



บริษัท นามยง เทอร์มินัล จำกัด (มหาชน)
NAMYONG TERMINAL PUBLIC COMPANY LIMITED

Re NYL. 045/2018

7 November 2018

Subject: Notification on the resolutions of the Board of Directors' meeting, Connected Transaction, the Asset Acquisition Transaction and to fix the date of the Extraordinary General Meeting of Shareholders no.1/2019

To Managing Directors
The Stock Exchange of Thailand

Attachment 1. Information Memorandum concerning the Asset Acquisition Transaction and the Connected Transaction of Namyong Terminal Public Company Limited in the case of exercise the Right of Investment in Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") by to the purchase of 29 percent of shares of NYKT International Terminal Co., Ltd. from Nippon Yusen Kabushiki Kaisha Group ("**NYK**")

Namyong Terminal Public Company Limited ("**the Company**") held the Board of Directors' Meeting No. 5/2018 on 7 November 2018 at 18.00 hrs. The Company would like to inform the significant resolutions as follows:

1. On 17 September 2018, the amalgamation between Sapphire RoRo (Thailand) Limited (the subsidiary of Namyong Terminal Public Company Limited) and Global Cargo (Thailand) Limited has been completed. The new company after the amalgamation is "NYKT International Terminal Co., Ltd." ("**NYKT**").
2. Approval to propose to the Extraordinary General Meeting of Shareholders no. 1/2019 to consider and approve the Company's entry into a connected transaction in the case of an exercise right to make investment in Laemchabang International Ro-Ro Terminal Co., Ltd. ("**LRT**") under a shareholders agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("**NYK**"), which is a major shareholder of LRT, dated 30 March 2012 (including its amendments) by the purchase of 29 percent of shares of NYKT ("**NYKT Shares**") from ArtLion Development Limited ("**ArtLion**") which is a subsidiary of and under the control of NYK Group.

The purchase of NYKT Shares is regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, RE: Rules for making connected transactions, dated on 31 August 2008, and its amendments, and under the Notification of the Board of Governors of the Stock Exchange of Thailand, RE: Disclosure of information and practices of listed companies in connected transactions B.E. 2546 (2003), dated on 19 November 2003 and its amendments ("**Connected Transaction Notifications**"), since ArtLion is a subsidiary under the control of the NYK Group, whereby the NYK Group is a major shareholder of the Company. As of 30 September 2018, the NYK Group holds shares in the Company of 18.34 percent of the total shares sold. The purchase of NYKT Shares from ArtLion is therefore a connected transaction with a subsidiary of a major shareholder which constitutes a material transaction, that is, the value of the transaction exceeds THB 20 million and exceeding 3 percent of the NTA, and once the value of the transaction is calculated, it is equivalent to **25.90 percent** of the net tangible assets (NTA) according to the interim consolidated financial statement of the Company as of 30 September 2018 where the Company and ArtLion, including NYK do not have any other connected transaction with in the past 6 months. In order to comply with the Connected Transaction Notifications, the Company has a duty to prepare a report and make a disclosure to the Stock Exchange of Thailand, and to convene a shareholders' meeting of the Company in order to request for approval for entering into such

transaction, whereby resolution from the Company's shareholders' meeting is required with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote, excluding shareholders with conflict of interest. Further, the Company shall appoint an independent financial consultant to render an opinion regarding the reasonableness of the transactions and the fairness of the price and conditions of the transactions to be presented to the shareholders of the Company for consideration.

Moreover, the acquisition of the NYKT Shares is considered as an assets acquisition transaction ("**Assets Acquisition**") under the Notification of the Capital Market Supervisory Board, TorJor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed an Acquisition or Disposition of Assets, as well as under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operation Concerning the Acquisition and Disposition of Assets of a Company B.E. 2547 (2004) dated 29 October 2004 and its amendments ("**Assets Acquisition Notifications**"). The transaction size is calculated according to the interim consolidated financial statement of the Company and NYKT for the nine month period ended 30 September 2018, with the highest transaction size based on consideration value criteria of **21.54 percent** of the total value of the assets of the Company and the subsidiary. The Company has not acquired other assets during the past 6 months. Such transaction is therefore classified as a Class 2 transaction under the Assets Acquisition Notifications with a value equal to or greater than 15 percent but less than 50 percent. Therefore, the Company will be required to make a disclosure detailing such transaction to the Stock Exchange of Thailand and submit a written notice to shareholders within 21 days from the day of making such disclosure to the Stock Exchange of Thailand. Nevertheless, since the Company will convene the Extraordinary General Meeting of Shareholders no. 1/2019 to consider and approve the Company's entry into the connected transaction as detailed above, the Company will inform the details in the shareholders' meeting instead of sending a notice to shareholders within 21 days from the day of making the disclosure to the Stock Exchange of Thailand. Please consider details as attached in Attachment 1.

