

October 31, 2017

Subject : Information Memorandum regarding the Proposed Asset Acquisition

To : President
The Stock Exchange of Thailand

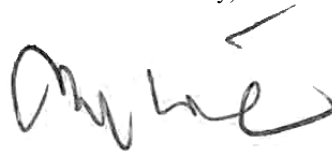
Attachment Information Memorandum regarding the Proposed Asset Acquisition

The Board of Directors' meeting of WICE Logistics Public Company Limited ("WICE" or "The Company") No. 5/2017 held on 31 October 2017 has resolved to approve the acquisition of 80,000 ordinary shares of Universal Worldwide Transportation Limited ("UWT"), with a par value of 10 Hong Kong Dollar, which equal to 80% of total ordinary shares of UWT. UWT has a subsidiary, Guangzhou Universal Worldwide Transportation Limited ("GUWT"), which 100% owned by UWT. Total investment of the acquisition amounting of USD 3,379,677 or equivalent to THB 115,030,686.372 (agreed exchange rate is THB 34.036 to USD 1)

The Proposed Transaction is considered an asset acquisition transaction under the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Act of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547, and the Notification of the Capital Market Supervisory Board Tor.Jor. 20/2008 Re: Procedure for entering into the material transaction, which is regarded as the Acquisition or Disposal of Assets. The size of Proposed Transaction is less than 15% consequently, this transaction was exempt from SET's rule of information disclosure concerning the acquisition and disposition of assets of listed companies and was not a connected transaction pursuant to Notification of the Board of Governors of the Stock Exchange of Thailand. Nevertheless, the Company has duty to disclose the acquisition in other company which causes such other company to be subsidiary of the Company The Company would like report the information about acquisition of property with appear by acquisition of property (Attachment)

Please be informed accordingly.

Yours sincerely,



(Mrs. Araya Kongsoonthorn)

Chief Executive Officer

**Information Memorandum regarding the Proposed Asset Acquisition
of
WICE Logistics Public Company Limited**

The Board of Directors' meeting of WICE Logistics Public Company Limited ("WICE" or "The Company") No. 5/2017 held on 31 October 2017 has resolved to approve the acquisition of 80,000 ordinary shares of Universal Worldwide Transportation Limited ("UWT"), with a par value of 10 Hong Kong Dollar, which equal to 80% of total ordinary shares of UWT. UWT has a subsidiary, Guangzhou Universal Worldwide Transportation Limited ("GUWT"), which 100% owned by UWT. Total investment of the acquisition amounting of USD 3,379,677 or equivalent to THB 115,030,686.372 (agreed exchange rate is THB 34.036 to USD 1).

The Proposed Transaction is considered an asset acquisition transaction under the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Act of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547, and the Notification of the Capital Market Supervisory Board Tor.Jor. 20/2008 Re: Procedure for entering into the material transaction, which is regarded as the Acquisition or Disposal of Assets. The size of Proposed Transaction is less than 15% consequently, this transaction was exempt from SET's rule of information disclosure concerning the acquisition and disposition of assets of listed companies and was not a connected transaction pursuant to Notification of the Board of Governors of the Stock Exchange of Thailand. Nevertheless, the Company has duty to disclose the acquisition in other company which causes such other company to be subsidiary of the Company. Important information regarding of the asset acquisition are as follows:

1) Date Month Year of the Transaction

The Company shall enter to the Transaction after the approval of the acquisition from the Company's Board of Director No. 5/2017 held on 31 October 2017. The Share Purchase Agreement will be effective after Board of Director's approval.

2) Related Contract Parties and Relationship and Relationship with Listed Company

Buyer: WICE Logistics Public Company Limited

Seller: Wong Wai Hing, holding 100% shares of Universal Worldwide Transportation Limited ("UWT")

Relationship with Listed Company

Seller is not a connected persons of the Company in accordance with the notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and other acts of listed companies concerning the connected transactions B.E. 2546. Seller is not under section 258 of the Securities and Exchange Act or a Concert Party.

