

No. JWD 038/2021

23 July 2021

Subject: The Asset Acquisition by Acquiring shares of Smilesun Co., Ltd.

To: President
The Stock Exchange of Thailand

JWD InfoLogistics Public Company Limited (the “Company” or “JWD”) would like to inform that the Board of Directors’ Meeting No. 4/2021 held on 23 July 2021 has passed a resolution to approve JWD Transport (Thailand) Co., Ltd. (“JTS”), the Company’s subsidiary which the Company holds its shares at the proportion of 75.0% of the total number of voting shares, to invest in Smilesun Co., Ltd. (“Smilesun”) through the acquiring of common shares and preferred shares accumulated to the total of 3,601 shares, representing 36.0% of the total registered shares of Smilesun. This total number of shares consists of 1,441 common shares and 2,160 preferred shares with the total amount of investment of THB 495,021,600.

Smilesun is an investment holding company, which owns 99.9% of the total number of voting shares in Thai Port Ventures Co., Ltd. (“TPV”). TPV in turn holds 51.0% of the total number of voting shares of Eastern Sea Laem Chabang Terminal Co., Ltd. (“ESCO”) (the Core Company). ESCO is principally engaged in the business of container port operations, and services relating to the distribution of goods and logistic support.

The entry into the aforementioned transaction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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 Acquisition and Disposition of Assets, B.E. 2547 (2004) (as amended) (collectively referred to as the “Acquisition and Disposition Notifications”). The total size of the aforesaid transaction, when calculated together with the asset acquisition transactions during the past 6 months prior to the entry into this transaction is equivalent to 30.4% calculated based on the net operating profits approach which yields the highest transaction value. Therefore, the transaction is deemed a class 2 transaction under the Acquisition and Disposition Notifications which is a transaction with the size of more than 15% but less than 50%.

Therefore, JWD is required to disclose the information memorandum associated with the transaction to the Stock Exchange of Thailand (the "SET") and send the circular notice to the shareholders of JWD within 21 days from the date that such information has been disclosed to the SET. In this regard, JWD hereby discloses the information memorandum associated with the Smilesun shares' acquisition to the SET pursuant to the Acquisition and Disposition Notifications, details of which are as provided in the attachment.

In addition, the aforementioned acquisition of preferred shares is considered a Connected Transaction relating to assets or services as the aforesaid preferred shares will be bought from CY Solution Co., Ltd. ("CY") which Mr. Nattapume Pavaratn, a JWD's executive who holds the position of senior vice president of group commercial/general affairs and the company secretary, is a major shareholder holding the proportion of 21% of the total number of voting shares in CY. Therefore, CY is considered a connected party under the Notification of the Capital Market Supervisory Board No. Tor Chor. 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) (as amended) (the "Notifications on Connected Transactions"). The value size of this connected transaction is THB 21,600 which is less than THB 1,000,000, and less than 0.03% NTA which is equivalent to THB 850,013.1. Consequently, the transaction is deemed a small size transaction and the Company is not subject to disclose the Information Memorandum of the aforesaid Connected Transaction to the SET.

Please be informed accordingly,

Yours faithfully,

- signed-

(Mr.Nattapume Pavaratn)

Company Secretary

Information Memorandum on Asset Acquisition of JWD InfoLogistics Public Company Limited in relation to the Acquisition of Shares in Smilesun Co., Ltd.

JWD InfoLogistics Public Company Limited (the “Company” or “JWD”) would like to inform the information memorandum on asset acquisition from the acquisition of common shares and preferred shares in Smilesun Co., Ltd. (“Smilesun”), as per the following details.

1. Date / Month / Year of the Transaction

JWD Transport (Thailand) Co., Ltd. (“JTS”), the Company’s subsidiary which the Company holds its share in a proportion of 75.0% of the total number of voting shares, expects to enter into the relevant definitive agreements and complete the transaction within October 2021.

2. Contractual Parties and Relationship with the Company

Purchaser : JWD Transport (Thailand) Co., Ltd.

Seller : 1. PSA S E Asia Pte. Ltd. (“PSA”) a Singapore-incorporated company (the Seller of common shares); and
2. CY Solution Co., Ltd. (“CY”) (the Seller of preferred shares)

Relationship with the Company : PSA is not a connected party.