3. Approval to appoint I V Global Securities Plc. as the financial advisor whose name is on the approved list of the Office of the Securities and Exchange Commission, as the independent financial advisor in order to provide its opinions on the connected transaction;
4. Approval to fix the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders no. 1/2019 (Record Date) on 28 December 2018;

Furthermore, the Board of Directors has authorized the Executive Committee to consider and amend the schedule of the date to determine the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders no. 1/2019 (Record Date) by taking into consideration the Company's best interests and impact on the Company.

5. Approval to convene the Extraordinary General Meeting of Shareholders No. 1/2019 on Friday, 22 February 2019 at 10.00 hrs. at Grand Ballroom 2, Rama Gardens, 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210. Agendas for the meeting are proposed as follows:

Agenda 1 To consider and certify minutes of 2018 Annual General Meeting of Shareholders which was held on Friday, 27 April 2018;

Agenda 2 To consider and approve the exercise of right to make investment in Laemchabang International Ro-Ro Terminal Co., Ltd. ("**LRT**") by the purchase of 29 percent of shares of NYKT International Terminal Co., Ltd. from Nippon Yusen Kabushiki Kaisha Group ("**NYKT**") from Artlion Development Limited ("**ArtLion**") which is a subsidiary under the control of Nippon Yusen Kabushiki Kaisha Group ("**NYK**"); and



บริษัท นามยง เทอร์มินัล จำกัด (มหาชน)
NAMYONG TERMINAL PUBLIC COMPANY LIMITED

Agenda 3 To consider other business (if any).

Please be informed accordingly.

Sincerely yours,

A handwritten signature in blue ink that reads "P. Leungsuwan". The signature is written in a cursive, flowing style.

Miss Pimkarn Leungsuwan
Chief Financial Officer

Information Memorandum concerning the Asset Acquisition Transaction and Connected Transaction of Namyong Terminal Public Company Limited in exercising right to invest in Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") by the purchase of 29 percent of shares of NYKT International Terminal Co., Ltd. from Artlion Development Limited ("ArtLion") which is a subsidiary under the control of Nippon Yusen Kabushiki Kaisha Group ("NYK")

Transaction Date	Entry into this transaction after obtaining an approval of the Extraordinary General Meeting of Shareholders no .1/2019 and the process will be completed by 31 March 2019.																
Involved Parties	Buyer: Namyong Terminal Public Company Limited ("the Company") Seller: Artlion Development Limited ("ArtLion") which is a subsidiary under the control of the Nippon Yusen Kabushiki Kaisha Group ("NYK")																
Relationship with the Company and Connected Persons	<ol style="list-style-type: none"> Artlion Development Limited ("ArtLion") is a subsidiary under the control of the Nippon Yusen Kabushiki Kaisha Group ("NYK"), and the NYK Group is a shareholder of the Company holding shares of 18.34 percent and a shareholder of NYKT holding shares of 80.00 percent (through 2 subsidiaries, namely Artlion Development Limited at 39.20 percent and Harbor One (Thailand) Limited at 40.80 percent). NYKT is an associated company of the Company, provided that as of 30 September 2018, the Company holds 20 percent of shares in NYKT LRT is an associated company of the Company, provided that as of 30 September 2018, the Company holds 20 percent of shares in LRT through NYKT NYKT and LRT have common director(s) as follows: <table border="1" data-bbox="560 1108 1443 1173"> <thead> <tr> <th>Name</th> <th>the Company</th> <th>NYKT</th> <th>LRT</th> </tr> </thead> <tbody> <tr> <td>Mr. Pongthep Leungsuwan</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> NYKT and LRT have common shareholder(s) as follows: <table border="1" data-bbox="560 1205 1443 1270"> <thead> <tr> <th>Name</th> <th>the Company</th> <th>NYKT</th> <th>LRT</th> </tr> </thead> <tbody> <tr> <td>Ms. Pimkarn Leungsuwan</td> <td>✓</td> <td>✓</td> <td>-</td> </tr> </tbody> </table> 	Name	the Company	NYKT	LRT	Mr. Pongthep Leungsuwan	✓	✓	✓	Name	the Company	NYKT	LRT	Ms. Pimkarn Leungsuwan	✓	✓	-
Name	the Company	NYKT	LRT														
Mr. Pongthep Leungsuwan	✓	✓	✓														
Name	the Company	NYKT	LRT														
Ms. Pimkarn Leungsuwan	✓	✓	-														
General features of the transaction	<p>The Shareholders' Agreement between the Company and NYK Group which is LRT's major shareholder, dated 30 March 2012 (as amended) ("Shareholders' Agreement"), specifies that within 15 May 2017, the Company is entitled to make investment in LRT by the purchase of additional shares of 29 percent from NYK Group under the terms stipulated in the Shareholders' Agreement, with the purchase price of not lower than USD 24.65 million plus actual marginal costs (interest cost from the date of execution of the Shareholders' Agreement between the Company and NYK Group until the date the Company exercises its right to make investment in LRT by the purchase of an additional 29 percent of shares in NYKT). In this regard, the 2017 and 2018 Annual General Meetings of Shareholders have acknowledged the extension of period for exercising the option to be within 31 March 2019 since NYK Group needed more time to complete the business restructuring.</p>																

