

( TRANSLATION )

Ref. AIT/19 - 244

July 5, 2019

Subject : Report on Information Memorandum regarding the acquisition of assets  
To : President  
The Stock Exchange of Thailand  
Enclosure : Information Memorandum regarding the acquisition of assets

JCK International Public Company Limited ("the Company") would like to inform that the Board of Directors Meeting No.6/2019 which was held on July 5, 2019 has passed the resolution by approving the Company to enter into the lease agreement by leasing on Ratchaphatsadu Land in special economic zone, located in Atsamart sub-district, Mueang Nakorn Phanom district, Nakorn Phanom province ("Ratchaphatsadu Land") totaling 2 plots, approximate area is 1,335 rai 2 ngan 28.1 square wah, for 50 years, for the purpose of creating opportunities and supporting real estate and/or industrial estate expansion which is the Company's main business in the long term. The approximate leasing fee and the leasing charge of Rachaphatsadu Land throughout the term of the agreement are totally Baht 1,462.48 million.

This transaction is categorized to be the acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Company Concerning the Acquisition and Disposition, B.E. 2547 ("the Notification of the Transaction Regarding the Acquisition or the Disposal of Assets").

In addition, the Company did not have any acquisition of assets which is required to be calculated in the past 6 months, and this transaction has the highest size of 16.28% according to the Total Value of Consideration Calculating Basis, calculated from the consolidated financial statements ended March 31, 2019 which is categorized into transaction type 2 according to the Notification of the Transaction Regarding the Acquisition or the Disposal of Assets, by having the value of 15% or higher but lower than 50%. Therefore, the Company is required to disclose the information on the transaction to the Stock Exchange of Thailand and send a notice to its shareholders within 21 days from the date of disclosure of the transaction to the Stock Exchange of Thailand.

Please be informed accordingly.

Yours sincerely,



(Mrs.Siriporn Pinprayong)  
Director and Company Secretary

**JCK International Public Company Limited  
Information Memorandum regarding the acquisition of assets**

**1. The date on which the transaction occurs**

Within July, 2019.

**2. The parties involved**

Lessee : JCK International Public Company Limited  
 Lessor : The Treasury Department  
 Relationship : The Lessor does not have any relationship with the Company and subsidiaries whether in the manner of being executive, major shareholder, control person or person who nominated to be executive or control authority as well as those who are involved including relatives of such person pursuant to the Notification of Capital Market Supervisory Board No. Tor. Chor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003).

**3. The general characteristics of the transaction**

The Company will enter into the lease agreement by leasing on Ratchaphatsadu Land in special economic zone, located in Atsamart sub-district, Mueang Nakorn Phanom district, Nakorn Phanom province totaling 2 plots, approximate area is 1,335 rai 2 ngan 28.1 square wah, for 50 years. The leasing fee and the leasing charge of Rachaphatsadu Land throughout the term of the agreement are totally Baht 1,462.48 million.

**4. Type and calculating method of the transaction**

This transaction is categorized to be the acquisition of intangible assets (leasehold) according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Company Concerning the Acquisition and Disposition, B.E. 2547 (2004).

The details of size calculation of the transaction are as follows.

Calculating Basis	Calculating Formula	Size
1) Value of the net tangible assets	Could not be calculated, because the transaction is an investment in leasehold, not an investment in ordinary shares.	N/A
2) Net operating profits	Could not be calculated, because the transaction is an investment in leasehold, not an investment in ordinary shares.	N/A
3) Total value of consideration paid or received	Size = $\frac{\text{Value of consideration paid or received}}{\text{Total assets of the Company}} \times 100$ = $(1,462.48 \times 100) / 8,982.70^{1/}$ Million Baht	16.28%
4) Value of securities issued for payment of assets	Could not be calculated, because there are not any securities issued.	N/A
<b>Highest Size</b>		<b>16.28%</b>

Remark : 1/ Net assets of the Company from the consolidated financial statements ended March 31, 2019

In addition, the Company did not have any acquisition of assets which is required to be calculated in the past 6 months, and this transaction has the highest size of 16.28% according to the Total Value of Consideration Calculating Basis, calculated from the consolidated financial statements ended March 31, 2019 which is categorized into transaction type 2 according to the Notification of the Transaction Regarding the Acquisition or the Disposal of Assets, by having the value of 15% or higher but lower than 50%. Therefore, the Company is required to disclose the information on the transaction to the Stock Exchange of Thailand and send a notice to its shareholders within 21 days from the date of disclosure of the transaction to the Stock Exchange of Thailand.

