Shareholders' Meeting 2019		
1. Mr. Ekphol Phongstabhorn	200,000	-	-	-	40,000	120,237.50	360,237.50
2. Associate Professor Ruth Banomyong (PhD)	100,000	100,000	-	-	20,000	120,237.50	340,237.50
3. Mrs. Wandee Patiwejwong	80,000	60,000	-	-	-	-	140,000
4. Mr. Charoenkiat Huthananuntha	100,000	80,000	25,000	-	20,000	120,237.50	345,237.50
5. Dr. Araya Kongsoonthorn	100,000	-	20,000	-	20,000	120,237.50	260,237.50
6. Mr. Chudet Kongsoonthorn	100,000	-	-	-	20,000	120,237.50	240,237.50
7. Ms.Thitimar Tantikulsunthorn	100,000	-	-	100,000	20,000	120,237.50	340,237.50
8. Ms. Busarin Tuanchaem	100,000	-	-	80,000	20,000	120,237.50	320,237.50

Directors retiring at the end of their terms in 2019

1. Mr. Wichai Xiao	20,000	20,000	20,000	-	20,000	120,237.50	200,237.50
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Remark:

* Bonus for performance of 2018, paid in 2019

** Mr. Naruechit Ruangchaiprakarn is a risk management committee who received 40,000 baht for remuneration in 2019.
(Moved to overseas subsidiaries on 1 January 2020)

Remuneration that directors obtained from holding office in important subsidiaries.

Holding office of directors in subsidiaries of company's directors is in order to oversee operations in subsidiaries to comply with the company's business policy.

Name List	Position	Annual Remuneration
WICE Logistics (Singapore) Pte., Ltd. (Company holds 70% of shares)		
1. Mr. Ekphol Phongstabhon	Chairman	12,000 SGD



Holding of Securities of board of directors and company's executives based on the definition of SEC. Spouse and underage children as of 31 December 2019

No.	Name-Surname	Ordinary share (number of shares)		
		As of 1 January 2019	As of 31 December 2019	Increase/ (Decrease) During a fiscal year
1	Mr. Ekphol Phongstabhon	None	None	None
	Spouse and underage children	None	None	None
2	Associate Professor Ruth Banomyong (PhD)	None	None	None
	Spouse and underage children	None	None	None
3	Mrs. Wandee Patiwejwong	N/A	None	None
	Spouse and underage children	None	None	None
4	Mr. Charoenkiat Huthananuntha	15,000	15,000	None
	Spouse and underage children	None	None	None
5	Dr. Araya Kongsoonthorn	144,728,780	144,728,780	None
	Spouse and underage children	Spouse: Mr. Chudet Kongsoonthorn		
6	Mr. Chudet Kongsoonthorn	99,739,320	100,639,320	900,000
	Spouse and underage children	Spouse: Dr. Araya Kongsoonthorn		
7	Ms. Thitimar Tantikulsunthorn	66,857,280	66,857,280	None
	Spouse and underage children	None	None	None
8	Ms. Busarin Tuanchaem	200,000	200,000	None
	Spouse and underage children	None	None	None
9	Mr. Naruechit Ruangchaiprakarn	250,000	250,000	None
	Spouse and underage children	None	None	None
10	Miss Saovadee Asavamana	255,000	255,000	None
	Spouse and underage children	None	None	None
11	Mr. Chokchai Phuttisan*	None	None	None
	Spouse and underage children	None	None	None

หมายเหตุ :

1. Notification of SEC No. ThorJor. 23/2551, the term of "executive" means a manager or a person holding the first four executive positions following a manager, who holding position equivalent to the fourth executive position everyone and also means persons holding executive positions in accounting or finance which holding position in manager level or higher or equivalent.
2. It will have 10 executives that said above based on the structure of WICE Company and notification of SEC.
3. In accordance with criteria of SEC, the ordinary shares that held by directors and executives shall include ordinary shares that held by spouse and underage children as well.

* Executive resigned the company on 1 September 2019.

Remuneration for Executive

The company assesses executive's operation results every year in a form of Key Performance Indicators (KPI) which include financial operating performance, portfolio about compliance of long-term strategic objectives compliance, performance results, company operation, guidelines for listed companies in industries and businesses of similar size including conform with duties and responsibilities, executive development and the overall economic situation.

For remuneration of chief executive officer and managing director has been set appropriately under criteria that are clear, transparent, fair and reasonable by taking into consideration of responsibilities. The chief executive officer and managing director will receive remuneration and benefits as the company's senior executive apart from being obtained as a director of the company.

The executives as of the definition of SEC who held office in 2019 (including retiree executives / resigned during the year 2019) who received the total remuneration in 2019 as follows:

Unit: Million Baht

Descriptions	2017	2018	2019
	Amount of 8 persons	Amount of 8 persons	Amount of 8 persons
Total Salaries	24.88	21.47	20.30
Bonuses	5.15	1.91	2.17
Total	30.03	23.38	22.47

Personnel

As of 31 December 2019, the company has employees according to the business structure. (including subsidiaries company) totaling 373 persons which divided into company as follows:

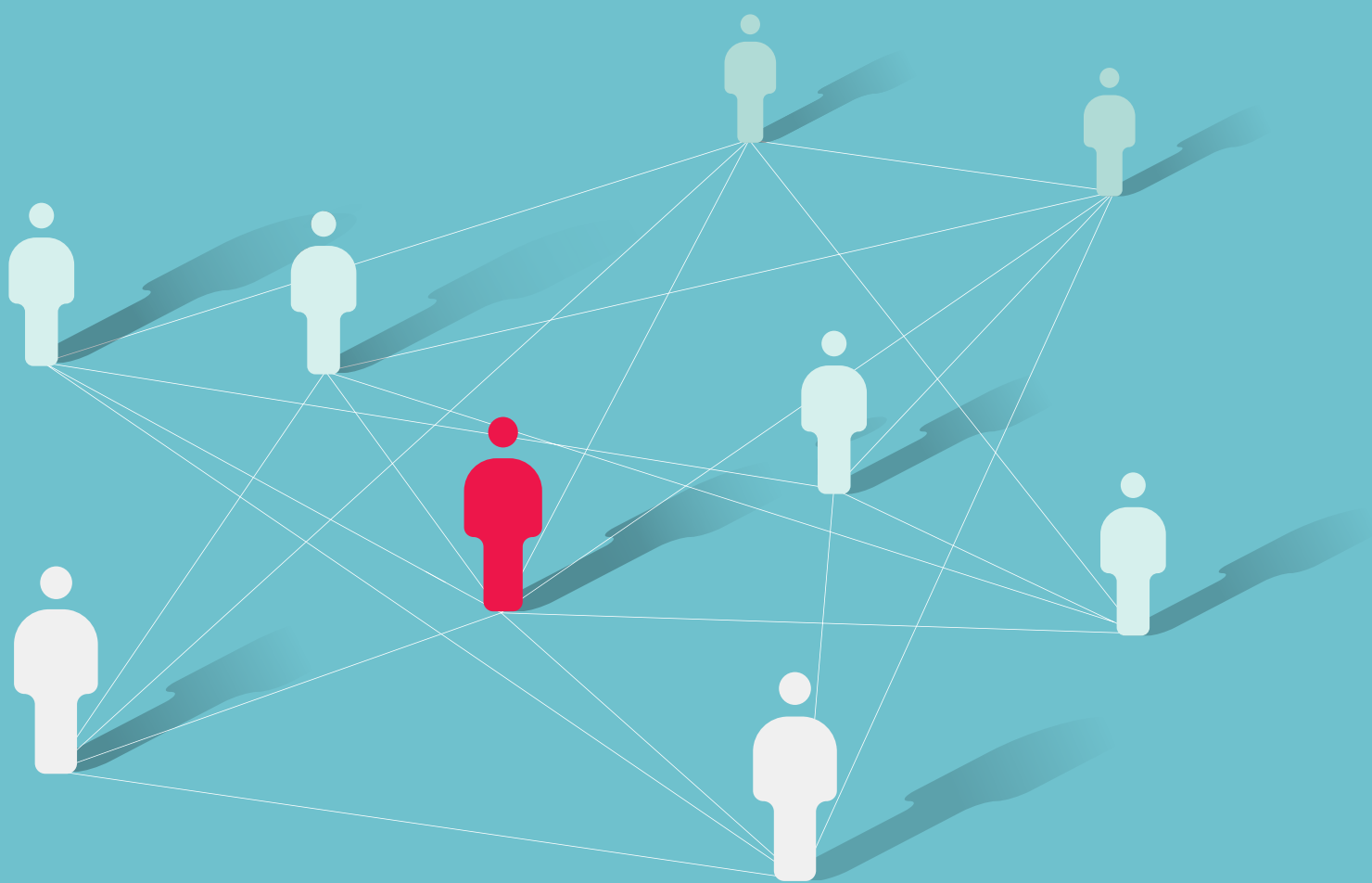
WICE Logistics Public Company Limited	232 persons
1. Sales & Marketing	36 persons
2. Sea Freight Operations	25 persons
3. Air Freight Operations	30 persons
4. Billing Operations	27 persons
5. LSP Operations	73 persons
7. Finance & Accounting	20 persons
8. Supporting agencies	21 persons
Subsidiaries Company	141 persons
WICE Logistics (Singapore) Pte., Ltd.	39 persons
WICE Logistics (Hong Kong). Ltd.	13 persons
WICE Supply Chain Solutions Co., Ltd.	77 persons
Euroasia Total Logistics Co., Ltd. (Thailand)	12 persons

Total employee remuneration paid in 2019

Descriptions	Amount (Million Baht)
Salaries, bonuses, wages and other welfares	132,108,062.32
Provident fund contribution	3,045,675.50
Long-term employee benefits (Provident fund)	4,230,054.43









Corporate Governance

Corporate Governance

Corporate Governance Policy

The company under supervisory of the board of directors has been committed to maintain the good corporate governance standards to be equivalent to international standards throughout the period of business operations of the company by adhering to the good corporate governance which has abided under the framework of ethics continuously. By adhering to good corporate governance and awareness the importance of good corporate governance which will help to promote an organization to have both short-term and long-term competitiveness. In addition, good corporate governance also helps to build confidence to all investors, financial institutes, business partner and stakeholders.

In operate its business that will lead to increase the value of shareholders and the balanced benefits of those involved with the company and the board of directors, therefore, it had determined policy of management mechanisms, operations and governance systems on good corporate governance principle which adheres to transparency, responsibility for all stakeholders including adhering to social responsibility to be a business operation guideline for directors, executives and employees of the Company. Thus, the board of directors has always reviewed and improved the corporate governance principle to be up-to-date.

The company has consistently adhered and practice to good corporate governance principles both being domestic corporate governance principles such as good corporate governance principles for listed companies of the Securities and Exchange Commission and of the Stock Exchange of Thailand including the criteria under the Corporate Governance Report of Thai Listed Companies-CGR of the Thai Institute of Directors

Association (IOD).

In 2019, the company obtained assessment results for corporate governance as follows:

- Rated “Excellent” in the Corporate Governance Report of Thai Listed Companies 2019, carried out by the Thai Institute of Directors Association (IOD).
- Scored 100 points in the evaluation of the annual general meeting checklist 2019 (AGM checklist) of listed companies by the Thai Investors Association.

Compliance with good corporate governance code based on international standards

The board of directors placed importance compliance with good corporate governance code based on international standards continuously. By promoting the company to comply with good corporate governance code in all 5 principles for 2019 which has been proceeded as follows:

Rights of Shareholders

The board of directors placed importance protecting the rights of shareholders as follows:

1. Providing important and necessary information for shareholders

All important and necessary information for shareholders regarding business operations, shall be clear and up to date although some issues are not in the criteria required by laws to disclosure but if it is considered necessary, it should be disclosed to shareholders through the company’s website and information dissemination system of the Stock Exchange of Thailand.

2. Holding the annual general meeting of shareholders for 2019

The company held the annual general meeting

of shareholders on Thursday 25 April 2019 at 10.00 hrs. at Sathorn 1 Room, M floor, Anantara Hotel, Bangkok, Sathorn, where it is convenient to travel due to close to Narathiwatratchanakharin Road and not far from the Bus Rapid Transit or BRT, Government Housing Bank by taking care and facilitating the shareholders who attend the meeting with the following conveniences:

Before the Meeting Date

- The company allow a shareholder or group of shareholders holding the company's shares collectively at least 5 percent of voting rights to propose agendas and nominate a suitable person to be considered as a director including determining clear criteria and procedures in advance before the annual general meeting of shareholders from 21 October to 31 December 2019 through SEC and the Company's website.

The candidates for director nominees or proposal will be considered based on criterias prescribed by the nomination and remuneration committee is responsible for screening the qualifications prudently and carefully as well as to consider matters that are useful and appropriate and presenting them as an agenda before proposing to the Board of Directors' meeting for consideration again. For the year 2019, no any shareholder proposed an agenda or nominated candidates for consideration as a director to the company.

- Inform SEC to disseminate to the shareholders immediately after the meeting completed. On 25 February 2019, the meeting had resolved to set 25 April 2019 to be the date for annual general meeting of shareholders 2019 as well as to notify date record date on 13 March 2019, to give the rights to shareholders to participate in the meeting and receive dividends by notifying through the company's website also.

- Disseminate invitation notice with meeting agenda, information supporting opinions of the board of directors in each proposed agenda including meeting documentaries in both Thai and English on the company's website 30 days in advance before the meeting date.
- Giving a proxy to someone in case shareholders wish to appoint person to attend the meeting and vote on their behalf or is unable to attend the meeting in person. The company shall send a proxy form in which shareholders can specify agree or disagree, or abstain in each agenda, including details regarding name and biography of company's independent directors as an alternative for shareholders to appoint a proxy also consist of explanations, details, procedures, important document evidence which is convenient and hassle-free to participate the meeting then send together with invitation letter both in Thai and English.
- Notifying travel itinerary for attending the meeting and contact number clearly and send the invitation letter by mail to shareholders 7 days prior to the meeting date.

On the Meeting Date

- Prepare a meeting room that supports a large number of shareholders attending the meeting so that the shareholders can attend and facilitate to ask questions and express opinions for the meeting to proceed smoothly and efficiently as well as providing food and beverages sufficient for the number of attendees.
- Providing register to attend the meeting with barcode system to make the registration process quick as well as providing staffs for checking shareholders' documents in advance also allowing shareholders to register an hour prior the meeting.

- All 8 directors attended the 2019 annual general meeting of shareholders along with senior executives, auditors, legal counsel, CSR including lawyers acting as witnesses for vote counting.
- Before the meeting, the company will explain voting methods and vote counting in each agenda clearly for shareholders and provided ballots for every agenda both agree, disagree and abstain.
- The chairman of the board will conduct the meeting in sequence agenda and allows shareholders to ask questions and express their opinions equally by assigning the chairman of specific committee as well as chief executive officer and relevant senior executives answer shareholders' questions, including notes of questions and important comments in the minutes of the meeting as completely.

After the meeting

- Resolutions of the 2019 annual general meeting of shareholders will be disclosed through news system of SET after the meeting date. By the said resolution specified voting of the shareholders both agree, disagree, abstain, and invalid card in each agenda and prepare the minutes of meeting which contained the attendance record of the directors, executives and relevant persons, summary of questions and answers during the meeting in both Thai & English which will be submitted to SET and related parties within 14 days after the meeting date as well as posted on the company's website www.wice.co.th for verification.

Rated "Excellent" and scored 100 points for 2 consecutive years from 2018-2019 in the evaluation of the 2019 Annual General Meeting of Shareholders.

Equitable Treatment of Shareholders

The board of directors supervises the company to treat all shareholders equally whether major or minor shareholders, both Thai and foreign shareholders, which the company's practice can be summarized as follows:

- Giving priority all shareholders by setting guidelines for supervision to protect the basic rights of shareholders equally and fairly to build confidence in investing with the company and to obtain appropriate return continuously.
- Allowing minor shareholders be able to make suggestions and comments or complaint to the chairman of audit committee and company secretary through email secretary2@wice.co.th which the audit committee will be one who screens and considers various matters to perform appropriately and providing channel for investors and institutions to request information or comments through email above by investor relation officer agency is responsible for providing information to investors



● Annual General Shareholder's Meeting 2019

Roles of Stakeholders

The company gives priority to the rights of all stakeholders by collecting various principles regarding to the rights and impacts on stakeholders to set good guidelines and providing a channel for stakeholders can send feedback or suggestions to the company. In this regard, policies and guidelines summary for stakeholders

including concrete practices in 2019 are as follows:

Shareholders

The company respects the basic rights of shareholders and treat all shareholders equally, build maximum satisfaction for shareholders such as the right to attend the annual general meeting, the right to vote, presenting the agenda for the meeting and nominating person to be directors, open-minded to listen opinions and recommendations of the shareholders including providing channels to contact to shareholders through website at www.wice.co.th and email secretary2@wice.co.th as disclosed in a topic of the rights of shareholders and equitable treatment of shareholders.

Clients

The company is committed to creating satisfaction for clients by taking care and developing service quality, fair management, appropriate, transparent and can be audited so all clients can get good and quality services at a reasonable price, maintain good relationships with clients through various activities, focusing on creating maximum satisfaction for clients by paying attention and responsibilities for clients, providing services to clients bases on prescribed standards, keep customer confidential, will not disclose clients information without permission. The company has systems and agencies who is responsible for receiving complaints and having guidelines for consideration to expedite to find a fair settlement and resolve such a complaint as soon as possible.

