



No. WICE 021/2020

February 28,2020

Subject Report the resolution of the Board of Directors

To : President  
The Stock Exchange of Thailand

Attachment 1. Information Memorandum regarding the Proposed Asset Acquisition

WICE Logistics Public Company Limited (WICE) would like to announce the resolution of the Board of Directors' Meeting No. 2 2020 on February 27, 2020. The Board of Directors has approved the purchase of ordinary shares of WICE Logistics (Singapore) Pte. Ltd. Or "WICE SG" (formerly Sun Express Logistics Pte. Ltd. or "SEL") in the amount of 30 percent of the total shares (Portion 2)

In this regard, on July 28, 2016, at the extraordinary general meeting of shareholders Has approved the transaction to purchase the said ordinary shares of 70 percent of the total number of shares (Portion 1) by paying by cash payment method approximately 50 percent of the value of the purchase of ordinary shares, or approximately 145,318,327 baht And by means of the exchange of ordinary shares of the company

**The purchase of WICE SG's ordinary shares in Portion 2 is as follows:**

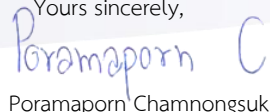
WICE and WICE SG shareholders have agreed that WICE can exercise the right to purchase WICE SG shares. The remaining amount is 30% of the total number of WICE SG shares between January 1, 2020 until August 31, 2020, which will pay With cash payment methods Singapore Dollar The value of the transaction size part 2 is calculated from the profitability potential based on the operating profit (EBITDA) of WICE SG at the end of 2016 - 2018.The transaction size of the share value in part 2 is equal to 5,354,375 Singapore dollars.

The said transaction is considered an asset acquisition transaction under the Stock Exchange of Thailand Re: Disclosure of Information and the Acts of Listed Companies on Acquisition or Disposal of Assets B.E. 2547 and as amended by the announcement of the Board of Directors. Capital Market Supervisory Board No. ThorJor. Resource assets When calculating the size of the transaction according to the net profit criteria, found that The value is equal to 27.11 percent of the net profit of the company in the last 4 quarters (1st quarter of 2019 to 4th quarter of year 2019) ending on 31 December 2019.

Therefore, the above acquisition of WICE SG's ordinary shares must be approved by the board of directors' meeting. And disclose the asset acquisition By sending circulars to shareholders within 21 days

Please be informed accordingly

Yours sincerely,



Poramaporn Chamnongsuk

Company Secretary

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

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The Board of Directors' meeting of WICE Logistics Public Company Limited ("Company" or "WICE"), No. 2/2020, which held on February 27, 2020, has approved the Weiss Logistics Company Limited. Logistics Public Company Limited purchases ordinary shares of WICE Logistics (Singapore) Pte. Ltd. or "WICE SG" (formerly Sun Express Logistics Pte. Ltd. or "SEL") in the amount of 30 percent of the total shares (Portion 2)

In this regard, on July 28, 2016, at the extraordinary general meeting of shareholders Has approved the transaction to purchase the said ordinary shares of 70 percent of the total shares By paying by cash method of approximately 50 percent of the value of the purchase of ordinary shares or approximately 145,318,327 baht and by exchanging ordinary shares of the company

WICE Logistics (Singapore) Pte. Ltd. or "WICE SG" (formerly Sun Express Logistics Pte. Ltd. or "SEL") is a company located in Singapore, with Weiss Logistics Public Company Limited.) Is a major shareholder and there is a group of Mr. Lim Meng Pui Is also a shareholder Which consists of Mr. Meng Pui Lim, Mr. Hock Loong Lien, and Ms. Yie Ngoh Choo. Currently, Mr. Lim Meng Pui group is a shareholder in WICE with 7.962% of WICE's paid-up capital. The said Mr. Lim Meng Pui is not a person under Section 258 of the Securities Act or a Concert Party in any way.

**The purchase of WICE SG's ordinary shares in Portion 2 is as follows:**

WICE and WICE SG shareholders have agreed that WICE can exercise the right to purchase WICE SG shares. The remaining amount is 30% of the total number of WICE SG shares between January 1, 2020 until August 31, 2020, which will pay With cash payment methods In Singapore, the value of the transaction size, part 2 is calculated from the potential profitability based on the operating profit (EBITDA) of WICE SG at the end of 2016 - 2018. The transaction size of the share value in part 2 is 5,354,375. Singapore Dollar Coin

The said transaction is considered an asset acquisition transaction under the Stock Exchange of Thailand Re: Disclosure of Information and the Acts of Listed Companies on Acquisition or Disposal of Assets B.E. 2004 and as amended by the announcement of the Board of Directors. Capital Market Supervisory Board No. ThorJor. Resource assets When calculating the size of the transaction according to the net profit criteria, found that The value is equal to 27.11 percent of the net profit of the company in the last 4 quarters (1st quarter of 2019 to 4th quarter of year 2019) ending on 31 December 2019.