#### **5. The total value of consideration and acquisition assets, and conditions of payment**

The Company will enter into the lease agreement by leasing on Ratchaphatsadu Land in special economic zone, located in Atsamart sub-district, Mueang Nakorn Phanom district, Nakorn Phanom province totaling 2 plots, approximate area is 1,335 rai 2 ngan 28.1 square wah, for 50 years. The Company has a plan of using such leasehold for development and construction of commercial or mixed commercial project such as distribution center, industrial zone and warehouse, in order to make the connection support between each business sectors, and utilize the area for the highest efficiency. The total value of leasehold throughout the 50 years of lease are totally Baht 1,462.48 million, divided into the leasing charge of Rachaphatsadu Land amount of Baht 262.62 million and the leasing fee amount of Baht 1,199.86 million which have the details as follows:

- The leasing charge of Rachaphatsadu Land: The Company shall pay by installments for the period of 10 years, which in the first 5 years the installments shall be exempted, and then start paying in year 6-10 for amount of Baht 52.52 million per year equally.
- The yearly leasing fee: The Company shall pay an advance payment in yearly basis. In the first year, the leasing fee shall be Baht 8,400/rai/year or the amount of Baht 11.22 million per year, in which such leasing fee shall be increased for 9% every 3 years. The Company has duty to provide the security for lease agreement in the amount of 1 time of leasing fee per year throughout the term of the agreement.

#### **6. The basis used to determine the value of consideration**

The value of consideration is in accordance with the bid price that the Company offer to the Treasury Department, comparing with the price announced by the Treasury Department.

#### **7. The profit expected to be generated to the Company**

The Company foresees the growth potential of Nakhon Phanom province as well as its border that could be connected with nearby countries in the region including Laos, Vietnam and China, which such area could be developed and improved into the center of transportation and logistics, cultural tourism and important processing industry of the country. As a result, the Company has an idea of developing the area by applying the combination of provincial strength and provincial strategic plan for development of Nakhon Phanom.

In addition, the developers in special economic zone will receive good tax privilege from the Board of Investment (BOI) as equivalent to the Eastern Economic Corridor project (EEC) and also receive other privileges such as to use the land for sub-lease or for other benefits seeking, the ownership of building that belongs to lessee or sub-lessee, the exemption of City Planning and Redevelopment Law and law

about joint investment, etc. Moreover, investment funds at the start of this project are lower than buying new lands for development. At present, to procure or to collect big plots of land that have adjacent area are quite difficult and use a lot of investment funds. Therefore, the Company is expecting that the investment in such leasehold will create opportunities and support the expansion of real-estate business which is a core business of the Company in the long term.

**8. The sources of funds to be used for implementation**

At the beginning of the development, the Company plans to use the working capital from the operation. Subsequently in the next phase, the Company expects to obtain the investment funds from financial institutes and/or joint investment with business partners.

**9. Opinion of the Board of Directors and/or Audit Committee of the Company**

The Board of Directors Meeting of the Company No.6/2019, which the Audit Committee is also attended, has considered information regarding the investment and deemed that this transaction is reasonable and valuable to the Company, because Nakhon Phanom province has a growth potential to be the center of transportation and logistics, cultural tourism and processing industrial, which will create opportunities and support the business expansion of the Company in the long term. Therefore, the Board of Directors approved such transaction.

In addition, the Board of Directors authorized the Chairman and/or the Executive Chairman and/or the Managing Director to have the power to consider and determine the conditions and details related to the investment project as mentioned above.

**10. Opinions of the Company's Audit Committee and/or Directors which are different from the opinions of the Board of Directors of the Company under clause 9 and abstention by a director**

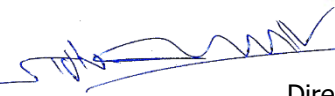
The Audit Committee of the Company attended the Board of Directors Meeting no. 6/2019 held on July 5, 2019, which the Audit Committee considered the matter and has a consistent opinion with the Board of Directors as mentioned in clause 9 above. Therefore, the Company has approved the transaction.

The Company hereby certifies that all information in this Information Memorandum is correct, complete, and contains all important information that shall be informed with truth in all respect. It is created with prudence and caution concerning to the benefits of shareholder at most. This Information Memorandum is created on the purpose of information distribution only, not for the persuasion or to cause any misunderstanding to any person.

Please be informed accordingly.

Yours sincerely,



Sign  Director  
(Mr.Anukul Ubonnuch)

Sign  Director  
(Mr.Krittawat Taechaubol)