Business Partners

The company adheres to the principles of compliance with trade competition framework that is honest and transparent by abiding to trade conditions and contracts strictly with business partners, by considering with reasonability of price, quality, and service received, determine clear procedure for recruitment and operations, will not ask or receive any properties or benefits from business partners,

support environmentally friendly procurement and will not do business with business partners who have illegal behavior.

Competitors

In order to treat trade competitors based on international standards under the framework of laws and rules regarding trade competition. The company, therefore, set policies to treat trade competitors comply with said standards in order to build fair and transparent competition without searching confidential information of competitors by dishonest or inappropriate methods and will not slander or discredit trade competitors.

Creditors

The company treats its creditors responsibly, fairly, adheres to good practices under guidelines, conditions and terms of the contract, conditions of guarantees, capital management and repayment, deadlines and financial obligations strictly, do not disclosure of information or facts that will cause creditors to damage. If there is a tendency to unable to comply with any of the conditions, shall notify creditors in advance to jointly find solutions. In this regard, the company will not file any lawsuits regarding default of payment to all creditors.

Government Sectors

The company cooperates and supports government policies for the nation's benefit under the relevant laws and criteria also join the project for discussing about guildlines of anti-corruption including supporting activities that promote and instill all employees to comply with the law and related regulations.

Employees

Labor and Human Rights

The company carries out business with adherence to ethics and responsibility for society and stakeholders in accordance with code of conduct as for human rights protection based on the law and without human rights violation.

Care of Employees

Remuneration Management

The company has a clear policy and procedures on remuneration management which has been disclosed in personnel management regulations, each position is appropriately assigned to a pay grade in the remuneration structures. The company determines remuneration in alignment with the company's short- and long-term operating results. In the short term, the annual operating results such as revenues from sales, net profit, and EBITDA will be factored into the equation. In the long term, the Company's long-term comparatives including profit growth, market shares, overall operating results and ongoing operational enhancement are taken into consideration.

Welfare Management

The company has clearly defined the employee remuneration management policy and procedures, focusing on various welfare providing to all groups of employees appropriately and fairly by reviewing welfare providing to be consistent with the economic conditions and social changing. The provision of welfare for employees will cover every period from entry to retirement and will cover in all aspects, from welfare of work (such as allowances, travel expenses, uniforms), health benefits (eg. annual health check-up) and welfare for living or helping employees in various cases (eg. provident funds, health and accident insurance, opportunity grants).

Long-term employee care

The company has a policy of continuous long-term employee care by providing a provident fund (membership pay monthly contributions to the fund at 2-15 percent rate of the employee's wages and the company will pay

a monthly contribution to the fund at 2% of the employee's wage according to the employee's duration of employment.

Employee development and training hours

The company has defined a strategy for learning and developing employees by requiring employees to attend both internal and external training for a minimum of 48 hours per year in order to practice and develop themselves for work practices. The company has also provided training by inviting lecturers who have specific knowledge and skills from outside to regularly educate employees and has tested the knowledge of employees such as TOEIC test, measuring knowledge, abilities of language, etc.

In 2019, the company plans to prepare for an environmental policy and promote the education and training of employees on environmental issues further.



Society, Community and Environment

The company adherence to operating a business under the ethical principles and complying with the laws and/or regulations related to the protection of company's operations which causing damage to the quality of life in society, community and environment. Creating a good

interaction with the communities which the company is located, supporting projects and activities that are beneficial to the community and society regularly.

Joint Venture Partners

The company respects the rights of joint venture partners, not taking advantage of the joint venture as well as cooperate with the investors in order to promote and support the operation of the joint venture to be strong, supporting the exchange of ideas, suggestions and jointly consider the business plan, jointly allocating benefits appropriately, transparently includes monitoring and push forward the operation of joint ventures to be in accordance with the framework of laws and guidelines for sustainable development in order to achieve the objectives of the joint venture Joint venture.

Media

The company stresses the importance of disclosing information to the media quickly, accurately, and transparently so that media can communicate the information to the public accurately and rapidly. Moreover, to establish good relationships with the media such as inviting to join the press conference or activities organized by the company including creating good relations with the media, exchange ideas between each other to achieve development or supporting the academic activities of the media.

Disclosure and Transparency

The company focuses on disclosing information to stakeholders that are accurate, complete, fast, and transparent. The information disclosed consists of financial and non-financial information in accordance with various laws, rules, regulations related strictly through SETlink system of SET and the company's website at www.wice.co.th with the investor relations (IR)

and the company secretary will responsible for overseeing and answering questions.

- Disclosure of important company's information in the annual report and Form 56-1 including;
- Financial information, in the part of financial statements that have been reviewed and verified for materiality based on standards from professional auditors and approved by the audit committee and the board of directors before disclosing to shareholders and the general public. The board of directors has prepared a report on financial responsibility for disclosure together with the auditor's report in the annual report which includes connected transactions, management analysis and risk management.
- Non-financial information namely disclosure of operating structure of company group by informing various information such as major shareholder structure and number of shareholdings, proportion of shareholding of investors and institutions, proportion of Free Float, reporting self-interest and related parties,

along with activity management of the company or subsidiaries when holding position of director or executive at the first time and every time when information is changed as well as report of securities holding as monthly and annually and report of compliance good corporate governance principles.

- The important information will be disclosed in both Thai and English the following channels:
- Disclosure of information through SET link system of SET.
- Disclosure of information on the company's website at www.wice.co.th, with regularly updated information and provide communication

channels to directors and various agencies completely.

- Disclosure information to stakeholder in various groups such as email, advertising on the newspaper, press release and various activities.

Supervision on using internal information

The company has determined policies regarding of using internal information in code of conduct and disclosed on the company website for shareholders to know and remind directors, executives, and employees to be aware and comply with the prohibition of disclosing material internal information of the company to public for the benefit of themselves or the shareholders, including trading of company securities which can be summarized as follows:

- Directors and executives under the definition of SEC (“senior executives”) are responsible for reporting changes in holding of company’s securities when trading or transferring company securities (Form 59-2) within 3 business days after the change is made. In addition, the board has monitored compliance results of said measures by reporting the change in holding of said securities at the board of directors meeting every time, also disclosed the number of shares held at the beginning of the year, at the end of the year and which are traded during the year of directors and senior executives both directly and indirectly in the annual report.

In the past 2019, it not appears any offence of the directors, senior executives and employees related to use internal information in any way.

- Issue a letter to notify directors, executives and employees of the company to know policies to set blackout period for 7 days before disclosing quarterly/annual financial

statements or other information that may affect price of company’s securities to public and cannot trade the company’s securities until 24 hours since information disclosure to public have passed.

- Set a policy on supervisory operation in information protection and proper use of information. The executives and employees have duties to comply with the confidentiality and preventing others from knowing information of the company, clients, partners or personal information of others and also comply with measures to maintain confidentiality or information that is not yet public information.
- Regularly notify rules and policies relating to use of internal information to directors, executives and employees to ensure that the rules and policies are known and followed including clearly specifying disciplinary actions in this matter.

Investor Relations

The company has provided the Investor Relations as a center for communication, disclosing important information to shareholders, investors, institutions and retail investors, including analysts and related agencies and responsible for supervisory quality of financial reporting processes, as well as important information that affect the price of company’s securities such as financial statements, performance presentations, report of management discussion and analysis (MD&A) quarterly and annually basis which shows operating performance status and future trends of the company. Including various information that disclosed to the public through SET’ s system to investors both in country and abroad to be informed equally.

In 2019, the executives have an opportunity to meet with shareholders, securities analysts, investors and employees through various activities, in order to present the operating results regularly such as analyst

meeting, press conference, participation in activities, meeting with individual investors which can be summarized as follows:

Investor meeting / Events	
SET Opportunity day	2
Meet at the company	2
Conference call	2
Analyst Meeting	
Disclosure	
Disclosure through channel of SET and the company website.	26

Investors or those interested can contact the company for information in 5 channels as follows:

- Mailing: Investor Relations/Company secretary
WICE Logistics (Thailand) Public Company Limited.
88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120
- Phone: 66 (0) 2681-6181 ext: 3501
- E-mail: secretary2@wice.co.th/investor@wice.co.th
- Fax: 66 (0) 2681-6123
- Website: www.wice.co.th

Responsibilities of the Board of Directors

The board of directors set policies regarding the responsibilities of the board of directors in various matters such as composition of directors including roles and responsibilities of the board which carry out as follows:

● Setting strategies, policies and business directions

Considering to set policies, strategies and goals for sustainable development under framework of strategy in order to drive business to grow sustainably according to international guidelines that focus on balance between economy, environment, society, promote the creation of culture and support the company to use

technology in operation, review visions and set corporate goals to be consistent at least once a year, agreeing to set key performance indicators (KPIs) for financial and various plans along with follow up periodically, supervision on operations of management, in order to achieve goals and plans set through the administration of chief executive officer and managing director.

● Good corporate governance and business code of conduct.

Set to have a good corporate governance policy and business code of conduct of company group and operating supervisory policies for directors, executives and employees of company group shall adhere and abide by, in order to enable the business operations to be effective in accordance with standards, ethics, transparency and can be audited. While also taking care the rights of stakeholders to receive various benefits according to the basic rights of equality to build confidence and general acceptance, including place an importance to implementation for anti-corruption by having risk management committee and audit committee are person who responsible for overseeing the company's operations to comply with the above policy as well as laws, objectives, rules, and resolutions of the shareholders' meeting strictly. Including supervising to protect interests and the rights of all shareholders equally and support human resource development to have an understanding, have a conscience in complying with good corporate governance guidelines.

● Internal control and internal audit

In order for the company and company group to have an internal control system that focuses on international standards, to manage company's risk into an acceptable level and considering the appropriate control environment.

The board of directors has assigned the audit committee and the internal audit agency responsible for regularly reviewing and monitoring the internal control operations, communicate within an organization and processing regularly, to ensure that the operations, reporting and compliance with relevant laws, rules and regulations are correct as well as build confidence to stakeholders as disclosed in the topic of “Internal control”.

- **Risk management**

The board of directors has supervised risk management that will hinder achieving strategic goals by assigning risk management committee set risk management policies and frameworks, supervise the company’s risk management to efficient, assess risks that may affect to objectives and consider significant risks at an organizational level, set operational plans, monitoring, assessing and continuously improving the said plans to reduce risk into an acceptable level as well as reporting risk management results to the board of directors regularly and timely as disclosed in the topic of “Risk management and risk factors”.

- **Conflicts of Interests**

To prevent the connected transactions violate the criteria of SEC and the Stock Exchange of Thailand, therefore policies and guidelines for considering existing transactions or may have conflicts of interest are determined in code of conduct of the company by the board of directors in order to directors, executives and employees shall follow and careful when performing under connected transactions criteria. By directors and executives from general manager level and financial related positions in accordance with requirements of SEC, shall report self-interest and related parties to the company for acknowledgment,

employees are responsible for reporting transactions that may cause conflicts of interest annually and stakeholders in such matter shall report to the company immediately when occurring transactions that may cause conflicts of interest. In addition, the company has established measures to prevent conflicts of interest that directors, executives, employees, and related parties should avoid financial involvement and/or relationships with other outsiders whom may cause conflicts of interest with the company or affect the efficiency of work or in case that it may have conflict of interest in the job proposal process, making a decision or approving any item, shall report to supervisors or participants in the approval for acknowledgment.

Anti-Corruption

The company has maintained its intention of operating business with transparency and can be audited in accordance with good corporate governance principles, having a control and audit process to reduce and prevent of corruption in an organization, including all forms of corruption, either directly or indirectly.

In 2019, the company proceeded important activities which demonstrates the company’s commitment in anti-corruption as follows:

Implementation of anti-corruption standards

The company has set policies to prevent and anti corruption, giving or receiving bribes, including set clear guidelines for anti-corruption in writing along with disclosed to public on company’s website. In addition, the company has been certified as a member of Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) in 2017. And in 2020, the company will review self-assessment forms on this project for all 71 clauses and entering to the review process by the company’s internal auditors and report to the audit committee for acknowledgment, to ensure

that the company still has adequate and appropriate anti-corruption measures and processes as well as operating business in accordance with good corporate governance principles as specified by CAC.

No Gift Policy

Receiving and giving gifts, parties or any other benefits that may be one of the starting points for corruption. Therefore, the company has set guidelines for receiving - giving gifts, parties or any other benefits to comply with the anti-corruption policy and promulgated throughout an organization for the personnel of company group to strictly adhere to, which will not



demand/receive gifts, hospitality or any compensation from co-operating or company group to prevent hesitation in performing duties or discrimination or any action that causes conflicts of interest and communicate to related outsiders in the company's business operations for acknowledgment along with maintain the company operation's standards with transparency, honest and lawful.

Whistleblowing for corruption

The company is awareness of roles for participation in corporate governance from all stakeholders that is found to be in violation of business code of conduct, fraud and corruption or in other cases, it can report, notify or send complaints directly to chairman of audit committee or board of directors or executives or other channels that the stakeholders trust.

Mailing : Chairman of audit committee, board of directors, executives or company

secretary.

WICE Logistics (Thailand) Public Company Limited.

88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120

Suggestion Box : 2nd, 3rd, and 5th floor of Head Office Building

E-mail : banomyong.ruth@gmail.com, araya@wice.co.th, secretary2@wice.co.th

Website : www.wice.co.th

Actions taken after receiving a complaint

The company has prepared and announced procedures for compliance the complaint policy consisting of;

1. Complaint screening: the assigned agencies will consider important information in accordance with policies and procedures. Any complaint that is reasonable and have clear evidence then be considered and reported to stakeholders who is a complainant.

2. Fact investigation: the internal audit agencies consider and investigate facts as well as proposing remedies for damages or impact of complaints to the audit committee for acknowledgment.

3. Consideration to command for complaint that has solid evidence: the chief executive officer and managing director shall appoint an investigation committee in accordance with the company's work regulations to ensure fairness for all parties.

4. Reporting: Ended complaints will be reported to stakeholders who is an complainant in case providing contact information, including reporting to the audit committee and board of directors for acknowledgment.

Protection measures for complainants/persons who provide cooperation

Complainants or persons who provide cooperation in inspection and investigation will be protected in accordance with criteria and policies for receiving complaints as follows:

1. Complainants or stakeholders or persons who

provide cooperation in good faith at every step of the inspection and investigation process will be protected or not responding to complainants.

2. The information of complainants and persons who provide cooperation will be concealed in a confidential level in accordance with company's regulation regarding confidentiality and security regarding documents.

3. Complainants or affected person will receive remedies and relief according to appropriate procedures of the company.

Complaint statistics

In 2019, the company received 41 complaints as follows:

Clients regarding service	38 cases
Other	3 cases

Monitoring of implementation results based on anti-corruption measures

The company has prepared a summary report on the implementation results based on anti-corruption measures during the year and report to specific committees, such as audit committee as well as a summary report to shareholders for acknowledgment in the annual report.

Board of directors and specific committee

Board of directors

The board of directors consists of qualified members with knowledge, ability and experience in various fields are beneficial to the company that come from the nomination and appointment according to suitable rules and approved by 8 shareholders and 4 of them are independent directors which is a number that suitable for size and type of business, enable to perform duties efficiently, having roles and responsibilities that are based on the laws, regulations, company regulations, and shareholders' resolutions and good corporate governance principles. By all directors have dedicated their time in performing their duties for the best interests of the company and shareholders in general

and do not take any actions that are in conflict or contrast interests of the company to build confidence for shareholders and investors.

Details of the board of directors' structure appears in the report topic of "Management Structure".

Specific committee

The board of directors has appointed 3 specific committees, namely audit committee, nomination and remuneration committee and risk management committee which is a person who has appropriate knowledge and expertise to act as a specific committee in various fields as stipulated by the company regulations to assist in screening various areas of work as assigned and specify qualifications, terms of office and scope of duties and responsibilities according to the charter of each specific committee, committee names, duties and responsibilities, number of meetings and the number of times each director attended the meeting which appears in topic of "Management Structure".

All specific committees will regularly report their performance to the board meetings for acknowledgment and report their duties in the past year to shareholders in form 56-1 and annual report every year.

Nomination and appointment of directors, independent directors and top executives

When director's position is vacant or retirement by rotation, the nomination and remuneration committee responsible for nomination and selection a person who has knowledge, ability, expertise and experiences, specific qualifications that are useful and in line with the company's business strategy according to skill matrix of current director, including a variety of committees as well as independence and conflicts of interest of directors in well-rounded. The nomination of the committee is divided into;

Nomination of new directors: the company gives shareholders the opportunity to participate in nominating qualified persons apart from using director pool from a credible institution such as Thai Institute

of Directors (IOD) to enable the components of the board of directors completely and is in the greatest benefit to the company. As for appointment the same directors, will consider from their performance in the past year, time dedication and participation in various activities of each director for consideration.

Nomination and Appointment of Independent Directors will consider number of independent directors in composition of the board of directors to be consistent and comply with the regulations of SEC as of 31 December 2019. Independent directors comprise of 4 directors from 8 directors, which is one-half as according to the regulations of the SEC. In this regard, independence committee has definition and qualifications of independence as specified in the topic “Management Structure”.