At present, the NYK Group has already completed the business restructuring process. The Company would like to exercise the right to make investment in LRT through the purchase of 29 percent of NYKT Shares from ArtLion which is a

subsidiary under the control of NYK Group under the Shareholders' Agreement between the Company and NYK Group with the purchase price of not lower than USD 24.65 million plus actual marginal costs (interest cost from the date of execution of the Shareholders' Agreement between the Company and NYK Group until the date of which the Company exercises its rights to make investment in LRT by the purchase of 29 percent of shares in NYKT) which is not exceeding USD 3.17 million. Total investment, therefore, is not more than USD 27.82 million or approximately THB 922 million referring to foreign exchange of Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the latest date before the date of the Board of Director's meeting resolution to approve the entering into this transaction).

Type and size of transaction The purchase of 29 percent of shares of NYKT from ArtLion, which is a subsidiary under the control of the NYK Group, with a transaction value of approximately THB 922 million referring to foreign exchange of Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the latest date before the date of the Board of Director's meeting resolution to approve the entering into this transaction). In this regard, the purchase of such shares is considered as a Connected Transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, Re: Rules for making related transactions, dated 31 August 2008, and its amendments, and under the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of information and practices of listed companies in connected transactions B.E. 2546 (2003), dated 19 November 2003 and its amendments ("**Connected Transaction Notifications**") whose transaction size is equivalent to the transaction size of **25.90 percent** of the NTA as of 30 September 2018 where the Company and ArtLion, including NYK do not have any other connected transaction with in the past 6 months.

The size of such transaction has a value exceeding THB 20 million and exceeding 3 percent of the NTA. Therefore, the Company is required to have the approval of the shareholders' meeting with affirmative votes of not less than three-fourths of the votes of shareholders attending the meeting who are entitled to vote, excluding the votes from shareholders who have a conflict of interest. The Company is also required to appoint an independent financial advisor to render an opinion regarding the reasonableness of the transactions and the fairness of the price and conditions of the transactions to present to the shareholders of the Company for consideration.

Details of calculation in connected transaction size

Connected transaction size = Value of consideration / NTA of listed company

Connected transaction of the Company	Details of calculation	Transaction size
1. Exercise of right to purchase 29 percent of shares of NYKT from ArtLion, which is a subsidiary under the control of NYK Group, at approximately THB 922 million referring to foreign exchange of	THB 922 million / THB 3,560 million	25.90%

Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the latest date before the date of the Board of Director's meeting resolution to approve the entering into this transaction).		
Connected transaction size		25.90%