The company has a duty to disclose the information of the aforementioned transaction. In summary as follows

**1) Date, month, year of the transaction**

The company will the transaction after being approved to enter into the asset acquisition transaction from the Board of Directors Meeting No. 2/2020 on February 27, 2020 and will do the transaction within the 2<sup>nd</sup> quarter 2020.

**2) Related contractual parties and relationship with the listed company**

Buyer : WICE Logistics Public Company Limited

Seller : Mr. Meng Pui Lim Group: 1) Mr. Meng Pui Lim 2) Mr. Hock Loong Lien 3) Ms. Yie Ngoh Choo, which hold 30% of ordinary shares of WICE Logistics (Singapore) Pte.Ltd. located in Singapore

Relationship with the listed company

Mr. Meng Pui Lim, Mr. Hock Loong Lien each currently hold 2.946% of WICE's registered capital. and Ms. Yie Ngoh Choo each currently hold 2.070% of WICE's registered capital. Mr. Meng Pui Lim group totally hold 7.962% of WICE's registered capital. None of Mr. Meng Pui Lim group is under section 258 of the Securities and Exchange Act or a Concert Party. Additionally, Mr. Meng Pui Lim group is not executive management or controlling shareholders from the past until current and shall not be after the acquisition of SEL. Thus, such transaction is **not** considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on 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 Transactions B.E. 2546 (2003).

**3) General characteristics and size of the transaction**

3.1 General characteristics

The company will invest by purchasing ordinary shares of WICE Logistics (Singapore) Pte. Ltd. in Singapore. The total investment value of the acquisition of ordinary shares in Portion 2 is approximately 5,354,375 Singapore dollars. Which is considered an asset acquisition transaction of the company Which details the calculation of the size of the transaction according to the net profit basis, found that It is worth more than 27.11 % of the net profit of the company in the past 4 quarters (1st quarter of 2019 to 4th quarter of year 2019) ending on December 31, 2019 equals 61.97 million baht.

Therefore, the above acquisition of WICE SG's ordinary shares must be approved by the board of directors' meeting. and disclose the asset acquisition by sending circulars to shareholders

### 3.2 Calculation of transaction size

#### Calculation of the transaction size according to the asset acquisition announcement

Financial information of WICE Logistics Public Company Limited and its subsidiaries

Unit: THB Thousand

Financial Information	Consolidate Financial Statement (Audited) (As of 31 Dec 2019)
Total assets	1,573,572
Intangible assets	266,982
Total liabilities	686,973
Minority interest	92,978
Net tangible assets	526,639
Registered and paid up capital	325,950
Net profit (for period)	61,974

Financial information of of. WICE Logistics (Singapore) Pte. Ltd

Unit: THB Thousand

Financial Information	Consolidate Financial Statement (Audited) (As of 31 Dec 2019)
Total assets	149,767
Intangible assets	-
Total liabilities	79,092
Minority interest	-
Net tangible assets	70,675
Registered and paid up capital	18,084
Net profit (latest 12 months)	56,013

The Calculation of size of transaction will be based on the latest financial statements, WICE will be based on 31 December 2018 and WICE SG will be based on 31 December 2018

1. Transaction size under net tangible assets (NTA) basis

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Equity Portion} \times \text{NTA of WICE SG} \times 100}{\text{NTA of WICE and its subsidiary}} \\ &= \frac{30\% \times 70,675 \times 100}{526,639} \\ &= 4.03\% \end{aligned}$$

Remark: NTA = Total Tangible Asset – Liabilities – Minority interest

2. Transaction size under net profit basis

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Equity Portion} \times \text{Net Profit of WICE SG} \times 100}{\text{Net profit of WICE}} \\ &= \frac{30\% \times 56,013 \times 100}{61,974} \\ &= 27.11\% \end{aligned}$$

3. Transaction size under total consideration basis

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid} \times 100}{\text{Total Assets of WICE and its subsidiary}} \\ &= \frac{120,473 \times 100}{1,573,572} \\ &= 7.65\% \end{aligned}$$

4. Transaction size under equity share value basis

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of shares issued as consideration} \times 100}{\text{Number of issued and paid up shares of WICE}} \\ &= \frac{0 \times 100}{600,000,000} \\ &= - \end{aligned}$$

Summary of 4 methods of Transaction size calculation

Criteria	Percentage
1. Net tangible assets (NTA)	4.03%
2. Net profit	27.11%
3. Total consideration	7.65%%
4. Equity share value	-

1) Details of the acquired assets

The acquired assets are 210,000 ordinary shares of WICE Logistics (Singapore) Pte. Ltd. with a par value of Singapore Dollar 1 each. Equivalent to 30 percent of all registered shares

คุณสมบัติของ WICE Logistics (Singapore) Pte. Ltd

Company	WICE Logistics (Singapore) Pte. Ltd
Established date	5 January 2002
Head office	119 Airport Cargo Road, #02-03/04 Changi Cargo Agents Megaplex 1, Singapore
Capital	The company has a paid-up capital of 700,000 Singapore dollars, or approximately 17,801,000 baht, divided into 700,000 common shares with a par value of 1 Singapore dollar per share.
Shares held prior to acquisition	The company has 70% shares held before
Shares acquired	210,000 shares with a par value of 1 Singapore dollar each
Proportion of shares held after acquisition	100 % of the registered capital