Nomination of Chief Executive Officer In case such position is vacancy, the nomination and remuneration committee will consider the directors who have skills, experience, professional, specific qualifications in various fields that are necessary, suitable and being the most beneficial to business operations of the company such as knowledge and ability in business administration and having relevant experience for example logistics, leadership and having experience of being a leader of an organization also accepted by relevant business organizations as well as consideration of opportunities that may cause problems regarding a conflict of interest by proposing to the board of directors for approval and appointment.

Roles of Chairman and Chief Executive Officer

Chairman and Chief Executive Officer are not the same person and have different roles as follows:

Chairman is an independent director who have a primary role in supervising the performing duties of the board be efficient, complying with good corporate governance principles and code of conduct of the company and being independent from the management who determines the meeting agenda according to responsibilities of the board together with Chief Executive

Officer without participate in a daily management of the company. The chairman is chairman of meeting both board of directors and shareholders meeting and not holding any office in all specific committees in order to separate duties and work clearly, appropriately and able to use discretion independently.

Chief Executive Officer is the highest executive of an organization selected by the board of directors and appointed from a director based on articles of association in order to manage the company to be comply with policies and determined directions by the board of directors under framework authorities granted and as stipulated in the articles of association and regulations.

Meeting of Board

The board of directors will schedual date and time of the meeting prior for the whole year including setting agendas in each meeting clearly. The board of directors will receive invitation letter, draft minutes meeting and meeting information for consideration at least 7 days prior before the meeting. In 2019, the board held 5 meeting which they were scheduled in advance.

A chairman acts as a chairman of the meeting by allowing all directors to participate in the meeting and express their opinions freely. The attended directors must be at least two-thirds of the total directors then considered to constitute a quorum and have to maintain this number until the time of voting. By the board of directors shall hold the resolution from majority vote in which one director has one vote. The chairman will be final deciding vote if having the same number of votes. The board of directors has placed importance on conflicts of interest management for related parties with prudence, fairness and transparency with complete disclosure of information in the said matter. In a case that any director has an interest for benefits related to considered matter, the said director will not allow to participate in making decision in that matter.

When the meeting is done, company secretary is responsible for preparing the minutes meeting to propose to board of directors for approval in the first agenda for the next meeting and chairman of the board shall sign to certify the correctness. The minutes approved by the meeting together with supporting documents for various meeting agendas will be kept systematically in electronic format according to type and level of confidential documents of the company for convenience in searching references.

For convenience and speed in sending information/ documents for the board meetings and reduce paper usage so the company uses Google Drive system to send information to all directors through Link from email with data security systems and use Line Application System to communicate between the board and company Secretary in matters relating to meeting and other important matters.

Performance assessment of the board of directors

Board of directors

The board of directors has determined to have performance appraisal annually to allow the board to review performance results, problems and obstacles during the year. In 2019, the performance appraisal of board both 2 types, namely appraisal as a whole and self-appraisal has been reviewed, in order for said appraisal to have appropriate criteria, consistent with good practice and new CG Code that issued by SEC.

Performance appraisal form, consists of

1. Performance appraisal of directors (As a

whole), the questions consist of 6 main categories, which are 1) Structure and qualifications of the board 2) Roles, duties and responsibilities of the board 3) the board meeting 4) Duties of directors 5) Relationship with the management 6) Self-development of directors and executive development. By the assessment committee is directors who held position in assessment period as of December 2019, totaling of 8 people.

Summary results for assessment of board of director (As a whole)

Average score = 93.85%

2. Performance appraisal of directors as individually (oneself), the questions consist of 3 main categories which are 1) Structure and qualifications of the board of directors. 2) Board meetings. 3) Roles, duties and responsibilities of the board.

Summary results for assessment of board of director as individually (oneself).

Average score = 95.17%

Specific Committee

Specific committees namely audit committee, nomination and remuneration committee and risk management committee who providing performance assessments to be a specific event for entire committee. In 2019, all committees had assessed the performance based on good practice which can summarizes the results of each committee as follows:

Specific Committee	Performance assessment of entire committee
1. Audit Committee	96%
2. Nomination & Remuneration Committee	87.28%
3. Risk Management Committee	87.50%

The results and recommendations from assessment will be presented to the Board of Directors in order to set guidelines for improving the performance of the board of directors to be efficient and concrete also disclose assessment results in the annual report.

Development of directors and executives

The board of directors is aware of the roles and responsibilities of organization's leadership by more than half of the Board of Directors have studied or listened practices on CG Code until understanding the benefits and practices for creating sustainabilities value for business as good. Also have considered applying the principles of good corporate governance for listed companies in 2017 or "CG Code" to be applied based on business context of the company. The practices that have not yet able to applied or have not yet adopted, reasons will be recorded as part of the board's resolution. including assessing the performance results based on the principles of each CG Code clause, to ensure that the results are appropriate or have development plans suitable for the business continually for increasing knowledgeable and capabilities of the directors to help promote performance of the Board of Directors to be more efficient. Including development of executives to prepare for rotation positions within organization and for succession of chief executive office and managing director respectively. The Board of Directors, therefore, place important with participating in training/seminars on related courses and providing potential assessment of chief executive to develop readiness in working at the executive level as follows:

Orientation program for new directors

Preparing a lecture for newly appointed director with content consisting of business nature, business information and business operationa guildlines of the company, relevant regulations, good corporate governance and code of conduct and useful information for the performance of duties as a director along with preparing handbooks and relevant documents such as

strategic plans, articles of association, memorandum of association, annual reports, relevant regulations, good corporate governance and code of conduct handbook, operational under laws and regulations, delivered to directors for use in the performance of their duties.

Training Courses

The company encourages all directors to get extra study and train in order to increase their knowledge about performing their duties continuously, include;

- Participation in activities that promote and enhance good corporate governance, organize visiting workplace of group companies and companies that joint ventures both domestically and internationally so that the Board of Directors understand the business of the company and bring knowledge and experience to benefit the company more and more.
- Attending training courses necessary for the performance of duties of directors and other related courses, including courses that reviewed its knowledge to be up to date as always.



Directors who attending training courses / seminars on important courses for 2019 as follows:

Name list of directors	Training Courses / Institution
1. Mr. Ekphol Phongstabhon	- National Director Conference (NDC 1/2019) / Thai Institute of Directors (IOD)
2. Associate Professor Ruth Banomyong (PhD)	- None
3. Mr. Charoenkiat Huthananuntha	- None
4. Mrs. Wandee Patiwejwong	- Director Accreditation Program (DAP) Class No. 161/2019 / Thai Institute of Directors (IOD)
5. Dr. Araya Kongsoonthorn	- CFO's Orientation Course for New IPOs Class No. 3 / SET - TLCA CFO Professional Development Program (TLCA CFO CPD) 2019 No. 2/2019 "Automation & RPA (Robot Process Automation) for Accounting" / Thai Listed Companies Association
6. Mr. Chudet Kongsoonthorn	- None
7. Ms. Thitimar Tantikulsunthorn	- None
8. Ms. Busarin Tuanchaem	- Course: Analyzing the present to know the future through financial statements 2019 / TFAC - Course: Analyzing cash flow statement and cash flow management 2019 / TFAC

In addition, the company encourages directors and senior executives join seminar on courses that is beneficial to their duties, including meeting and exchanging opinions of the board of directors and senior executives of various organizations at all times both courses organized by independent organizations or government governance agencies such as Director Training Program of the Thai Institute of Directors, which the SEC requires directors of listed companies shall pass at least one training course, which is Director Certification Program (DCP), Director Accreditation Program (DAP), Audit Committee Program (ACP) and Ethical Leadership Program (ELP) to bring knowledge and experience to further develop the organization



Attending the training course of directors organized by Thai Institute of Directors (IOD)

Training course Name list of directors	Director Certification Program (DCP)	Director Accreditation Program (DAP)	Role Of The Chairman Program (RCP)	Audit Committee Program (ACP)	Anti Corruption The Practical Guide (ACPG)	Ethical Leadership Program (ELP)	Company Secretary Program (CSP)	Anti-Corruption for Executive Program (ACEP)
1. Mr. Ekphol Phongstabhon	DCP 141/2011		RCP 40/2017				CSP 41/2011	ACEP 4/2012 ACEP 12/2014
2. Associate Professor Ruth Banomyong (PhD)	DCP 103/2008	DAP 44/2004		ACP 13/2006				
3. Mr. Charoenkiat Huthananuntha		DAP 111/2014						
4. Mrs. Wandee Patiwejwong		DAP 161/2019						
5. Dr. Araya Kongsoonthorn	DCP 181/2013							
6. Mr. Chudet Kongsoonthorn		DAP SEC/2014						
7. Ms. Thitimar Tantikulsunthorn		DAP SEC/2014			ACPG 42/2017	ELP 10/2017		
8. Ms. Busarin Tuanchaem		DAP 148/2018					CSP 65/2015	

The company secretary acts as a coordinator between directors and management also coordinate to relevant laws, criterias including taking care activities of the board of directors, perform to coordinate to compliance with the resolutions of the Board of Directors for supporting the Board of Directors' duties.

Succession plan

The company has systematic succession planning by creating a succession plan for company's executive positions from manager level up, especially the current an executive position who will retire as soon to prepare a readiness for holding position and ensure job transfer is smoothly. The details of succession plan are specified in the section "Policy for management and staff development"

Policy for management and staff development

Organization and personnel management

Developing a strong basic human resource management system is an important mechanism to increase competitiveness. And increase the ability to drive the company's business to proceed efficiently Supporting the expansion of investments both domestically and internationally to the company, the company therefore has set up and formulated a human resource management action plan in line with business operations. Carry out restructuring of various departments' management

The company places emphasis on the recruitment of personnel in groups that are necessary to drive the organization's strategy to succeed. Being prepared for staff recruitment, operations management, and others to prepare for retirement and supporting new businesses. The company also has a strategic plan to enhance the image and reputation of the company in order to be well-known throughout the company, the company has established a policy regarding performance evaluation systems. Beginning with the determination of annual targets Mid-year performance tracking And the yearend performance evaluation In order to enable the organization to be distributed at the individual level, the company has set the process of goal setting in the same direction (KPIs) within each line of work. fair Therefore, there is a policy for supervisors and employees to discuss and review the performance periodically. After performing mid-year performance evaluations There will be standard procedures for evaluating the performance. Within each department For evaluations of work in the same standard Which the results will be used in the process of comparing the performance of employees In order to be comparable in performance and able to specify differences in assessment results Which will affect the annual salary increase according to the

company policy

Succession plan

The company has a succession plan by creating a succession plan for the current management level of the company. From the manager level to the next Especially the current management position that is about to retire to prepare for the position and transfer of work smoothly Successor executives are evaluated by external institutions. Which aside from being a third-party assessment using a neutral system Is also comparable with the level of the company's management potential And there is a continuous goal of developing executives at all levels in order to be ready and able to be appointed to every upcoming retirement position, including important positions That the companies in the group also





Training

The company is committed to continuously promote learning culture. By providing opportunities for employees to have extensive training and self-development in order to be competency in various areas Whether the Knowledge Skills or Capabilities, the developmental training activities will include formal programs / informal programs, On-the-Job Training, Self-managed Learning, Coaching and Mentoring. The company will provide development training that is in line with the needs and responsibilities of the employees. Which will help to achieve success in the target of work and create satisfaction in the work of the employees as well

Scope of employee development training

- It is the responsibility of the employee to attend self-development training according to the project or course specified by the company or by any method as appropriate. To enhance knowledge, ability or skills in the workplace
- Every employee of the company must attend the self-development training according to the mandatory training program in order to enhance Increase knowledge Capabilities or skills necessary for the performance of that particular position, which shall be jointly determined by employees and supervisors as necessary and appropriate for the position, duty or goal of the company's operations.
- Participation in self-development training according to the project or course that

creates opportunities for self-development for the success of employees in general (Voluntary Training Program) to meet the needs of employees with the approval of the supervisor. Will allow employees to participate in that course By taking into consideration the necessity and the opportunity to apply the knowledge that will be directly applied to the work of the company or not

Analyzing and determining the need for development training

1. The company will conduct a survey and determine the need for employee development training annually, in accordance with the form and method specified.
2. To understand the need for employee development training in each position The Human Resources Department together with the executives / departments are responsible for determining the need for employee development training in each department/ department.
3. Determining the need for development training Consider from various information as follows
 - Data obtained from the Employee Performance Evaluation, in which each executive/department is responsible for developing an Individual Development Plan (IDP) for the benefit of Enhancing work efficiency
 - Strategic business plans of the company that may have to be adjusted according to the changing situation, such as the use of technology Have a modern operating system Which employees must have to learn more as appropriate
 - Laws or government regulations that require companies to act correctly. In which each employee must learn Understand and act to prevent problems of the company's operations as a whole.





Sustainability Report Corporate Social

Responsibilities : CSR



Sustainability Report & Corporate Social Responsibilities

General Policy

The Company mostly emphasizes and focuses on Corporate Social Responsibilities (CSR) and being deemed as first priority of main objectives of the Company as the Company has set policy and preparing many projects which are beneficial for society whether elevating environment conditions for better living, elevation of standard of living and good health of people in communities as well as Thai cultural continuation as type such activity may promote and support social activities, charity donation, community assistance volunteering. In each activity, the Company will set the target by combination of utilizing both internal and external resources of the organization concurrently in order to obtain the effectiveness of each activity which is not merely donation but emphasis on participation of both employees in the organization and cooperation of external organizations including cooperation communities likewise.

In internal implementation of the organization, the Company has established Committee in prepare projects implementation plan which is consisted of personnel from other departments in brainstorm in structural design which is collection of ideas, communications, and implementation in order to determine form of each activity as follow:

1. Design in order to determine activity which means each project will be defined including objective and outcome obtained from implementing such project.
2. Implementation of activity is the determination of implementing steps, budget, personnel to be participated and external organizations to be participated will be defined.
3. Monitoring and evaluation, after implementing activity, evaluation will be made whether it is subject to the set objective or not or how and making internal communications in the organization and society for

acknowledgement as well as coordinating the activity as part and accepted by the society.

The Company will conduct business of the Company with responsibilities towards society, environment and Stakeholders in accordance with 8 policies as specified in Guidelines of Corporate Social Responsibility of Stock Exchange of Thailand as the Company has defined policy and practice as part of CSR-in-Process as follow:

1) Business Conduct with Fairness

Conducting business with fairness constitutes confidence to related persons, the Company and subsidiary companies emphasize on conducting business with ethics towards competitors rendering fair competition with the following practices:

- Compliance with rules of goods competition, promotion of free trade competition, avoidance of cronyism practice or collusion.
- Do not seek for confidential information of competitor by dishonest or inappropriate methods such as paying bribe to competitor's employee.
- Do not defame competitor's reputation by slander.
- Do not support any act which is deemed as infringement of intellectual property by using goods and services with legal copyright.

• Human Right Esteem

Human right esteem means treating stakeholder, communities and neighboring society with human value respect without violation of their fundamental rights. The Company and subsidiary companies have an intention in respect and non-violation of human rights with the following practices:

- Support and respect for protection of human rights by inspecting the business not to involve violation of human rights such as do

not support forced labour or child labour etc.

- Promotion in compliance with requirements of human rights in its business and encouragement in complying with human rights principles in accordance with international standard.

• Workforce Fair Treat

The company has policy in treating all employees with equality and fairness, supervising livelihood, safety and hygiene in workplace as well as promotion of learning in organizational level and personnel development to upgrade working level of employees professionally, development of working system and creation of innovative organization with the following practices:

- Preparing conditions of fair employment and providing employees to obtain remuneration which appropriate for employees' potential.
- Providing and supervision welfare appropriately for employees such as providing Annual

Leave, reasonable overtime working, medical treatment as required and appropriate etc.

- Promotion, rotation, rewarding and punishment of employees will be made in good faith, equality and based on knowledge, ability and suitability of employee.
- Providing and supervision of working environment being safety for employee's life and property's.
- Developing employees in order to practice skills and increasing work potential by providing opportunity for employees for learning comprehensively and regularly.
- Compliance with laws and regulations which are related to employees strictly.
- Avoidance of any unfair act which may affect to stability of employees' career as well as treating employees politely.

The Company organizes activities in 2019 as follow:

Basic Fire Suppression Training, Violent Fire Suppression Training, 2019 Annual Fire Drill and Evacuation



Training sales



Organizing Annual Songkran Festival



4) Consumer Responsibility

The Company determines to provide service with good quality and standard, in reasonable price, maintain confidentiality of customer strictly and regularly, finding methods to increase benefits for customers continuously and as well as complying with conditions as defined by customers strictly with the following practices:

- Providing services with good quality and

standard responding to customer's requirements under fair conditions.

- Developing service provision continuously in order to increase value of business and benefits for customers.
- Providing information of service provision which is correct, sufficient and not exaggerated as customer will have sufficient information

in making decision.