In addition, the acquisition of the NYKT Shares is considered as an assets acquisition transaction (“**Assets Acquisition**”) under the Notification of the Capital Market Supervisory Board, TorJor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed an Acquisition or Disposition of Assets, as well as under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operation Concerning the Acquisition and Disposition of Assets of a Company B.E. 2547 (2004) dated 29 October 2004 and its amendments (“**Assets Acquisition Notifications**”). The transaction size is calculated according to the interim consolidated financial statement of the Company and NYKT for the nine month period ended 30 September 2018, with the highest transaction size based on consideration value criteria of **21.54 percent** of the total value of the assets of the Company and the subsidiary. The Company has not acquired other assets during the past 6 months. Such transaction is therefore classified as a Class 2 transaction under the Assets Acquisition Notifications with a value equal to or greater than 15 percent but less than 50 percent. Therefore, the Company is required to make a disclosure detailing such transaction to the Stock Exchange of Thailand and submit a written notice to shareholders within 21 days from the day of making such disclosure to the Stock Exchange of Thailand. Nevertheless, since the Company will convene an extraordinary meeting of shareholders no. 1/2019 to consider and approve the Company's entry into the connected transaction under the above details, the Company will inform the details in the shareholders' meeting instead of sending a notice to shareholders within 21 days from the day of making the disclosure to the Stock Exchange of Thailand.

Details of calculation in acquisition of assets transaction size

Financial information used for calculation

Financial information	Financial statement 9-month period ended on 30 September 2018 (THB million)	Consolidated financial statement for fiscal year ending on 30 September 2018 (THB million)
	The Company ^{1/}	NYKT ^{2/}
Total assets	4,280	1,804

Financial information	Financial statement 9-month period ended on 30 September 2018 (THB million)	Consolidated financial statement for fiscal year ending on 30 September 2018 (THB million)
Intangible assets (excluding rights under concession agreement*)	137	62
Total debts	583	1,379
Including shareholders' portions	3,697	425
Net profit (loss)**	416	94
Minority shareholders' portions	-	-
NTA ***	3,560	363

* Excluding rights under concession agreement since these are principal assets which give rise to the principal revenue of NYKT and the Company

** Net profit (loss) for the trailing 12 months

*** NTA calculated by using total assets deducted by intangible assets, total debts and minority shareholders' portions

Source: 1/ The Company's financial statement for the period ended September 30th, 2018 as reviewed by EY Company Limited
2/ NYKT's financial statement for the period ended September 30th, 2018 as reviewed by EY Company Limited

Calculation criteria	Transaction size (%)
1. Assets value criteria	2.96
2. Net profit criteria	6.55
3. Total consideration value criteria	21.54
4. Share capital value criteria	N/A

1. Assets value criteria criteria = % NTA of business transaction / NTA of listed company

Acquisition of assets transaction of the Company	Details of calculation	Transaction size
Exercise of right to purchase 29 percent of shares of NYKT from ArtLion which is a subsidiary under the control of NYK Group, at approximately 922 million referring to foreign exchange of Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the latest date before the date of the Board of Director's meeting resolution to approve the entering into this transaction).	THB 963 million x 29% / THB 3,560 million	2.96%

Total transaction size of asset value criteria		2.96%
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2. Net profit from operation criteria = % Net profit of business transaction / Net profit of listed company

Acquisition of assets transaction of the Company	Details of calculation	Transaction size
Exercise of right to purchase 29 percent of shares of NYKT from ArtLion which is a subsidiary under the control of NYK Group, at approximately 922 million referring to foreign exchange of Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the lastest date before the date of the Board of Dirextor's meeting resolution to approve the entering into this transaction).	THB 94 million x 29% / THB 416 million	6.55%
Total transaction size of net profit from operation criteria		6.55%

Remark: Reference from net profit of NYKT and the Company during the last 4 quarters since 1 October 2017- 30 September 2018

3. Total value of consideration criteria = amount (%) of money payment / total assets of listed company

Acquisition of assets transaction of the Company	Details of calculation	Transaction size
Exercise of right to purchase 29 percent of shares of NYKT from ArtLion which is a subsidiary under the control of NYK Group, at approximately amounting of THB 922 million referring to foreign exchange of Bank of Thailand at the rate at THB 33.1325 : USD 1 (as of 6 November 2018 is the lastest date before the date of the Board of Dirextor's meeting resolution to approve the entering into this transaction).	THB 922 million / THB 4,280 million	21.54%
Total transaction size of total value of consideration criteria		21.54%

4. Value of securities issued criteria that the listed company issued for assets payment = Amount (%) of shares that listed company issued for assets payment / amount of paid shares of listed company (as the Company does not issue shares for payment, no calculation on this criteria)

NYKT's Board of Directors Structure (Before and After entering into this transaction)

NYKT's Board of Directors Structure (Before and After entering into this Transaction)