Directors (as of 27 February 2020)	Position
1. Mr. Ekaphol Pongstabhon	Chairman of the Board
2. Mr. Chudet Kongsoonthorn	Director
3. Mrs. Araya Kongsoonthorn	Director
4. Mr. Meng Pui Lim	Position
5. Mr. Hock Loong Lien	Director

List of shareholders of WICE SG as of 26 December 2019

No.	Name of Shareholders	Number of shares	Percentage
1	WICE Logistics Public Company Limited	490,000	70%
2	Mr. Meng Pui Lim	77,700	11%
3	Mr. Hock Loong Lien	77,700	11%
4	Ms. Yei Ngoh Choo	54,600	8%
<b>Total</b>		<b>700,000</b>	<b>100.00</b>

Remark: par value of SGD 1.00

### Business Overview

Type of business	<p>International logistics service and solution providers, including import and export by both sea freight (Full and Less Container Loading) and by air freight, and domestic transportation SEL. SEL is one of the leader in air freight business in Singapore. Major customers of SEL are in electronic industry (Tier 1). SEL forte include:</p> <ol style="list-style-type: none"><li>1. Highest number of transportation flights from Singapore</li><li>2. Located within Changi Airport and capable of Direct airport pallet handling</li><li>3. 24 hour door-to-door services for customers in Asia</li></ol> <p>Strong relationship with various airline and sea line</p>
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## Important financial information

(Unit: Singapore Dollar)

<b>Balance Sheet</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Total assets	7,075,348	6,393,073	5,728,152
Total liabilities	3,504,824	3,010,641	2,664,611
Total shareholders' equity	3,570,524	3,382,432	3,063,541
Registered capital	700,000	700,000	700,000
Retained earnings	2,870,524	2,682,432	2,363,541

(Unit: Singapore Dollar)

<b>Income Statement</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Freight revenue	22,118,455	21,101,376	18,303,217
Other income	258,887	61,456	253,280
Total revenue	<b>22,377,342</b>	<b>21,162,832</b>	<b>18,556,497</b>
Cost of services	15,018,083	14,209,267	12,203,486
Financial cost	-	-	3,379
Long-term employee benefit obligations	2,736,668	2,556,125	2,432,876
Other administrative expenses	1,184,671	1,312,901	1,252,496
Total expenses	<b>18,939,422</b>	<b>18,078,293</b>	<b>15,892,237</b>
Earnings before taxes	3,437,920	3,084,539	2,664,260
Corporate taxes	567,396	402,107	390,018
Net Profit	<b>2,870,524</b>	<b>2,682,432</b>	<b>2,274,242</b>

### 2) Total value of consideration Payment methods and conditions

The total value of the consideration is 5,354,375 Singapore Dollars. The purchase of ordinary shares of WICE SG will proceed in Portion 2 as follows

#### Portion 2

WICE and WICE SG shareholders have agreed that WICE can exercise the right to purchase WICE SG shares. The remaining amount is 30% of the total number of WICE SG shares between January 1, 2020 until August 31. It will be paid by Singapore Dollar cash payment. The value of the transaction size part 2 is calculated from the profitability by considering the operating profit (EBITDA) of WICE SG at the end of 2016 - 2018.



**3) Value of assets acquired**

The value of this asset acquired is a 210,000 ordinary shares of WICE SG, with a par value of 1 Singapore Dollar. The total value of the acquired assets is approximately 5,354,375 Singapore dollars.

**4) Benefits that the company will receive**

The company expects the purchase of WICE SG's ordinary shares to generate more revenue for the Company, which the company can immediately recognize the revenue of WICE SG. The company expects to be able to recognize additional revenue each year. More than 150 million baht, including additional profits according to the operating results of WICE SG. In addition, WICE SG will help increase the number of overseas branches for the company. Which will result in even more revenue growth for the company.

**5) Funding sources used in the transaction**

The company will use the funds to acquire WICE SG shares in cash from working capital in the business. And loans Grand total of 5,354,375 Singapore Dollars. By exercising the second part will occur within the 2nd quarter of 2020.

**6) Opinion of the Board of Directors regarding the transaction**

The Board of Directors has considered and studied the purchase of ordinary shares of WICE SG that it is a direct benefit to the company because WICE SG has the potential to grow. Can enhance the company's business potential in the future and have an opinion on the value of the purchased assets.

Therefore, the meeting of the Board of Directors resolved to the transaction.

In addition, the Board of Directors has an additional opinion that in presenting information to the shareholders to consider the acquisition of shares in this transaction. The company must disclose important information related to the said transaction and the said information must be clear, accurate and complete.

**7) Opinions of the Audit Committee and / or directors that are different from the opinions of the Board of Directors**

On February 25, 2020, the Audit Committee meeting considered having the same opinion as the Board of Directors and will present the opinion of the Board of Directors on the asset acquisition transaction.

Sincerely Yours  
Miss Poramaporn Chamnongsuk  
Company Secretary