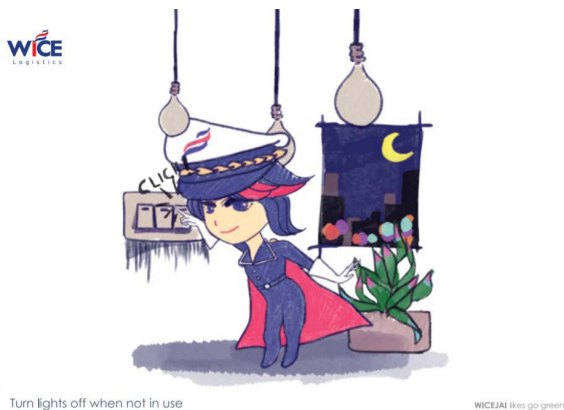
- Maintaining confidentiality of customer without using either for oneself or related persons wrongfully

5) Environmental Conservation

The Company is well aware of the importance of environment conservation without making pollution problems including Global Warming which quality of life and ecological system are affected. Therefore, the Company has set policy not to perform any act that caused damage to national resources and environment with the following practices:

1. Use resources efficiently such as

1.1 Energy-saving measures by the company campaigning for the use of air-electricity According to the start and end times at 25 degrees with the power turned off for 1 hour during the lunch break



1.2 Policy to use paper worthwhile or REUSE to reduce global warming and paperless reduction by sending information online or electronically for speed and timeliness.



1.3 Policy to refrain from using plastic and foam boxes Let employees join in using cloth bags and food carrier. To reduce waste and be environmentally friendly



Bring lunchbox to cut plastic waste

WICEJAI likes go green.

6) Participation in Society and Community Development

The Company has policy in supporting utilization of business process for benefits in development of quality of life, creating economy and strength of communities and society with the following practices:

- Support employment in communities.
- Finding opportunity to support initiative society and community activities such as supporting scholarship for school located near office area and blood donation etc.
- Creating consciousness in social and environmental responsibilities among employees in all levels.
- Strict control in compliance with intendment of law and regulations imposed by regulatory authorities.



In 2019, The Company participated in promotion and support the following activities:

WICE Logistics Public Company Limited participated in 2019 National Children Day by encouraging people to be aware of the importance of children in emphasis on the importance of children which is an encouragement of children to participate in social and national responsibilities.



7) Implementation and preparation of Report

The Company has prepared one report which includes Annual Registration Statements (Form 56-1) and Annual Report (Form 56-2).

8) Business operation which affects to social responsibility

-None-

9) Activities which are beneficial for society and environment (After process)

In the year 2019, the company adjusted the plan for social activities. and the environment For further sustainable development And the company is still aware of social sharing And always protecting the environment

Report of Nomination and Remuneration Committee

Dear Shareholders

The nomination & remuneration committee consists of Mr. Charoenkiat Huthananuntha, Chairman of the Board of Directors, Dr. Araya Kongsoonthorn, Director and Ms. Thitimar Tantikulsunthorn who appointed to replace Mr. Wichai Xiao, a retiring director.

In 2019, the nomination and remuneration committee performed duties as assigned by the board of directors as completely and effective by held the meeting totaling 1 meeting which can be summarized as follows:

1. Nomination of Candidates

- Consider to nominate candidates to replace retiring directors at the annual general meeting of shareholders for 2019, by providing opportunities for shareholders to nominate candidates to be the company's directors more than 3 months in advance. It appeared that when it was a deadline, no one nominated any candidate to the company, so the board of directors, therefore, nominated Mrs. Wandee Patiwejwong held office to replace retiring director and nominated the same directors namely Mr. Ekphol Phongstabhoh, Mr. Chudet Kongsoonthorn held office one more term, which all of them are qualified in accordance with the strategy of the company's business operations. The shareholders' meeting has approved the proposal.

- Consider and nominate candidates responsible for specific directors replace the vacant director position by considering the composition of specific committees and qualifications of each individual director according to requirements of SEC, Stock Exchange of Thailand, articles of association and charter of each specific committee. As well as considering from knowledge, expertise, and experience in specific areas that will be useful for performance of specific committee and proposal list of suitable candidates to the board of directors for appointment.

2. Remunerations

- Considering and proposal to the board of directors to determine remuneration for 2019 and bonuses for 2018 of the board of directors and specific directors by considering from performance of the board of directors, economic conditions and the company's performance, comparing with the survey of remuneration in industries and businesses of similar size with approval the remuneration policy and composition as before which approved by the annual general meeting of shareholders for 2019 as proposed.

3. Performance appraisal of the board of directors

for 2019

- Review and improve the performance appraisal form of the board of directors for 2019 to be complete, up-to-date and conform with good corporate governance principles for listed companies in 2017 (CG Code).

4. Improvement and development of duties

- Providing performance appraisal of the nomination and remuneration committee for 2019 and report results to the board of directors and disclose in the company's annual report.
- Review and update the nominating and compensation committee charter to be up-to-date and comply with various criteria that may change.

The nomination & remuneration committee is determined to perform its duties with transparency and accuracy in accordance with criteria prescribed under the good corporate governance principles for the maximum benefit which will result in creating more value for the company in the long-term onwards.

On behalf of the Nomination & Remuneration Committee

A handwritten signature in black ink, appearing to read "Charoenkiat Huthananuntha".

Mr. Charoenkiat Huthananuntha
Chairman of the Nomination &
Remuneration Committee

Report of Risk Management Committee

Dear Shareholders

WICE Logistics Public Company Limited has supervising risk management and preparing to deal with fluctuation of global economy including uncertainty situation from trade war between US-China which affected import and export of Thailand and new factors as well. The company, therefore, focuses on developing and increasing the efficiency in risk management also raising awareness on risk management for employees at all levels for building risk management culture throughout the organization and is an important part in driving the organization to achieve its business objectives and goals as set which be able to prevent and reduce losses that may occur also use as tools to find opportunities for operating business from some risks to be efficiently which will help build trust among investors and stakeholders in the company's business operations.

In this regard, the risk management committee has fully and efficiently performed its duties in accordance with the scope of powers and duties specified in the charter of risk management committee. Totalling 4 risk management committee meetings were held in 2019 for considering and acknowledging various agendas as assigned duties and responsibilities as well as providing opinions and suggestions on various matters that can be summarized as follows:

- Review and approve the improvement of policies, objectives and risk management framework to be flexible and conform with the current situation as well as the COSO ERM 2017 international standards that have been reused. In addition, the board of directors has agreed to add the roles and responsibilities of the risk management committee in considering to provide comments and recommendations on risk issues for agendas that binding and complicated to business or affecting the company's reputation significantly.
- Providing comments and recommendations for risk assessment and risk management measures of organization including important investment projects to be an information

support investment decision making.

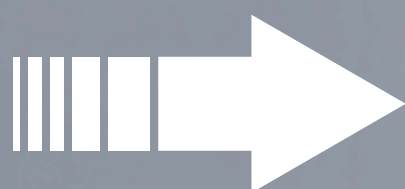
- Monitoring the risk management for 2019 along with the key risk indicators continuously, include providing comments and recommendations on risk management to comply with and suitable for the company's business operations.
- Providing opinions and recommendations on guidelines for implementation of cyber security of the company.
- Report performance of the risk management committee to the board of directors for acknowledge on a quarterly basis.
- Considering and providing comments to risk factors in 2020 to conform with goals and the company's strategic direction under economic uncertainty and direction of industry that is more volatile.

In summary, the risk management committee has fully emphasized the importance of risk management according to the duties assigned by the charter, having development and improvement of risk management system to conform new standards and the rapidly changing industrial conditions. In addition, the risk management committee continuously monitoring and providing comments on risk management and covering all significant risk issues both in short and long term. As well as placing important to new risk factors that may affect the company's business operations in the future. This is to ensure that the company has risk management at the organization level with efficiency, appropriateness and control to be at an acceptable level which will make the company be able to achieve its goals and create sustainable value for business in long-term.

On behalf of the Risk Management Committee



Ms. Thitimar Tantikulsunthorn
Chairman of the Risk
Management Committee



Financial statements





Report of Audit Committee

Dear Shareholders

WICE Logistics Public Company Limited is committed to operating business for sustainable growth and responding to all stakeholders, therefore, appointed the audit committee and internal audit to review and drive the company to set guidelines that conformance with good practices of SEC.

The audit committee of WICE Logistics Public Company Limited have compositions and qualifications in accordance with notification of the Capital Market Supervisory Board 2008 consisting of 3 independent directors and at least 1 director who has knowledge and experience in reviewing the accuracy of the financial statements.

The Audit Committee performs its duties independently according to the scope as stated in the Audit Committee Charter which is reviewed in compliance with the current situation and approved by the Board of Directors every year. In 2018, the Audit Committee emphasized the role of being the Strategic and Monitoring Audit Committee to review the corporate governance, strategic planning, performing, and monitoring to achieve the goals specified and conduct business sustainably. In order to do so, the management and employees shall have morality, ethics, understand their role, authority and responsibility and work under the integration of both supervision, risk management, supervision of operations and internal control.

In 2019, the Audit Committee held 5 meetings, with the Audit Committee attending the meeting to constitute a quorum every time. The Board of Directors evaluated the operation results of the Audit Committee as a whole and self-assessment at every ending year, which the results are in the satisfactory level, close to the previous year. Assessment topics include readiness of the Audit Committee, meeting of the Audit Committee,

a summary of overall comments, a performance of the Secretary of the Audit Committee and the performance of the audit office.

In 2019 the committee summarized materiality of its duties as follows:

1. Review of financial statements

The Audit Committee reviewed significant data and information in the quarterly and annual financial statements of the Company for the year 2019, as well as the consolidated financial statements of Wise Logistics Public Company Limited and its subsidiaries, which were prepared in accordance with Thai Financial Reporting Standards (TFRS) which is in conformance with the International Financial Reporting Standards (IFRS). The Committee reviewed material issues and special items and obtained sufficient clarification from the external auditors, the Management, and the Director of the Internal Audit Office, confirming that the financial statements and the disclosure in notes to the financial statements were in compliance with the relevant laws and financial reporting standards. The Audit Committee therefore approved the Financial Statements, which were reviewed and audited by the external auditors without reservation. In addition, the Committee held a meeting with the external auditors without the Management so as to freely discuss important matters in the preparation of the financial statements and the disclosure of information in accordance with financial reporting standards and to be beneficial to users of these financial statements, including Key Audit Matters (KAM), as well as to hear whether there was any suspicious information indicating potential fraud following Section 89/25 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551.

Furthermore, to confirm that no such incidents were discovered, shall report to the Audit Committee for acknowledge and consolidate financial statements are conducted with reliability, transparency, conform to standards and auditors can perform their duties independently and with verifiability.

In addition, the audit committee held 1 special meeting with the auditor without the management to discuss independence in performing duties, obtaining audit data especially matters that are significant in the preparation of financial statements, guidelines for preparing account and financial report, risk management, internal control, complaints, suspicions about fraud and other matters in which auditors have not material observations and found no suspicious behavior.

2. Review of good corporate governance

WICE Logistics Public Co., Ltd. is committed to conducting business in accordance with the principles of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) and the Thai Institute of Directors. The Audit Committee reviewed the efficiency and effectiveness of good corporate governance, it was found that the directors, the management and the company has implemented anti-corruption policies that were defined and be used seriously and expand to business partners and co-practice concurrently with corporate governance that considering social and environmental as concrete, apart from the legal requirements.

3. Review of Risk Management Assessment

The audit committee has reviewed risk management from audit report of internal audit agencies and auditors also be informed of risk management report in which risk management committee is responsible for supervising specific risks which covers the approval of risk management's policies and framework, monitoring risk assessment, approval risk management measures and report the progress of risk management to the risk management committee to the board of directors

regularly.

4. Review of internal control system

The Audit Committee reviewed the results of the internal control system assessment, both the operating system and the information technology system. Including the assessment according to the assessment form of the adequacy of the internal control system of the Securities and Exchange Commission (SEC) found that The company has an organizational structure that considers the division of important duties, has good corporate governance policies, has supervises operations in accordance with rules, has policies and risk management throughout the organization, has ongoing activities to raise awareness regarding anti-corruption, has guidelines, has a process for supervising and monitoring operations of subsidiaries and joint venture, has determining level of information confidential, providing communication channels for employees within an organization and stakeholders outside an organization, has assessment of control at organization level, including assessment of internal control from operators and has auditing of internal control of activities by internal audit agencies.

In addition, from the review of internal control carried out by the internal audit agencies and auditors which not found significant issues or deficiencies that may impact to achievement of the company's objectives and goals. Moreover, the management also conducted to improve recommendations made by the audit committee, auditors and internal audit agencies continuously.

5. Review of internal audit

The Audit Committee has reviewed the Charter of the Audit Committee on an annual basis to consistent with the risk and current situation of the company. In 2018, considered and approved action plan, annual budget as well as supporting and encouraging the Audit department to work independently and operation more

efficient, therefore determined the audit department having a chain of command direct to the Audit Committee and Risk Management Committee, comply with laws, regulations and internal controls of the company and its subsidiaries in foreign countries.

6. Considering to appointment of auditors and review of audit fees for 2019

The audit committee is a person who considering for appointment of auditors annually. The board of directors will consider and approve the audit committee's proposal and present to the general meeting of shareholders. The appointment of auditor will be considered from auditor's qualifications, knowledge, abilities and experience in the business audit, audit guidelines, independence of auditors in accordance with the professional code of ethics including suitable audit fees.

In 2019, the board of directors nominated auditors in the general meeting of shareholders which resolved to appoint EY office Co., Ltd (EY) as the company's auditor for 2019.

7. Consideration of connected transactions and transactions which might result in conflict of interests to be in accordance with the laws and requirements of the Stock Exchange of Thailand.

The audit committee has reviewed the connected transactions and transactions which might result in conflict of interest, as well as information regarding the relevant directors. These transactions and information are reviewed and disclosed to the Stock Exchange of Thailand in timely manner.

8. Other assigned by the board of directors

Performance appraisal of the audit committee

The audit committee has stipulated a performance assessment both as a whole and the self-assessment for 2019 which has been practiced to the board of directors for acknowledgment in order to support the audit committee performance. In addition, the audit committee has provided recommendations

for developing and raising internal audit to keep pace with changes in the technology of 4.0 era.

Performance report of the audit committee

The Audit Committee has prepared a performance report of the board of directors for acknowledged regularly.

The audit committee performed its duties as specified in the audit committee charter by adhering to correctness, righteousness, carefulness, discretion, independence as well as giving comments, observations, and recommendations creatively by considering stakeholders equally and for the greatest benefit.

The audit committee agreed that the company has an accurate and reliable accounting system and financial reporting sufficient disclosure of information in accordance with generally accepted accounting standards, comply with laws, rules, regulations regarding company's business operations, has good corporate governance, has sufficient internal controls and appropriate for business operations, has good risk management and internal auditing systems, has monitoring of changes to prepare readiness for facing the potential risks in the future.

In this regard, the duties' performance of the audit committee during the 2019, received good cooperation from the board of directors, executives, auditors and all related parties. Thank you so much.

On behalf of the Audit Committee



Associate Professor Ruth Banomyong (PhD)

Chairman of the Audit Committee

Report of the Board of Directors' Responsibilities for Financial Report

The Board of Directors is responsible for the financial statements of Wise Logistics Public Company Limited and its subsidiaries which is created in accordance with financial reporting standards under the Accounting Act, B.E. 2000 and the regulations of the Securities and Exchange Commission on the preparation and presentation of financial report under the Securities and Exchange Act, B.E. 1992 by considering the selection of appropriate accounting policies and consistently including adequate disclosure in the notes to the financial statements. The auditor has reviewed and audited the financial statements and expressed opinions in the auditor's report unconditionally.

The Board of Directors is responsible for supervising and developing corporate governance, code of conduct, anti-corruption including providing and maintaining which the risk management system and internal control

to ensure that the accounting records are accurate, complete, timely and sufficient to maintain the assets, as well as to prevent any fraud or significant irregular operations. by the Board of Directors has appointed the Audit Committee which consists of independent directors to supervise the financial statements, evaluate the internal control system and internal audit to be efficient and effective. by the opinion of the Audit Committee appears in the Audit Committee report which has already been presented in this annual report.

The Board of Directors has a comment that the internal control systems and internal audit of the company can build confidence that the financial statements of WICE Logistics Public Company Limited and its subsidiaries will show financial, operation results and cash flow correctly and appropriate in significance based on financial reporting standards.



Mr. Ekphol Phongstabhon

Chairman of the Board



Dr. Araya Kongsoonthon

Chief Executive Officer

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of WICE Logistics Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of WICE Logistics Public Company Limited and its subsidiaries as at 31 March 2019, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the three-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of WICE Logistics Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard No. 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in

scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard No. 34 *Interim Financial Reporting*.

A handwritten signature in black ink, appearing to read "Mr. Chayapol Suppasdtanon".