	<u>Before entering into this transaction</u> ^{1/}	<u>After entering into this transaction</u> ^{2/}
Director's name	1. Mr. Yanin Amrarong	1. Mr. Yanin Amrarong
	2. Mr. Sukawat Intong	2. Mr. Sukawat Intong
	3. Mr. Pongthep Leungsuwan ^{3/}	3. Mr. Pongthep Leungsuwan ^{3/}
	4. Mr. Amornnat Janyong ^{3/}	4. Mr. Amornnat Janyong ^{3/}
	5. Mr. Yusuke Sasada	5. Mr. Yusuke Sasada
	6. Mr.Koji Nakajima	6. Mr.Koji Nakajima
		7. Director representative by the Company ^{3/}
Authorized directors who can sign to bind the Company	The joint signatures of either one of Mr. Yusuke Sasada or Mr. Sukawat Intong and either one of Mr. Pongthep Leungsuwan or Mr. Amornnat Janyong, together with company's seal affixed	The joint signatures of either one of Mr. Yusuke Sasada or Mr. Sukawat Intong and either one of Mr. Pongthep Leungsuwan or Mr. Amornnat Janyong, together with company's seal affixed
Source	^{1/} The Company 's Affidavit of NYKT issued by the Ministry of Commerce dated 17 September 2018 ^{2/} Under a shareholders agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK) dated 30 March 2012 (including its amendments) ^{3/} Representative directors of the Company	

NYKT shareholders' Structure (Before and After entering into this transaction)

NYKT shareholders' Structure (Before and After entering into this transaction)

Shareholders name	Before entering into this transaction ^{1/}		After entering into this transaction ^{2/}	
	Number of shares (shares) ^{3/}	%	Number of shares (shares) ^{3/}	%
Artlion Development Limited	1,570,528	39.20	408,658	10.20
Habour One (Thailand) Co., Ltd.	1,634,631	40.80	1,634,631	40.80
Namyong Terminal Plc.	801,290	20.00	1,963,160	49.00
Total	4,006,449	100.00	4,006,449	100.00
Source	^{1/} BorOrChor 5. (List of Shareholders) of NYKT issued by the Ministry of Commerce dated 1 October 2018 ^{2/} Under a shareholders agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK") dated 30 March 2012 (including its amendments)			

Directors having conflict of interest

- Ms. Pimkarn Leungsuwan; and
- Mr. Pongthep Leungsuwan, did not attend and vote in the meeting to approve the aforementioned transaction.

Board of Directors' opinion

The Company's board of directors view that the exercise of the right to make investment in LRT through the purchase of 29 percent of shares of NYKT from ArtLion, which is a subsidiary under the control of the NYK Group, will provide benefits to the the Company as follows:

- Investing in LRT for an additional 29 percent is one of the objectives for the use of funds from the Company's IPO and listing the shares on the Stock Exchange of Thailand. The Company has consistently provided information and facts relating to the nature of the business including the operational outcome of LRT to the public. Acting under such plan is therefore reasonable, otherwise, the Company would need good justification for not doing so as well as a substitute plan; otherwise, this could have an impact on the credibility of the Company and the price of the securities of the Company.
- To eliminate the obstacles to support the automobile export capacity in the future in the case that the A5 port operates at full capacity of 1.5 million vehicles.
- To enable business development in a manner which can ensure confidence that the Company will continue to have revenue from the port business in a consistent manner after A5 port is fully operational (1.5 million vehicles in the future).
- Investing in LRT can be seen as having a concession to operate a port business under a concession period of almost 40 years with investment funds of USD 85 million. If there is a bidding for a new port, the investment value is expected to be higher with the same concession period.
- Investing in LRT is a business opportunity that enables the sharing of

knowledge, management and business operation, etc., from NYK Group which is one of the world's leaders offering marine and port service business.

6. Investing in LRT offers an opportunity to create a good relationship with NYK Group which is a major shareholder of the Company and a leading world-class marine shipping services provider.
7. Investing in LRT offers an opportunity for business development for the joint investments with NYK Group to operate other businesses in the future.

Source(s) of funding Funds acquired from the IPO

Opinion of the Audit Committee and/or directors which are different from the Board of Director's opinions None of the audit committee and/or directors of the Company have a different opinion from the opinions of the Board of Directors of the Company.

Shareholder meeting **Notice of the Extraordinary General Meeting of Shareholders**
The Company will send the notice of the Extraordinary General Meeting of Shareholders No. 1/2019 with the opinion of the independent financial advisor to the Stock Exchange of Thailand at least 5 business days before sending such notice to shareholders. The Company will send the notice to shareholders by at least 14 days before the date of the meeting.