3) General Characteristic of the Transaction

The Company shall purchase 80,000 ordinary shares of UWT with a par value of 10 Hong Kong Dollar, which equal to 80% of total ordinary shares of UWT. Total investment of the acquisition amounting of USD 3,379,677 or equivalent to THB 115,030,686.372. The size of Proposed Transaction is less than 15% consequently, this transaction was exempt from SET's rule of information disclosure concerning the acquisition and disposition of assets of listed companies.

4) Detail of Acquired Asset

The acquired assets are 80,000 ordinary shares of Universal Worldwide Transportation Limited, with a par value of 10 Hong Kong Dollar; which equal to 80% of total ordinary shares. The details of UWT are as follows:

ชื่อกิจการ	Universal Worldwide Transportation Limited
Established date	9 March 1995
Head office	Unit B, 3/F, Mai Wah Industrial Building., No.1-7 Wah Sing Street, Kwai Chung, Hong Hong
Capital	Registered and paid-up capital of HK\$ 1,000,000, consisting of 100,000 ordinary shares with a par value of HK\$ 10.00
Shares held prior to acquisition	None
Shares acquired	80,000 shares at a par value of HK\$ 10.00
Proportion of shares held after acquisition	80% of registered and paid-up capital
Type of business	UWT is a freight forwarder in Hong Kong which provides international logistics services including import and export, covering air freight, sea freight, and trucking. The major customers are manufacturers and trading companies.

UWT's Subsidiary

Company's Name	Guangzhou Universal Worldwide Transportation Limited
Established date	6 May 2013
Head office	Unit A2, 28/F, Town B, Huahai Building, No. 232 Jiangnan Da Dao Zhong Road, Haizhu District, Guangzhou 510245, China
Capital	Registered and paid-up capital of RMB 4,976,667.60
Type of Business	GUWT is a freight forwarder in Guangzhou, China which provides international logistics services including import and export, covering air freight, sea freight, trucking, and warehousing. GUWT has its branch in Shanghai

5) Total value of the consideration, payment method and payment condition

The Company shall purchase 80,000 ordinary shares of UWT which equal to 80% of total ordinary shares of UWT, with the total investment value of USD 3,379,677 or equivalent to THB 115,030,686.372. The payment will be divided into 2 portions as follows:

1st Portion:

Payment date	The Completion Date (within 28 December 2017)
Payment method	Cash (Pay in Thai Baht currency)
Total Consideration	Approximately THB 39,855,339.136, equivalent to USD 1,170,976

2nd Portion:

Payment date	within 45 days after the issuance of audited financial statement ended 31 March 2022
Payment method	Cash (equivalent to US Dollar)
Total Consideration	Approximately USD 2,208,701, equivalent to THB 75,175,347.236. The total consideration of 2 nd Portion will be based on the actual performance.

6) Value of the Asset Acquired

The assets acquired are 80,000 ordinary shares of UWT, at a par value of HK\$ 10.00.

7) Benefits expected to be obtained by the listed company

The Company expects that the acquisition of UWT will increase the Company's revenues in the future due to the business synergy including the growth strategy as the expanding to more foreign customers which will generate the recurring income and value-added to the Company in long run

8) Funding Source for The Transaction

The Company will use the Company's working capital for the payment of the share acquisition.

9) Opinion of the Board of Directors on the transaction

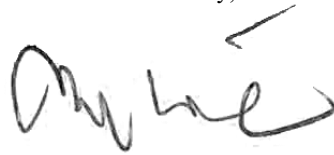
The Board of Directors has considered and conducted study on acquiring of UWT and deemed that such execution of transaction shall have direct benefit to the Company as UWT shall be capable to empower the Company's business potential in the future which will benefit to the Company and the Company's shareholders.

10) Opinions of the Audit Committee and/or directors that deviate from opinions of the Board of Directors

- None -

Please be informed accordingly.

Yours sincerely,



(Mrs. Araya Kongsophon)

Chief Executive Officer