Mr.Chayapol Suppasdtanon

Certified Public Accountant (Thailand) No. 3972

EY Office Limited

Finance statement

WICE Logistics Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents	7	149,329,922	208,225,224	74,775,236	46,338,502
Current investments	8	152,690,077	101,009,558	132,599,680	91,124,405
Trade and other receivables	6, 9	596,090,739	442,460,179	147,330,730	189,414,032
Short-term loans to related parties	6	2,973,991	9,394,859	6,250,000	-
Other current assets		32,788,703	34,719,934	8,802,142	9,988,166
Total current assets		933,873,432	795,809,754	369,757,788	336,865,105
Non-current assets					
Restricted bank deposits	10	2,840,001	2,100,000	2,100,000	2,100,000
Investments in subsidiaries	11	-	-	412,547,053	453,047,053
Investments in associate	12	-	-	-	-
Property, building and equipment	13	229,636,618	223,528,841	139,119,308	156,898,785
Goodwill	14	139,842,134	139,842,134	-	-
Intangible assets	15	266,982,226	256,173,695	8,635,306	9,721,766
Deferred tax assets	23	-	-	5,223,761	5,263,650
Other non-current assets		335,819	2,347,536	335,819	578,643
Total non-current assets		639,636,798	623,992,206	567,961,247	627,609,897
Total assets		1,573,510,230	1,419,801,960	937,719,035	964,475,002

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries
Statement of financial position (Continued)
As at 31 December 2019

(Unit: Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Short-term loan from bank	16	6,594,156	-	-	-
Trade and other payables	6, 17	463,872,224	326,622,300	47,970,942	76,687,282
Short-term loan from related party	6	5,491,650	-	-	-
Current portion of long-term loans from bank	18	14,346,977	20,677	-	-
Current portion of liabilities under finance lease agreements	19	4,093,872	4,004,824	4,072,763	4,004,824
Income tax payable		18,988,706	15,550,215	-	13,458
Other current liabilities		14,635,408	9,581,067	9,992,092	9,456,906
Total current liabilities		528,022,993	355,779,083	62,035,797	90,162,470
Non-current liabilities					
Long-term loans from bank - net of current portion	18	45,134,911	225,049	-	-
Long-term loan from related party	6	3,000,000	-	-	-
Liabilities under finance lease agreements - net of current portion	19	3,372,383	7,213,302	3,188,003	7,213,302
Payable for purchase of investment in a subsidiary	11	45,741,433	43,071,029	45,741,433	43,071,029
Provision for long-term employee benefits	20	19,954,056	18,151,319	18,150,628	16,992,103
Deferred tax liabilities	23	34,404,954	36,578,110	-	-
Other non-current liabilities		7,280,228	1,588,995	1,831,514	1,588,995
Total non-current liabilities		158,887,965	106,827,804	68,911,578	68,865,429
Total liabilities		686,910,958	462,606,887	130,947,375	159,027,899
Shareholders' equity					
Share capital					
Registered					
651,899,500 ordinary shares of Baht 0.50 each		325,949,750	325,949,750	325,949,750	325,949,750
Issued and paid-up					
651,899,500 ordinary shares of Baht 0.50 each		325,949,750	325,949,750	325,949,750	325,949,750
Share premium		347,778,911	347,778,911	347,778,911	347,778,911
Surplus on business combination under common control		5,597,942	5,597,942	-	-
Surplus on change in percentage of shareholding in subsidiary		3,731,962	3,731,962	-	-
Retained earnings					
Appropriated - statutory reserve	21	27,737,500	22,250,000	27,737,500	22,250,000
Unappropriated		100,221,249	126,438,370	104,555,099	109,305,107
Other components of shareholders' equity		(17,395,901)	(7,960,520)	750,400	163,335
Equity attributable to owners of the Company		793,621,413	823,786,415	806,771,660	805,447,103
Non-controlling interests of the subsidiaries		92,977,859	133,408,658	-	-
Total shareholders' equity		886,599,272	957,195,073	806,771,660	805,447,103
Total liabilities and shareholders' equity		1,573,510,230	1,419,801,960	937,719,035	964,475,002

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Profit or loss:					
Revenues					
Service income	6	2,220,879,660	1,832,113,432	756,044,968	860,119,265
Dividends income	6, 11	-	-	64,347,193	67,813,973
Other income	6	10,003,427	18,002,787	5,270,225	6,540,810
Total revenues		<u>2,230,883,087</u>	<u>1,850,116,219</u>	<u>825,662,386</u>	<u>934,474,048</u>
Expenses					
Cost of services	6	1,868,608,630	1,454,706,995	624,656,147	694,647,930
Selling expenses		34,140,630	41,956,009	31,145,218	33,042,892
Administrative expenses	6	256,407,670	208,616,620	78,054,568	81,086,830
Total expenses		<u>2,159,156,930</u>	<u>1,705,279,624</u>	<u>733,855,933</u>	<u>808,777,652</u>
Profit before share of loss from investment in associate, finance cost and income tax expense		<u>71,726,157</u>	<u>144,836,595</u>	<u>91,806,453</u>	<u>125,696,396</u>
Share of loss from investment in associate	12	(274,500)	-	-	-
Profit before finance cost and income tax expense		<u>71,451,657</u>	<u>144,836,595</u>	<u>91,806,453</u>	<u>125,696,396</u>
Finance cost		(6,729,038)	(4,877,970)	(2,976,283)	(4,135,814)
Profit before income tax expense		<u>64,722,619</u>	<u>139,958,625</u>	<u>88,830,170</u>	<u>121,560,582</u>
Income tax expense	23	(20,769,229)	(26,233,455)	(5,694,020)	(11,812,798)
Profit for the year		<u>43,953,390</u>	<u>113,725,170</u>	<u>83,136,150</u>	<u>109,747,784</u>
Profit attributable to:					
Equity holders of the Company		61,973,826	96,192,653	<u>83,136,150</u>	<u>109,747,784</u>
Non-controlling interests of the subsidiaries		(18,020,436)	17,532,517		
		<u>43,953,390</u>	<u>113,725,170</u>		
Earnings per share	24				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.10	0.15	0.13	0.17
Weighted average number of ordinary shares (shares)		<u>651,899,500</u>	<u>651,899,500</u>	<u>651,899,500</u>	<u>651,899,500</u>

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries
Statement of comprehensive income (Continued)
For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Profit for the year		43,953,390	113,725,170	83,136,150	109,747,784
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods					
Exchange differences on translation of financial statements in foreign currency		(10,199,344)	(4,415,802)	-	-
Gain (loss) on changes in value of available-for-sale investments	8	954,953	(915,030)	733,831	70,709
Less: Income tax effect	23	(190,991)	182,921	(146,766)	(14,227)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(9,435,382)	(5,147,911)	587,065	56,482
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Actuarial loss	20	2,552,638	(4,654,006)	2,933,624	(4,654,006)
Less: Income tax effect	23	(510,528)	930,801	(586,725)	930,801
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		2,042,110	(3,723,205)	2,346,899	(3,723,205)
Other comprehensive income for the year		(7,393,272)	(8,871,116)	2,933,964	(3,666,723)
Total comprehensive income for the year		<u>36,560,118</u>	<u>104,854,054</u>	<u>86,070,114</u>	<u>106,081,061</u>
Total comprehensive income attributable to:					
Equity holders of the Company		54,580,555	87,321,537	86,070,114	106,081,061
Non-controlling interests of the subsidiaries		(18,020,437)	17,532,517		
		<u>36,560,118</u>	<u>104,854,054</u>		

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries

Cash flows statement

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit before tax	64,722,619	139,958,625	88,830,170	121,560,582
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	42,131,399	31,715,071	20,084,758	17,996,131
Doubtful accounts (reversal)	(91,862)	71,527	(91,862)	71,527
(Gain) Loss on disposal and write-off equipment	169,028	(1,308,410)	169,028	(1,308,410)
Gain on sales of current investments	(1,634,547)	(2,570,892)	(1,195,806)	(1,097,551)
Long-term employee benefits expense (reversal)	4,568,391	(2,963,634)	4,092,149	3,158,357
Unrealised (gain) loss on exchange	324,849	(90,922)	324,849	(90,922)
Interest income	(495,554)	(1,830,960)	(518,836)	(214,579)
Dividends income	-	-	(64,347,193)	(67,813,973)
Interest expenses	6,915,392	2,979,613	2,976,283	4,135,814
Profit from operating activities before changes in operating assets and liabilities	116,609,715	165,960,018	50,323,540	76,396,976
Operating assets (increase) decrease				
Trade and other receivables	(154,439,492)	(57,900,616)	41,274,370	(49,410,390)
Other current assets	1,931,230	(20,551,663)	1,186,024	(7,984,048)
Other non-current assets	2,011,717	54,902	242,824	1,457,987
Operating liabilities increase (decrease)				
Trade and other payables	137,089,907	104,943,485	(28,876,357)	25,328,687
Other current liabilities	5,054,336	(1,638,777)	535,186	1,067,665
Provision for long-term employee benefits	-	(1,372,200)	-	(1,372,200)
Other non-current liabilities	5,691,236	303,684	242,520	303,684
Cash flows from operating activities	113,948,649	189,798,833	64,928,107	45,788,361
Cash paid for corporate income tax	(20,262,621)	(22,239,364)	(6,401,080)	(11,249,266)
Net cash flows from operating activities	93,686,028	167,559,469	58,527,027	34,539,095

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries

Cash flows statement (Continued)

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Cash flows from investing activities				
Decrease (increase) in current investments	417,201	237,879	(37,459)	(38,099)
Increase in restricted bank deposits	(740,001)	-	-	-
Decrease (increase) in short-term loans to related parties	6,420,868	(9,394,859)	(6,250,000)	-
Acquisition of building and equipment	(38,110,274)	(82,355,063)	(1,877,561)	(12,973,456)
Acquisition of intangible assets	(26,944,328)	(2,272,460)	(351,410)	(2,172,460)
Interest income	1,231,516	1,811,303	1,254,798	194,922
Dividends income	-	-	64,347,193	67,813,973
Proceeds from sales of current investments	274,491,821	429,517,093	224,491,821	366,672,638
Proceeds from sales of equipment	841,122	1,308,411	841,122	1,308,411
Cash received from decrease in subsidiary's capital	-	-	40,500,000	-
Cash paid for acquisitions of current investments	(324,000,000)	(431,378,092)	(264,000,000)	(406,365,592)
Cash paid for acquisitions of investment in subsidiaries	-	(3,275,068)	-	(67,855,329)
Net cash flows from (used in) investing activities	(106,392,075)	(95,800,856)	58,918,504	(53,414,992)
Cash flows from financing activities				
Cash receipt from short-term loan from related parties	8,491,650	-	-	-
Cash receipt from short-term loan from bank	6,594,156	-	-	-
Cash receipt from long-term loans from bank	59,236,162	245,726	-	-
Repayments made on liabilities under finance lease agreements	(4,039,655)	(6,788,152)	(3,957,361)	(6,788,152)
Proceeds from share subscription from non-controlling interest	-	42,000,010	-	-
Decrease in non-controlling interest	-	(1,939,120)	-	-
Interest expenses	(4,244,988)	(394,517)	(305,879)	(1,621,309)
Dividends paid	(99,213,418)	(97,890,130)	(84,745,557)	(78,226,668)
Net cash flows used in financing activities	(33,176,093)	(64,766,183)	(89,008,797)	(86,636,129)
Decrease in translation adjustments	(13,013,162)	(2,441,987)	-	-
Net increase (decrease) in cash and cash equivalents	(58,895,302)	4,550,443	28,436,734	(105,512,026)
Cash and cash equivalents at beginning of year	208,225,224	203,674,781	46,338,502	151,850,528
Cash and cash equivalents at end of year (Note 7)	149,329,922	208,225,224	74,775,236	46,338,502
	-	-	-	-
Supplemental cash flows information				
Non-cash items consist of				
Acquisitions of motor vehicles under finance lease agreements	287,784	17,225,000	-	17,225,000
Accrued provision for long-term employee benefits	137,906	157,845	137,906	157,845
Payable for purchase of investment in subsidiary	-	40,556,531	-	40,556,531
Accrued finance cost	2,670,404	2,514,498	2,670,404	2,514,498

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2019

Consolidated financial statements														(Unit: Baht)			
Equity attributable to owners of the Company																	
Other components of equity																	
Other comprehensive income																	
		Surplus on change in percentage of shareholding in subsidiary			Retained earnings		Exchange differences on translation of financial statements in foreign currency		Surplus on changes in value of available-for-sale investments		Total other components of shareholders' equity		Total equity attributable to owners of the Company		Equity attributable to non-controlling interests of the subsidiaries		Total shareholders' equity
Note	Issued and paid-up share capital	Share premium	Surplus on business combination under common control	Surplus on change in percentage of shareholding in subsidiary	Statutory reserve	Unappropriated	Retained earnings	Unappropriated	Retained earnings	Statutory reserve	Unappropriated	Retained earnings	Unappropriated	Retained earnings	Statutory reserve	Unappropriated	
	325,949,750	347,778,911	5,597,942	3,731,962	17,137,032	117,308,558	895,477	(3,708,086)	(3,708,086)	895,477	(2,812,609)	814,691,546	85,075,469	899,767,015			
	-	-	-	-	-	96,192,653	-	-	-	-	-	96,192,653	17,532,517	113,725,170			
	-	-	-	-	-	(3,723,205)	(732,109)	(4,415,802)	(4,415,802)	(732,109)	(5,147,911)	(8,871,116)	-	(8,871,116)			
	-	-	-	-	-	92,469,448	(732,109)	(4,415,802)	(4,415,802)	(732,109)	(5,147,911)	87,321,537	17,532,517	104,854,054			
	-	-	-	-	-	-	-	-	-	-	-	-	50,582,134	50,582,134			
21	-	-	-	-	5,112,968	(5,112,968)	-	-	-	-	-	-	-	-			
27	-	-	-	-	-	(78,226,668)	-	-	-	-	-	(78,226,668)	(19,781,462)	(98,008,130)			
	325,949,750	347,778,911	5,597,942	3,731,962	22,250,000	126,438,370	163,368	(8,123,888)	(8,123,888)	163,368	(7,960,520)	823,786,415	133,408,658	957,195,073			
	325,949,750	347,778,911	5,597,942	3,731,962	22,250,000	126,438,370	163,368	(8,123,888)	(8,123,888)	163,368	(7,960,520)	823,786,415	133,408,658	957,195,073			
	-	-	-	-	-	61,973,826	-	-	-	-	-	61,973,826	(18,020,437)	43,953,389			
	-	-	-	-	-	2,042,110	763,962	(10,199,343)	(10,199,343)	763,962	(9,435,381)	(7,393,271)	-	(7,393,271)			
	-	-	-	-	-	64,015,936	763,962	(10,199,343)	(10,199,343)	763,962	(9,435,381)	54,580,555	(18,020,437)	36,560,118			
21	-	-	-	-	5,487,500	(5,487,500)	-	-	-	-	-	-	-	-			
27	-	-	-	-	-	(84,745,557)	-	-	-	-	-	(84,745,557)	(22,410,362)	(107,155,919)			
	325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	927,330	(18,323,231)	(18,323,231)	927,330	(17,395,901)	793,621,413	92,977,859	886,599,272			
	325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	927,330	(18,323,231)	(18,323,231)	927,330	(17,395,901)	793,621,413	92,977,859	886,599,272			
	325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	927,330	(18,323,231)	(18,323,231)	927,330	(17,395,901)	793,621,413	92,977,859	886,599,272			
	325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	927,330	(18,323,231)	(18,323,231)	927,330	(17,395,901)	793,621,413	92,977,859	886,599,272			

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (Continued)
For the year ended 31 December 2019

Separate financial statements											(Unit: Baht)
Other components of equity											
Other comprehensive income											
Surplus											
on changes in value of available-for-sale investments											
Total other components of shareholders' equity											
Total shareholders' equity											
Note	Issued and paid-up share capital	Share premium	Retained earnings	Statutory reserve	Unappropriated	on changes in value of available-for-sale investments	Total other components of shareholders' equity	Total shareholders' equity			
	325,949,750	347,778,911	17,137,032	86,620,164	106,853	106,853	106,853	777,592,710			
	-	-	-	109,747,784	-	-	-	109,747,784			
	-	-	-	(3,723,205)	56,482	56,482	56,482	(3,666,723)			
	-	-	-	106,024,579	56,482	56,482	56,482	106,081,061			
21	-	-	5,112,968	(5,112,968)	-	-	-	-			
27	-	-	(78,226,668)	(78,226,668)	-	-	-	(78,226,668)			
	325,949,750	347,778,911	22,250,000	109,305,107	163,335	163,335	163,335	805,447,103			
	325,949,750	347,778,911	22,250,000	109,305,107	163,335	163,335	163,335	805,447,103			
	-	-	-	83,136,150	-	-	-	83,136,150			
	-	-	-	2,346,899	587,065	587,065	587,065	2,933,964			
	-	-	-	85,483,049	587,065	587,065	587,065	86,070,114			
21	-	-	5,487,500	(5,487,500)	-	-	-	-			
27	-	-	(84,745,557)	(84,745,557)	-	-	-	(84,745,557)			
	325,949,750	347,778,911	27,737,500	104,555,099	750,400	750,400	750,400	806,771,660			

The accompanying notes are an integral part of the financial statements.

WICE Logistics Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2019

1. General information

WICE Logistics Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in an international air and sea freight forwarding, customs broker, inland transportation, cross-border transport, multimodal transport operator, warehousing service and all freight related services for imports and exports. The registered office of the Company is at 88/8 Nonsee Road, Chong-nonsee, Yannawa, Bangkok.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of WICE Logistics Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2019 (%)	2018 (%)
WICE Supply Chain Solution Company Limited (Formerly known as “Sun Express (Thailand) Company Limited)	Freight forwarder and all freight related services for imports and exports	Thailand	99.99	99.99
Euroasia Total Logistics Company Limited ^(*) (Formerly known as “Sun Express (Thailand) Company Limited)	Cross-Border Transport Services	Thailand	40.00	40.00

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2019 (%)	2018 (%)
WICE Logistics (Singapore) Pte. Ltd.	Freight forwarder and all freight related services for imports and exports	Singapore	70.00	70.00
WICE Logistics (HongKong) Limited	Freight forwarder and all freight related services for imports and exports	HongKong	80.00	80.00
Guangzhou WICE Logistics Limited (100% held by WICE Logistics (HongKong) Limited)	Freight forwarder and all freight related services for imports and exports	China	100.00	100.00
WICE Logistics(Shenzhen) Co., Ltd. (70% held by WICE Logistics (Hong Kong) Limited)	Freight forwarder and all freight related services for imports and exports	China	100.00	-
Euroasia Total Logistics (M) Sdn Bhd (40% held by Euroasia Total Logistics Company Limited and 60% held by major shareholders'	Cross-Border Transport Services	Malaysia	40.00	40.00
Euroasia Total Logistics (China) Co., Ltd. (100% held by Euroasia Total Logistics Company Limited)	Cross-Border Transport Services	China	100.00	-

(*) Under control of the Company

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies is translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the

caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.

- f) Material balances and transactions between the Company and its subsidiaries companies have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group’s financial statements.

However, the new standard involves changes to key principles, which are summarised below:

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue-Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

This standard does not have any significant impact on the Group’s financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January

2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result in the following adjustments.

- Classification and measurement of investments in available-for-sale equity securities-The Group's available-for-sale investments in listed equity securities are measured at fair value through other comprehensive income. The Group has decided to classify these investments as financial assets at fair value through profit or loss. The cumulative gain (or loss) on changes in the value of reclassified available-for-sale investments that were previously presented in other comprehensive income is to be reclassified to retained earnings.
- Recognition of credit losses - The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12

months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Group plans to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Group expects the effect of the adoption of this accounting standard to the statement of financial position as at 1 January 2020 to be to increase the Group's assets by approximately Baht 36 million (separate financial statements: approximately Baht 18 million) and the Group's liabilities by approximately Baht 36 million (separate financial statements: approximately Baht 18 million).

4. Significant accounting policies

4.1 Revenue recognition

Rendering of services

Service revenue is recognised when services have been rendered.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividend income

Dividend income is recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.4 Investments

- a) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- b) Investment in an associate is accounted for in the consolidated financial statements using the equity method.
- c) Investments in subsidiaries are accounted for in the separate financial statements using the cost less impairment losses (if any).

The fair value of investment unit is based on the net assets value of investments at the end of reporting period.

The weighted average method is used for computation of the cost of investments. On disposal of an investment, the difference between net disposal proceed and the carrying amount of the investment is recognised in profit or loss.

4.5 Property, building and equipment/Depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Building and yard 20 years

Furniture, fixtures and office equipment 5 years

Computers 3-5 years

Motor vehicles 5-10 years

Container and container equipment 10 years

Depreciation is included in determining income. No depreciation is provided on land, and assets under installation.

An item of property, building and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.6 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss on the straight-line basis over the economic useful life as follows:

Useful lives

Customer relationship 10 years, 25 years

Stock rights option 4 years

Computer software 3-5 years

4.7 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.8 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated company and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.9 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the leased asset.

Leases of property, building or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on the straight-line basis over the lease term.

4.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.11 Impairment of assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, building and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

4.12 Payable for purchase of investment in subsidiary

The Company recognised payable for purchase of investment in subsidiary, which calculated the price that would have been expected to be payment as specify in share purchase agreement, and discounted to the present value. The above liability was presented as non-current liability in the statement of financial position, including the interest expenses from the acquisition of investment in subsidiary. The liability will be reassessed every accounting period and the difference will be recognised to profit or loss.

4.13 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Company and its subsidiary in Thailand and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiary. The fund's assets are held in a separate trust fund and the Company and its subsidiary's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Company and its subsidiary have obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Company and its subsidiary treat these severance payment obligations as a defined benefit plan. In addition, the Company and its subsidiary provide other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income. While actuarial gains and losses arising from other long-term employee benefits are recognised immediately in profit and loss.

4.14 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.15 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1-Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2-Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3-Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Consolidation of subsidiary that the Company holds less than half of shares

The management of the Company determined that the Company has control over Euroasia Total Logistics Company Limited, even though the Company holds 40% of shares and voting rights that is less than half of shares and voting rights. This is because the Company is a major shareholder and has the ability to direct the significant activities. As a result, Euroasia Total Logistics Company Limited is deemed to be a subsidiary of the Company and has to be included in the consolidated financial statements from the date on which the Company assumed control.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the

cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans and other long-term employee benefits

The obligation under the defined benefit plans and other long-term employee benefit plans are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2019 (%)	2018 (%)	2019 (%)	2018 (%)	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	4.8	8.1	Close to market price
Rental income and other service	-	-	1.4	0.2	As stipulated in the agreement
Dividend income	-	-	64.3	67.8	As declared
Cost of services	-	-	34.1	30.7	Close to market price
Interest expenses	-	-	-	1.5	Interest rate 7.12% per year
<u>Transactions with associate</u>					
Service income	3.4	-	-	-	Close to market price
Cost of service	3.7	-	-	-	Close to market price
<u>Transactions with management and directors</u>					
Land and buildings rental expenses	1.9	1.6	1.9	1.6	As stipulated in the agreement

As at 31 December 2019 and 2018, the balances of the accounts between the Company, subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019 (%)	2018 (%)	2019 (%)	2018 (%)
Trade and other receivables-related parties (Note 9)				
Subsidiaries	-	-	1,497	1,373
Associate	3,773	-	-	-
Related individuals (Management and directors)	47	-	-	-
Total trade and other receivables-related parties	<u>3,820</u>	<u>-</u>	<u>1,497</u>	<u>1,373</u>
Trade and other payables-related parties (Note 17)				
Subsidiaries	-	-	5,295	4,448
Associate	573	-	-	-
Related individuals (Management and directors)	38	78	38	78
Total trade and other payables-related parties	<u>611</u>	<u>78</u>	<u>5,333</u>	<u>4,526</u>
Other current liabilities (Note 12)				
Share subscription payable	<u>275</u>	<u>-</u>	<u>-</u>	<u>-</u>
Short-term loans to related person or related party				

The short-term loans to related person and related party carried interest at rates of 2% - 8% per annum. These loans are due for repayment on demand and with no guarantees

As at 31 December 2019 and 2018, the balance of loans between the Company and its subsidiary and the Company and related person and related party and the movements are as follows:

(Unit: Thousand Baht)

		Consolidated financial statements				
Loan to related party	Related by	Balance as at 1 January 2019	Increase during the year	Decrease during the year	Loss on exchange	Balance as at 31 December 2019
An individual	Subsidiary's director	2,309	-	-	(144)	2,165
Euroasia Total Logistics						
Vietnam Limited	Associate	-	855	-	(46)	809
Euroasia Total Logistics Related company						
(Shanghai) Limited	(common director)	<u>7,086</u>	<u>2,336</u>	<u>(9,094)</u>	<u>(328)</u>	<u>-</u>
Total		<u>9,395</u>	<u>3,191</u>	<u>(9,094)</u>	<u>(518)</u>	<u>2,974</u>

(Unit: Thousand Baht)

Separate financial statements					
Loan to related party	Related by	Balance as at 1 January 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2019
Euroasia Total Logistics Company					
Limited	Subsidiary	-	18,000	(11,750)	6,250
Total		-	18,000	(11,750)	6,250

Loans from related persons

As at 31 December 2019 and 2018, the balance of loans between the subsidiary and the directors and the movements were as follows.

(Unit: Thousand Baht)

Consolidated financial statements					
Loan from	Related by	Balance as at 1 January 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2019
<u>Short-term loan</u>					
An individual	Subsidiary's director	-	5,492	-	5,492
<u>Long-term loan</u>					
An individual	Subsidiary's director	-	3,000	-	3,000

The short-term loan from director carried interest at a rate of 4% per annum. This loan is due for repayment on demand and with no guarantee.

A subsidiary obtained long-term loan from a director with credit facility of Baht 9 million (drawn down Baht 3 million). This loan carried interest at a rate of 4% per annum, and is due for repayment within 3 years and with no guarantee.

Directors and management's benefits

During the years ended 31 December 2019 and 2018, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019 (%)	2018 (%)	2019 (%)	2018 (%)
Short-term employee benefits	57,442	54,987	23,451	24,216
Post-employment benefits	891	828	863	828
Total	58,333	55,815	24,314	25,044

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties as presented in note 18.

7. Cash and cash equivalents

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Cash	439	290	-	-
Bank deposits	148,891	207,935	74,775	46,339
Total	149,330	208,225	74,775	46,339

As at 31 December 2019, bank deposits in saving accounts carried interests between 0.04% and 0.38% per annum (2018: 0.15% and 0.38% per annum).

8. Current investments

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Available-for-sale securities	139,976	88,833	129,525	88,820
Investments in open-end fund-Cost				
Add: Unrealised gain on changes in value of investments	1,159	204	938	204
Investments in open-end fund-Fair value	141,135	89,037	130,463	89,024
Fixed deposits	11,555	11,973	2,137	2,100
Total current investments	152,690	101,010	132,600	91,124

During the year 2019, the Group sold available-for-sale securities with book values totaling Baht 223.3 million (2018: Baht 426.9 million) and recognised gains on the sales amounting to Baht 1.2 million (2018: Baht 2.3 million) in profit or loss. This amount included gain transferred from gain on valuation of available-for-sale securities in other comprehensive income, amounting to Baht 0.4 million (2018: Baht 0.3 million).

As at 26 February 2020, total fair value of investments in available-for-sale securities in the consolidated financial statements was Baht 141.7 million, and in the separate financial statement was Baht 131.0 million.

9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade accounts receivable - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	-	1,251	96
Past due				
Up to 3 months	3,754	-	49	896
3 - 6 months	-	-	-	1
Total trade accounts receivable-related parties	3,754	-	1,300	993
<u>Trade accounts receivable-unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	175,886	136,969	68,271	85,444
Past due				
Up to 3 months	290,667	226,256	36,681	68,631
3-6 months	41,155	44,634	2,636	2,647
6-12 months	14,375	3,396	7,909	3,514
Over 12 months	33,210	1,382	677	1,382
Total	555,293	412,637	116,174	161,618
Less: Allowance for doubtful accounts	(353)	(447)	(353)	(447)
Total trade accounts receivable-unrelated parties, net	554,940	412,190	115,821	161,171
Total trade accounts receivable-net	558,694	412,190	117,121	162,164
<u>Other receivables</u>				
Advance receivables- related parties	-	-	197	-
Advance receivables-unrelated parties	35,835	27,835	29,602	25,724
Other receivables-related parties	66	-	-	380
Other receivables-unrelated parties	1,495	2,435	410	1,146
Total other receivables	37,396	30,270	30,209	27,250
Trade and other receivables-net	596,090	442,460	147,330	189,414

10. Restricted bank deposits

These represent fixed deposits pledged with the banks to secure credit card used for fuel purchase and bank guarantees issued by bank on behalf of the Company and its subsidiary to secure cargo usages.

11. Investments in subsidiaries

11.1 As at 31 December 2019 and 2018, details of investments in subsidiaries as presented in separate financial statements are as follows:

Subsidiaries	Paid-up capital		Shareholding percentage		Cost		Dividends received during the year	
	2019	2018	2019	2018	2019	2018	2019	2018
Wice Supply Chain Solution Co., Ltd.	Bath 13.5 Million	Bath 54 Million	99.99	99.99	13,498	53,998	8,651	23,427
Euroasia Total Logistics Company Limited	Bath 70 Million	Bath 70 Million	40.00	40.00	28,000	28,000	-	-
WICE Logistics (Singapore) Pte. Ltd.	SGD 0.7 Million	SGD 0.7 Million	70.00	70.00	290,637	290,637	47,523	44,387
WICE Logistics (Hong Kong) Limited	HKD 0.8 Million	HKD 0.8 Million	80.00	80.00	80,412	80,412	8,173	-
Total					412,547	453,047	64,347	67,814

On 4 January 2018, the Company acquired shares of WICE Logistics (Hong Kong) Limited (formerly known as “Universal Worldwide Transportation Limited”), of 80,000 ordinary shares (par value of HKD 10 each) or 80% of all shares issued. The Company paid a first amount of Baht 39.86 million. According to share purchase agreement, the Company will pay the remaining amount based on the actual operating results of this investee company upto the year 2022 with the amount not exceeding USD 2.21 million.

The Company measured the fair value at the acquisition date of the identifiable assets acquired and the liabilities assumed of this company as follow.

(Unit: Thousand Baht)

	Fair value	Book value
Assets		
Cash and cash equivalents	36,580	36,580
Trade and other receivables	84,414	84,414
Other current assets	7,644	7,644
Equipment	185	185
Intangible assets - customer relationship	18,700	-
Total assets	147,523	128,823
Liabilities		
Trade and other payables	91,715	91,715
Provision for long-term employee benefits	1,170	1,170
Deferred tax liabilities	4,675	-
Total liabilities	97,560	92,885
Total net assets	49,963	35,938
Shareholding percentage (%)	80	
Net asset from purchasing of subsidiary	39,970	
Excess of cost of acquisition over net asset	40,442	

(Unit: Thousand Baht)

	<u>Fair value</u>	<u>Book value</u>
Cash paid for acquisition of investment in subsidiary	80,412	
Less: Cash and cash equivalents at the acquisition date of subsidiary	(36,580)	
Liability from acquisition of investment in subsidiary	(40,557)	
Net cash paid for purchasing of subsidiary	<u>3,275</u>	

A reconciliation of the fair value of investment and the identifiable assets acquired and the liabilities assumed at the acquisition date, was presented below.

(Unit: Thousand Baht)

Fair value of investment	80,412
Fair value of net assets received	(39,970)
Goodwill	40,442

Baht 40.4 million of goodwill is the business value of customer relationship of Universal Worldwide Transportation Limited to move the business forward and generate profit to the shareholders.

At the acquisition date, the Company estimated the liability from acquisition share capital of that company. The remaining amount was presented as liability in the statement of financial position and recognised the present value of a payable for purchase of investment in this subsidiary. Finance cost related with this payable has been adjusted in subsequent period were as follows.

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	<u>31 December 2019</u>	<u>31 December 2019</u>
Payable for purchase of investment in a subsidiary	40,557	40,557
Add: Accumulated finance cost	5,184	2,514
Total	<u>45,741</u>	<u>43,071</u>
Finance cost for the year	<u>2,670</u>	<u>2,514</u>

On 22 August 2018, the Company entered into the joint venture agreement to establish the new joint venture under the name of “Euroasia Total Logistics Co., Ltd.”, which is engaged in cross-border transport services, with registered share capital of Baht 70 million, (7 million ordinary shares of Baht 10 per share). The Company has 40% interest in this company or 2.8 million ordinary shares, totaling Baht 28 million. The remaining shares of Baht 42 million, or 60% belongs to other shareholders. Such company registered the issued and paid-up capital with the Ministry of Commerce on 14 September 2018. The management considered that the Company has controlled and direct various operating activities including financial policy, therefore this company was considered to be subsidiary.

On 29 March 2019, the Board of Directors meeting No. 1/2019 of Sun Express (Thailand) Company Limited, a subsidiary, approved a reduction of registered and paid-up capital amounted to Baht 40.5 million through a decreasing of shares from Baht 54 million (54,000 shares of Baht 1,000 each) to Baht 13.5 million (13,500 shares of Baht 1,000 each). The subsidiary registered the decrease in capital with the Ministry of Commerce on 8 May 2019.

On 4 September 2019, the name of Sun Express (Thailand) company Limited, was changed to Wice Supply Chain Solutions Company Limited. The subsidiary registered the change of its name with the Ministry of Commerce on 5 September 2019.

On 8 November 2019, the Board of Directors meeting of the Company approved an exercise for right to acquire 30% interest in Wice Logistics (Singapore) Pte. Ltd. At the acquisition date, the Company received the stock right option of Wice Logistics (Singapore) Pte. Ltd. The Company expects to exercise stock right option within the second quarter of the year 2020, with the maximum acquisition price amounting to Baht 134 million.

11.2 Details of its subsidiaries that have material non-controlling interests.

(Unit: Million Baht)

Subsidiaries	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the year		Dividend paid to non-controlling interest during the year	
	2019	2018	2019	2018	2019	2018	2019	2018
	(%)	(%)						
Euroasia Total Logistics								
Company Limited	60.00	60.00	20.29	39.35	(19.06)	(2.65)	-	-
Euroasia Total Logistics (M)								
Sdn. Bhd.	60.00	60.00	(19.72)	0.18	(19.90)	-	-	-
Wice Logistecs								
(Singapore) Pte. Ltd.	30.00	30.00	77.42	83.45	14.34	18.16	(20.37)	(19.78)
Wice Logistic								
(Hong Kong) Limited	20.00	20.00	12.84	10.42	4.46	2.03	(2.04)	-
Wice Logistics								
(Shenzhen) Co., Ltd.	30.00	30.00	2.14	-	2.14	-	-	-
Total			<u>92.97</u>	<u>133.40</u>	<u>(18.02)</u>	<u>17.54</u>	<u>(22.41)</u>	<u>(19.78)</u>

11.3 Summarised financial information of its subsidiaries that based on amounts before inter-company elimination about a subsidiary that has material non-controlling.

Summarised information about financial position.

(Unit: Million Baht)

Subsidiaries	Current assets		Non-current assets		Current liabilities		liabilities	
	2019	2018	2019	2018	2019	2018	2019	2018
	(%)	(%)						
Euroasia Total Logistics								
Company Limited	203.1	37.0	51.6	67.8	(149.7)	(38.2)	(48.4)	(0.2)
its subsidiaries								
Wice Logistics								
(Singapore) Pte. Ltd.	135.6	166.9	14.2	0.7	(76.5)	(83.0)	(2.6)	-
Wice Logistic (Hong Kong)								
Limited and its subsidiaries	209.3	204.1	32.7	1.4	(180.4)	(159.0)	(3.6)	(1.2)

Summarised information about comprehensive income.

(Unit: Million Baht)

Subsidiaries	Revenue		Profit (loss)		Total comprehensive income	
	2019	2018	2019	2018	2019	2018
Euroasia Total Logistic Company Limited and its subsidiaries	453.8	14.3	(47.5)	(4.4)	(47.5)	(3.8)
Wice Logistics (Singapore) Pte. Ltd.	482.1	535.8	56.0	68.7	56.0	68.9
Wice Logistic (Hong Kong) Limited and its subsidiaries	601.5	504.0	25.4	11.5	25.8	11.2

Summarised information about cash flows.

(Unit: Million Baht)

Subsidiaries	Cash flow from (used in) operating activities		Cash flow used in investing activities		Cash flow from (used in) financing activities		Net increase (decrease) in cash and cash equivalents	
	2019	2018	2019	2018	2019	2018	2019	2018
Euroasia Total Logistic Company Limited and its subsidiaries	(49.3)	12.0	(29.2)	(75.4)	77.6	70.2	(0.9)	6.2
Wice Logistics (Singapore) Pte. Ltd.	69.2	82.1	(0.8)	(0.3)	(76.3)	(63.6)	(7.9)	18.2
Wice Logistics (Hong Kong) Limited and its subsidiaries	33.7	10.7	(33.7)	(1.4)	(10.0)	-	(10.0)	9.3

12. Investment in associate

During the year, Euroasia Total Logistics Company Limited, a subsidiary company has invested in a newly established company in Vietnam “Euroasia Total Logistics Vietnam Company Limited”, with registered share capital of VND 500 million. The subsidiary invested VND 200 million or 40% interest in this company or Baht 274,500. This company has been registered on 2 May 2019.

As at 31 December 2019, the subsidiary company has not paid shares subscription for which such amount has been included as part of other current liabilities in the consolidated statement of financial position.

12.1 Details of associate:

(Unit: Thousand Baht)

Associate	Paid up capital		Shareholding percentage		Consolidated financial statements			
					Carrying value under equity method		Cost	
	2019	2018	2019	2018	2019	2018	2019	2018
			(%)	(%)				
Euroasia Total Logistics Vietnam Company Limited	VND 500 Million -		40	-	-	-	275	-
Total					-	-	275	-

12.2 Share of comprehensive income and dividend received

During the year, its subsidiary has recognised its share of loss from investment in an associate in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associate	Consolidated financial statements			
	Share of loss		Dividend received	
	2019	2018	2019	2018
Euroasia Total Logistics Vietnam Company Limited	(275)	-	-	-

12.3 Reconciliations of investment in an associate under equity method

(Unit: Thousand Baht)

For the year ended
31 December 2019

Investment in an associate at beginning of period	-
Acquisition during period	275
Share of loss	(275)
Investment in an associate at end of period	-

12.4 Summarisation of financial information of an associate

Summarisation of information about financial position

(Unit: Thousand Baht)

31 December 2019

Current assets	2,873
Non-current assets	1,139
Current liabilities	(5,443)
Net assets	(1,431)
Shareholding percentage (%)	40
Share of net assets	(572)

Summary of comprehensive income

	For the year ended 31 December 2019
Income	3,029
Loss	(2,071)

12.5 Investment in associate with capital deficit

The Company recognised share of loss from investment in associate, as listed below, until the value of the investment approached zero. Subsequent losses incurred by that associate has not been recognised in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of that associate. The amount of such unrecognised share of loss is set out below.

(Unit: Thousand Baht)

Associate	Unrecognised share of loss	
	Amount for the year 2019	Cumulative up to 31 December 2019
Euroasia Total Logistics Vietnam Company Limited	(553)	(553)
Total	(553)	(553)

13. Property, building and equipment

(Unit: Thousand Baht)

	Consolidated financial statements							
	Land	Buildings and yard	Furniture and fixtures	Office equipment	Computer equipment	Motor vehicles	Container and container equipment	Total
Cost								
1 January 2018	23,800	53,773	17,249	8,066	16,540	122,706	-	242,134
Increase from acquisition of subsidiary	-	4,373	198	418	819	3,754	-	9,562
Additions		420 7,630	521	791	2,713	69,994	17,396	99,465
Disposals	-	-	-	-	(30)	(4,477)	-	(4,507)
Transfer in (out)	-	-	-	-	-	1,300	(1,300)	-
Translation adjustment	-	(40)	(202)	(88)	(238)	(1,274)	-	(1,842)
31 December 2018	24,220	65,736	17,766	9,187	19,804	192,003	16,096	344,812
Additions	-	-	850	801	2,220	10,550	23,004	38,425
Disposals	-	-	-	(255)	(233)	(1,435)	-	(1,923)
Translation adjustment	-	(281)	(393)	(203)	(775)	(3,391)	(43)	(5,086)
31 December 2019	24,220	65,455	18,223	9,530	22,016	197,727	39,057	376,228

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and yard	Furniture and fixtures	Office equipment	Computer equipment	Motor vehicles	Container and container equipment	Total
Accumulated depreciation								
1 January 2018	-	23,383	13,434	5,779	12,819	43,392	-	98,807
Increase from acquisition of subsidiary	-	4,373	198	226	819	3,754	-	9,370
Depreciation for the year	-	2,873	1,012	914	1,645	11,477	222	18,143
Depreciation on disposals	-	-	-	-	(2)	(4,477)	-	(4,479)
Translation adjustment	-	(40)	(200)	(58)	(225)	(35)	-	(558)
31 December 2018	-	30,589	14,444	6,861	15,056	54,111	222	121,283
Depreciation for the year	-	3,072	1,219	918	1,900	18,101	2,631	27,841
Depreciation on disposals	-	-	-	(242)	(219)	(452)	-	(913)
Translation adjustment	-	(281)	(376)	(137)	(473)	(350)	(3)	(1,620)
31 December 2019	-	33,380	15,287	7,400	16,264	71,410	2,850	146,591
Net book value:								
31 December 2018	24,220	35,147	3,322	2,326	4,748	137,892	15,874	223,529
31 December 2019	24,220	32,075	2,936	2,130	5,752	126,317	36,207	229,637
Depreciation for the year								
2018 (Baht 11.5 million included in cost of services, and the balance in selling and administrative expenses)								18,143
2019 (Baht 21.7 million included in cost of services, and the balance in selling and administrative expenses)								27,841

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and yard	Furniture and fixtures	Office equipment	Computer	Motor vehicles	Total
Cost:							
1 January 2018	23,800	53,773	10,804	5,398	9,257	119,194	222,226
Additions	420	7,630	466	255	413	21,015	30,199
Disposals	-	-	-	-	-	(4,477)	(4,477)
31 December 2018	24,220	61,403	11,270	5,653	9,670	135,732	247,948
Additions	-	-	316	156	186	1,220	1,878
Disposals	-	-	-	(255)	(233)	(1,435)	(1,923)
31 December 2019	24,220	61,403	11,586	5,554	9,623	135,517	247,903
Accumulated depreciation:							
31 December 2018	-	23,383	7,012	3,736	5,594	38,434	78,159
Depreciation for the year	-	2,873	1,002	585	1,461	11,446	17,367
Depreciation on disposals	-	-	-	-	-	(4,477)	(4,477)
31 December 2018	-	26,256	8,014	4,321	7,055	45,403	91,049
Depreciation for the year	-	3,072	1,100	541	1,155	12,779	18,647
Depreciation on disposals	-	-	-	(242)	(218)	(452)	(912)
31 December 2019	-	29,328	9,114	4,620	7,992	57,730	108,784
Net book value:							
31 December 2018	24,220	35,147	3,256	1,332	2,615	90,329	156,899
31 December 2019	24,220	32,075	2,472	934	1,631	77,787	139,119

Depreciation for the year

2018 (Baht 11.2 million included in cost of services, and the balance in selling and administrative expenses)	17,367
2019 (Baht 12.7 million included in cost of services, and the balance in selling and administrative expenses)	18,647

As at 31 December 2019, the Company had motor vehicles under finance lease agreements with net book values amounting to Baht 15.7 million (2018: Baht 16.9 million).

As at 31 December 2019, certain equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 37.9 million (2018: Baht 36.9 million) (separate financial statements: Baht 16.2 million, 2017: Baht 13.9 million).

14. Goodwill

Goodwill presented in the statement of financial position, arose from acquisitions of two overseas subsidiaries as follows:

(Unit: Thousand Baht)	
Subsidiaries	Goodwill
Wice Logistics (Singapore) Pte Ltd.	99,400
Wice Logistics (Hong Hong) Limited	40,442
	<u>139,842</u>

The recoverable amounts of goodwill were determined based on value in use calculations, made using cash flow projections covering a five-year period extracted from financial budgets approved by the management.

Significant assumptions on cashflow projections are summarised below.

	Wice Logistics (Singapore) Pte. Ltd.	Wice Logistics (Hong Hong) Limited
Growth rate	3%	5%
Pre-tax discount rate	9%	11%

The management determined the growth rate based on the historical operating result and forecast market growth. The pre-tax discount rate used, reflects the risks specific to each entities. Base on determination, the management believes that there will be no goodwill impairment.

15. Intangible assets

The net book value of intangible assets as at 31 December 2019 and 2018 is presented below.

(Unit: Thousand Baht)	
Consolidated financial statements	
	Customer relationship Stock rights option Computer software Total
As at 31 December 2019:	
Cost	299,221 4,367 11,692 315,280
Less: Accumulated amortisation	(41,160) (3,661) (2,961) (47,782)
Translation adjustment	(515) - (1) (516)
Net book value	<u>257,546 706 8,730 266,982</u>
As at 31 December 2018:	
Cost	272,650 4,367 11,318 288,335
Less: Accumulated amortisation	(28,059) (2,603) (1,499) (32,161)
Net book value	<u>244,591 1,764 9,819 256,174</u>

	(Unit: Thousand Baht)
	<u>Separate financial statements</u>
	<u>Computer software</u>
As at 31 December 2019:	
Cost	11,569
Less: Accumulated amortisation	(2,934)
Net book value	<u>8,635</u>
As at 31 December 2018:	
Cost	11,218
Less: Accumulated amortisation	(1,496)
Net book value	<u>9,722</u>

A reconciliation of the net book value of intangible assets for the years 2019 and 2018 is presented below.

	(Unit: Thousand Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	2019	2018	2019	2018
Consolidated	256,174	248,664	9,722	8,178
Additions in computer software	374	2,272	351	2,173
Increase from part of subsidiary acquired	26,571	18,700	-	-
Amortisation	(15,621)	(13,462)	(1,438)	(629)
Translation adjustment	(516)	-	-	-
Net book value at end of year	<u>266,982</u>	<u>256,174</u>	<u>8,635</u>	<u>9,722</u>

16. Short-term loan from bank

	(Unit: Thousand Baht)		
		<u>Consolidated financial statements</u>	
	Interest rate	2019	2018
	(percent per annum)		
Short-term loan from bank	4.00	6,594	-
Total		<u>6,594</u>	<u>-</u>

At 31 December 2019, Euroasia Total Logistics (China) Co., Ltd. an overseas subsidiary of a subsidiary obtained clean loan from bank amounting to CNY 1.6 million (Baht 6.6 million).

17. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade accounts payable-related parties	573	-	5,237	4,353
Trade accounts payable-unrelated parties	381,769	273,632	36,731	61,362
Other payables-related party	38	78	96	173
Other payables-unrelated parties	81,492	52,912	5,907	10,799
Total trade and other payables	<u>463,872</u>	<u>326,622</u>	<u>47,971</u>	<u>76,687</u>

18. Long-term loans from banks

(Unit: Thousand Baht)

Facility No.	Credit facility	Interest rate (Percent per annum)	Repayment schedule	Consolidated financial statements	
				2019	2018
1	MYR 0.04 Million	6.02	Principal and interest payable on a monthly Basic	-	246
2	30 Million Bath	MLR-2.75	Interest payable on a monthly basis and principal gradually repaid in full by 2024	26,290	-
3	40 Million Bath	MLR-2.75	Interest payable on a monthly basis and principal gradually repaid in full by 2024	33,320	-
Total				<u>59,610</u>	<u>246</u>
Less: Deferred financial fee				<u>(128)</u>	<u>-</u>
				<u>59,482</u>	<u>246</u>
Less: Current portion				<u>(14,347)</u>	<u>(21)</u>
Long-term loans, net of current portion				<u>45,135</u>	<u>225</u>

Movements of the long-term loans account during the year ended 31 December 2019 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements
Balance as at 1 January 2019	246
Add: Additional borrowings	68,680
Less: Repayments	(9,316)
Less: Deferred financial fee	(128)
Balance as at 31 December 2019	<u>59,482</u>

The loans were guaranteed by the Company and non-controlling interests of the subsidiary.

The loan agreement contained covenants that, among other, required its subsidiary to maintain debt-to-equity ratio and debt service coverage ratio.

As at 31 December 2019, the long-term loan which has not yet been drawn down amounting to Baht 1.3 million.

19. Liabilities under finance lease agreements

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Liabilities under finance lease agreements	7,744	11,744	7,480	11,744
Less : Deferred interest expenses	(274)	(526)	(219)	(526)
Translation adjustment	(4)	-	-	-
Total	7,466	11,218	7,261	11,218
Less : Portion due within one year	(4,094)	(4,005)	(4,073)	(4,005)
Liabilities under finance lease agreements net of current portion	<u>3,372</u>	<u>7,213</u>	<u>3,188</u>	<u>7,213</u>

The Group has entered into the finance lease agreements with leasing companies for rental of motor vehicles and equipment for use in their operations, whereby they committed to pay rental on a monthly basis. The terms of the agreements are generally between 1 and 4 years.

Future minimum lease payments required under the finance lease agreements of the Company and its subsidiaries were as follows:

	Consolidated financial statements		
	As at 31 December 2019		
	Less than 1 year	1-4 year	Total
Future minimum lease payments	4,282	3,462	7,744
Deferred interest expenses	(188)	(86)	(274)
Translation adjustment	-	(4)	(4)
Present value of future minimum lease payments	<u>4,094</u>	<u>3,372</u>	<u>7,466</u>

	Consolidated financial statements		
	As at 31 December 2019		
	Less than 1 year	1-4 year	Total
Future minimum lease payments	4,264	7,480	11,744
Deferred interest expenses	(259)	(267)	(526)
Present value of future minimum lease payments	<u>4,005</u>	<u>7,213</u>	<u>11,218</u>

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2019		
	Less than 1 year	1-4 year	Total
Future minimum lease payments	4,248	3,232	7,480
Deferred interest expenses	(175)	(44)	(219)
Present value of future minimum lease payments	4,073	3,188	7,261

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2019		
	Less than 1 year	1-4 year	Total
Future minimum lease payments	4,264	7,480	11,744
Deferred interest expenses	(259)	(267)	(526)
Present value of future minimum lease payments	4,005	7,213	11,218

20. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensations payable to employees after they retire was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Provision for long-term employee benefits	18,151	16,832	16,992	10,710
Included in profit or loss:				
Current service cost	1,880	(3,242)	1,547	2,880
Interest cost	432	278	427	278
Past service cost	2,256	-	2,256	-
Included in other comprehensive income:				
Actuarial gain (loss) arising from				
Demographic assumption changes	(651)	1,033	(651)	1,033
Financial assumption changes	31	(49)	31	(49)
Experience adjustment	(1,932)	3,670	(2,313)	3,670
Increase from acquisition of subsidiary	-	1,170	-	-
Benefits paid during the year	(138)	(1,530)	(138)	(1,530)
Translation adjustment	(75)	(11)	-	-
Provision for long-term employee benefits at end of year	19,954	18,151	18,151	16,992

On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law was effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Group has additional long-term employee benefit liabilities of Baht 2.3 million (separate financial statements: Baht 2.3 million) As a result, the Group reflects the effect of the change by recognising past service costs as expense in the income statement of the current year.

The Company expects to pay Baht 0.1 million of long-term employee benefits during the next year (2018: Baht 4.7 million).

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rates	1.44-2.66	1.81	2.66	1.81
Salary increase rate	5.00	4.00	5.00	4.00
Employee turnover rates (depending on age)	3-40	0-49	3-40	0-49

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 and 2018 are summarised below:

(Unit: Million Baht)

	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(Increase 1%)	(Increase 1%)	(Increase 1%)	(Increase 1%)
Discount rates	(1.33)	1.49	(1.27)	1.42
Salary increase rate	1.33	(1.22)	1.27	(1.16)
Turnover rates	(1.45)	1.73	(1.37)	1.63

(Unit: Million Baht)

	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(Increase 1%)	(Increase 1%)	(Increase 1%)	(Increase 1%)
Discount rates	(0.69)	0.76	(0.69)	0.76
Salary increase rate	0.63	(0.58)	0.63	(0.58)
Turnover rates	(0.77)	0.36	(0.77)	0.36

21. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

22. Expenses by nature

During the years ended 31 December 2019 and 2018, significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Salaries and wages and other employee benefits	217,126	194,022	113,562	140,777
Depreciation and amortisation	42,131	18,777	20,085	17,996
Rental expenses from operating lease agreements	31,192	23,437	16,560	11,116

23. Deferred tax assets / liabilities / Income tax expense

Income tax expense for the years ended 31 December 2019 and 2018 were made up as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Current income tax:				
Current income tax charge for the year	21,493	26,860	6,388	11,261
Deferred tax:				
Relating to origination and reversal of temporary differences	(724)	(627)	(694)	552
Income tax expense reported in the statement of income	20,769	26,233	5,694	11,813

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2019 and 2018 were as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax relating to gain (loss) on changes in value of available-for-sale investments	(191)	183	(147)	(14)
Deferred tax relating to actuarial loss	(511)	931	(587)	931
	(702)	1,114	(734)	917

The reconciliation between accounting profit and income tax expense for the years ended 31 December 2019 and 2018 were as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Accounting profit before tax	64,723	139,959	88,830	121,561
Applicable tax rates	8.25%	8.25%	-	-
	25%	25%	20%	20%
Accounting profit before tax multiplied by income tax rates	33,251	28,555	17,766	24,312
Adjustment income tax for the prior year	(199)	-	-	-
Effects of:				
Non-deductible expenses	2,198	163	1,491	134
Additional expense deductions allowed	(264)	(1,330)	-	-
Non-taxable incomes	(13,269)	(528)	(12,869)	(13,563)
Others	(948)	(627)	(694)	930
Total	(12,283)	(2,322)	(12,072)	(12,499)
Income tax expense reported in the statement of income	20,769	26,233	5,694	11,813

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax assets				
Allowance for doubtful accounts	71	90	71	90
Provision for long-term employee benefits	3,737	3,398	3,630	3,398
Deferred rental expenses	366	318	366	318
Accrued finance cost	534	-	534	-
Accumulated depreciation-Motor vehicles	810	1,499	810	1,499
Total deferred tax assets	5,518	5,305	5,411	5,305
Deferred tax liabilities				
Unrealised gain on changes in value of available-for-sale investments	232	41	188	41
Intangible assets-Customer relationship				
Total deferred tax liabilities	39,923	41,883	188	41
Deferred tax assets (liabilities)-net	(34,405)	(36,575,223)	5,264	

24. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

25. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its services and have three reportable segments were sea freight, air freight and logistics. The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the years ended 31 December 2019 and 2018.

(Unit: Thousand Baht)

Consolidated financial statements

	Sea freight	Air freight	Cross border service	Logistics	Total reportable segments	Adjustments and eliminations	Consolidated
Service income							
Revenue from external customers	631	776	458	351	2,216	-	2,216
Inter-segment revenue	19	37	21	3	80	(75)	5
Total revenue	650	813	479	354	2,296	(75)	2,221
Operating results							
Segment profit	147	180	9	61	397	(31)	366
Other income							10
Depreciation and amortisation							(42)
Selling and administrative expenses							(262)
Finance cost							(7)
Profit before income tax expense							65
Income tax expense							(21)
Profit for the year							44
Segment total assets							1,574
Unallocated assets							
Total assets							1,574

(Unit: Thousand Baht)

For the year ended 31 December 2018

	Sea freight	Air freight	Cross border service	Logistics	Total reportable segments	Adjustments and eliminations	Consolidated
Service income							
Revenue from external customers	610	855	-	367	1,832	-	1,832
Inter-segment revenue	21	48	-	3	72	(72)	-
Total revenue	631	903	-	370	1,904	(72)	1,832
Operating results							
Segment profit	134	173	-	82	389	-	389
Other income							18
Depreciation and amortisation							(33)
Selling and administrative expenses							(229)
Finance cost							(5)
Profit before income tax expense							140
Income tax expense							(26)
Profit for the year							114
Segment total assets							
Unallocated assets							1,420
Total assets							1,420

During the years ended 31 December 2019 and 2018, revenue from external customers is based on locations of the customers as follow.

(Unit: Thousand Baht)

	2019	2018
Revenue from external customers	835,377	860,549
Domestic segment	1,385,503	971,564
Total	2,220,880	1,832,113

(Unit: Thousand Baht)

	2019	2018
Non-current assets (exclude financial instruments and deferred tax assets)		
Domestic	588,856	562,737
Oversea	50,781	61,255
Total	<u>639,637</u>	<u>623,992</u>

Major customers

For the years ended 31 December 2019 and 2018, the Company and its subsidiaries have no major customer with revenue of 10% or more of an entity's revenues.

26. Provident fund

The Company and its subsidiary in Thailand and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company and its subsidiary contribute to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by TISCO Assets Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2019 amounting to Baht 3.2 million were recognised as expense in consolidated financial statements (separate financial statements: Baht 3.1 million) (2018: Baht 3.0 million, separate financial statements: Baht 2.9 million).

27. Dividends paid

Dividend declared during the years ended 31 December 2019 and 2018 consisted of the followings.

Dividends	Approved by	Total dividend (Million Baht)	Dividend per share (Baht)
<u>2019</u>			
Final dividends for 2018	Annual General Meeting of shareholders on 25 April 2019	<u>84.7</u>	<u>0.13</u>
<u>2018</u>			
Final dividends for 2017	Annual General Meeting of shareholders on 25 April 2018	<u>78.2</u>	<u>0.12</u>

28. Commitments and contingent liabilities

28.1 Operating lease commitments

The Group have entered into several lease agreements in respect of the lease of land, office building space. The terms of the agreements are generally between 1 and 20 years.

Future minimum lease payments required under these non-cancellable operating leases agreements and long-term service agreements were as follows.

(Unit: Thousand Baht)

	As at 31 December	
	2019	2018
Payable:		
In up to 1 year	3.5	26.4
In over 1 and up to 5 years	6.5	23.3
In over 5 years	16.9	18.4

28.2 Long-term service commitment

The Company has entered into truck maintenance, elevator maintenance, security guard and consultant service agreements. Under the conditions of service agreements, the Company is to pay monthly fee as stipulated in the agreements. During the year 2019, the fees totaled Baht 3.4 million (2018: 3.4 million) were recognised to expenses.

28.3 Bank guarantees

As at 31 December 2019 and 2018, there were outstanding bank guarantees that issued by banks on behalf of the Group of Baht 2.8 million in respect of warehouse service and SGD 0.8 million in respect of performance obligation required by airline.

29. Fair value hierarchy

As at 31 December 2019 and 2018, the Company and its subsidiary had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

	As at 31 December	
	2019	2018
Payable:		
In up to 1 year	3.5	26.4
In over 1 and up to 5 years	6.5	23.3
In over 5 years	16.9	18.4

(Unit: Million Baht)

Consolidated financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Investment units	-	141.13	-	141.13

(Unit: Million Baht)

Consolidated financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Investment units	-	89.03	-	89.03
Liability for which fair value is disclosed				
Derivatives				
Foreign currency forward contracts	-	0.06	-	0.06

(Unit: Million Baht)

Separate financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Investment units	-	130.46	-	130.46

(Unit: Million Baht)

Separate financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments	-	89.02	-	89.02
Liability for which fair value is disclosed				
Derivatives				
Foreign currency forward contracts	-	0.06	-	0.06

30. Financial instruments

30.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, current investments, trade and other receivables, short-term loans, restricted bank deposits, trade and other payables, loans from banks and liabilities under finance lease agreements. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables and short-term loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentrations of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and short-term loans as stated in the statement of financial position.

Interest rate risk

The Company and its subsidiaries' exposure to interest rate risk relates primarily to its cash at banks and short-term loans and long-term loans from banks. Most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date (if this occurs before the maturity date).

(Unit: Million Baht)

Consolidated financial statements

As at 31 December 2019

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Average interest rates (% per annum.)
	Within 1 year	1-5 year				
Financial assets						
Cash and cash equivalents	-	-	149	-	149	0.04-0.38
Current investments	12	-	-	141	153	0.35-0.90
Trade and other receivables	-	-	-	596	596	-
Short-term loans to related person and related parties	3	-	-	-	3	1.50-7.50
Restricted bank deposits	2	-	-	-	2	0.35-1.00
	<u>17</u>	<u>-</u>	<u>149</u>	<u>737</u>	<u>903</u>	
Financial liabilities						
Short-term loan from bank	7	-	-	-	7	4.00
Trade and other payables	-	-	-	464	464	-
Loan from related persons	5	3	-	-	8	4.00
Long-term loan from bank	14	45	-	-	59	MLR-2.75
Liabilities under finance lease agreements	7	-	-	-	7	3.25-11.07
	<u>33</u>	<u>48</u>	<u>-</u>	<u>46</u>	<u>545</u>	

(Unit: Million Baht)

Consolidated financial statements

As at 31 December 2019

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Average interest rates (% per annum.)
	Within 1 year	1-5 year				
Financial assets						
Cash and cash equivalents	-	-	208	-	208	0.15-0.38
Current investments	12	-	-	89	101	0.35-0.90
Trade and other receivables	-	-	-	442	442	-
Short-term loans to related person and related parties	9	-	-	-	9	1.50-2.00
Restricted bank deposits	2	-	-	-	2	0.35-1.00
	<u>23</u>	<u>-</u>	<u>208</u>	<u>531</u>	<u>762</u>	
Financial liabilities						
Trade and other payables	-	-	-	327	327	-
Liabilities under finance lease agreements	11	-	-	-	11	3.25-11.07
	<u>11</u>	<u>-</u>	<u>-</u>	<u>327</u>	<u>338</u>	

(Unit: Million Baht)

Separate financial statements

As at 31 December 2019

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Average interest rates (% per annum.)
	Within 1 year	1-5 year				
Financial assets						
Cash and cash equivalents	-	-	75	-	75	0.25-0.38
Current investments	2	-	-	131	133	0.90
Trade and other receivables	-	-	-	147	147	-
Short-term loan to related parties	6	-	-	-	6	4.00
	8	-	75	278	361	
Financial liabilities						
Trade and other payables	-	-	-	48	48	-
Liabilities under finance lease agreements	7	-	-	-	7	3.25-11.09
	7	-	-	48	55	

(Unit: Million Baht)

Separate financial statements

As at 31 December 2019

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Average interest rates (% per annum.)
	Within 1 year	1-5 year				
Financial assets						
Cash and cash equivalents	-	-	75	-	75	0.25-0.38
Current investments	2	-	-	131	133	0.90
Trade and other receivables	-	-	-	147	147	-
Short-term loan to related parties	6	-	-	-	6	326
	8	-	75	278	361	
Financial liabilities						
Trade and other payables	-	-	-	48	48	-
Liabilities under finance lease agreements	7	-	-	-	7	3.25-11.09
	7	-	-	48	48	

(Unit: Million Baht)

Separate financial statements

As at 31 December 2019

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Average interest rates (% per annum.)
	Within 1 year	1-5 year				
Financial assets						
Cash and cash equivalents	-	-	46	-	46	0.25-0.38
temporary investments	2	-	-	89	91	0.90
Trade and other receivables	-	-	-	189	189	-
	<u>2</u>	<u>-</u>	<u>46</u>	<u>278</u>	<u>326</u>	-
Financial liabilities						
Trade and other payables	-	-	-	77	77	-
Liabilities under finance lease agreements	11	-	-	-	11	3.25-11.09
	<u>11</u>	<u>-</u>	<u>-</u>	<u>77</u>	<u>88</u>	

Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arise mainly from sales and purchase of services that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Foreign currency as at 31 December		Financial liabilities as at 31 December		Average exchange rate as at 31 December	
	2019	2018	2019	2018	2019	2018
					(Baht per 1 foreign currency unit)	
	(Million)	(Million)	(Million)	(Million)		
US dollar	0.9	0.7	0.4	0.6	30.15	32.45
HK dollar	-	-	0.5	0.7	3.87	4.14
SG dollar	0.6	-	0.1	0.1	22.32	23.69
JPY	-	-	0.2	1.8	0.28	0.29

As at 31 December 2019 and 2018, the outstanding foreign exchange contracts of the Company are summarised below.

As at 31 December 2019

<u>Foreign currency</u>	<u>Bought amount</u> (Million)	<u>Contractual exchange rate-bought</u> (Baht per 1 foreign currency unit)	<u>Contractual maturity date</u>
US Dollar	0.1	30.17-30.35	26 May-2 July 2020

As at 31 December 2018

<u>Foreign currency</u>	<u>Bought amount</u> (Million)	<u>Contractual exchange rate-bought</u> (Baht per 1 foreign cur- rency unit)	<u>Contractual maturity date</u>
US Dollar	7.6	32.33-33.22	21 February-3 July 2019

As at 31 December 2019, the Company would has unrealised loss approximately Baht 0.02 million, if the Company recorded the forward contracts at fair value.

30.2 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or carrying interest at rate close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

31. Capital management

The primary objective of the Company's and its subsidiaries' capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2019 and 2018, the Group's debt-to-equity ratio was 0.77:1 and 0.48:1 (the Company's was 0.16:1 and 0.20:1).

32. Event after the reporting period

The meeting of the Company's Board of Directors held on 27 February 2020 passes a resolution to propose to the Annual General Meeting of the Company's shareholders of the year 2020 for an approval of a dividend payment from the operations for the year 2019 at Baht 0.09 per share, (Baht 58.67 million). Dividend will be paid and accounted for after the approval of the Annual General Meeting of the Company's shareholders.

33. Approval of financial statements

The financial statements were authorised for issue by the Company's Board of Directors on 27 February 2020.

Auditor's remuneration and other service fees

Audit Fee

The Company and its subsidiaries Compensation for the audit in the past financial year is as follows

- EY Office Company Limited which is the company's auditor And its subsidiaries in Thailand (WICE Supply Chain Solutions Company Limited and Euroasia Total Logistics Company Limited) in the previous fiscal year In the total amount of 1,940,000 baht and of the subsidiary companies totaling 630,000 baht in total 2,570,00 baht
- Ernst & Young llp (Singapore), an auditor of a subsidiary of WICE Logistics (Singapore) Pte. Ltd. in Singapore. In the past financial year with a total of 49,188 Singapore dollars.
- Teton CPA Company. (Hong Kong), an auditor of a subsidiary of WICE Logistics (Hong Kong) Ltd. in Hong Kong in the previous fiscal year. Totaling 325,000 Hong Kong dollars.

Non-Audit Fee

- none

Appendix

Registrar	Thailand Securities Depository Company Limited
Location	93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
Tel	0 2009-9000
Fax	0 2009-9991
E-mail	SETContactCenter@set.or.th
Website	www.set.or.th/tsd
Auditor	E Y Office Company Limited by Auditor E Y Office Company Limited by Mr.Chayapol Suppasdtanon (Certified Public Accountant No. 3972) or Ms. Orawan Techawatanasirikul (Certified Public Accountant No. 4807) or Ms. Runghana Lertsuwankul Certified Public Accountant No.3516) or Ms. Rosaporn Decharkom (Certified Public Accountant No.5659) or Ms. Sumana Punpongsanon (Certified Public Accountant No.4872)
Location	Lake Ratchada Office Complex Building No. 193 / 136-137, 33 Floor, Ratchadapisek Road ,Klong Toei District, Bangkok 10110
Tel	0-2264-0777, 0-2661-9190
Fax	0-2264-0789-90
E-mail	ernstyoung.thailand@th.ey.com
Internal auditor	Well Planning Solution Company Limited by Miss Woralak Limsookprasert and Miss Hussaya Jaijutsak
Location	11 Soi 6 Borommaratchachonnani Road, Bang Bumru, Bang Phlat, Bangkok 10700
Tel	0-2434-3746
E-mail	wpsthai@gmail.com
Bondholders' representatives	None
Financial advisor	Phillip Securities (Thailand) Public Company Limited
Consultant or manager under the management contract	None

Basic information for Investors

Name	WICE (Listed on the Stock Exchange of Thailand)
Registration Number	0107558000156
Business type	International Logistics Service and Solution Provider
Website	www.wice.co.th
Year of establishment	1993
The first day of trading at the stock market	28 July 2015
Head Office	88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120
Registered capital	325,949,750 baht
Paid-up capital	325,949,750 baht Consisting of 651,899,500 ordinary shares
Par value	Ordinary shares at 0.50 baht per share
Preferred shares	None
Accounting period	1 January-31 December

Contact Info

Head Office

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