CY is considered as a connected party from the selling preferred shares transaction to JTS. This transaction is classified as the connected transaction relating to assets or service as CY having Mr. Nattapume Pavaratn, a JWD’s executive who holds the position of senior vice president of group commercial/general affairs and the company secretary, is a major shareholder holding the proportion of 21% of the total number of voting shares in CY. Therefore, CY is considered a connected party under the Notification of the Capital Market Supervisory Board No. Tor Chor. 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) (as amended) (the “Notifications on Connected Transactions”).

The value size of this connected transaction is THB 21,600 which is less than THB 1,000,000, and less than 0.03% NTA which is equivalent to THB 850,013.1. Consequently, the transaction is deemed a small size transaction. In addition, there is no other transaction that was made by the same person or their related person, during the past 6 months prior to date of the transaction. Therefore, the Company is not required to disclose the Information Memorandum of the aforesaid Connected Transaction to the SET.

3. General Characteristics of the Transaction

JTS will acquire common shares and preferred shares in Smilesun with the total amount of 3,601 shares, representing 36.0% of the total registered shares of Smilesun. This total number of shares consist of 1,441 common shares (the "PSA Shares"), from PSA and 2,160 preferred shares from CY. The total investment amount is approximately THB 495,021,600.

In addition to the aforesaid, subject to the satisfaction of certain conditions to be agreed between JTS and PSA (the "Proposed Conditions"), JTS will also acquire 480 shares ("Conditional Acquisition") in Smilesun from PSA, representing 9.8% of the total of common shares with the total investment of approximately THB 165,000,000. The Proposed Conditions includes the achievement of certain key performance targets between JWD and PSA within one year from the completion date of PSA Shares acquisition in the first paragraph. The board of the directors of both companies will mutually set forth the details those key performance targets. Thus, the Conditional Acquisition is not guaranteed. Therefore, the Company's Board of Directors has decided not to take into account the transaction relating to the Conditional Acquisition in the calculation of the size of the acquisition of assets.

3.1 Shareholding Structure

| Name of Shareholders | Common shares | | | | Preferred shares | | | | Total of common and preferred shares | | | |
|----------------------|--------------------|------------|-------------------|------------|--------------------|------------|-------------------|------------|--------------------------------------|------------|-------------------|------------|
| | Before Transaction | | After Transaction | | Before Transaction | | After Transaction | | Before Transaction | | After Transaction | |
| | No. of shares | Proportion | No. of shares | Proportion | No. of shares | Proportion | No. of shares | Proportion | No. of shares | Proportion | No. of shares | Proportion |
| 1. Mr. Goh Mia Hock | 1 | 0.0% | 1 | 0.0% | - | - | - | - | 1 | 0.0% | 1 | 0.0% |
| 2. CY | - | - | - | - | 5,093 | 99.9% | 2,933 | 57.6% | 5,093 | 50.9% | 2,933 | 29.3% |
| 3. PSA | 4,899 | 100% | 3,458 | 70.6% | 7 | 0.1% | 7 | 0.1% | 4,906 | 49.1% | 3,465 | 34.7% |
| 4. JTS | - | - | 1,441 | 29.4% | - | - | 2,160 | 42.4% | - | - | 3,601 | 36.0% |

3.2 Transaction Type and Size

The calculation of the transaction size is based on the Acquisition and Disposition Notifications. The Company's Board of Directors chose to calculate the acquiring proportion in Smilesun based on voting rights which reflect the most actual controlling power of JWD in Smilesun as Smilesun's common and preferred shares have unequal voting rights. In particular, (1) all common shareholders are entitled to 1 vote for each share; and (2) all preferred shareholders are entitled to 1 vote for each 10 shares.

When entering into this transaction, JTS will hold 3,601 shares in Smilesun, representing 36.0% of the total registered shares of Smilesun, comprising of 1,441 common shares, representing 26.6% of the total of voting rights and 2,160 preferred shares, representing 4.0% of the total of voting rights. Therefore, JTS will have a voting right in Smilesun at 30.6% in total.

| Calculation Criteria | Calculation Formula | Transaction Size | Transactions during the 6 month period | Equivalent |
|-----------------------------------|---|------------------|--|------------|
| 1. Net tangible asset value (NTA) | <p><u>Calculation from the proportion of voting rights (Choose)</u></p> <p>NTA of investment in the company x the proportion of assets acquired or disposed x 100 / NTA of the listed company</p> <p>= 703,182,630 x 30.6% x 100 / 2,833,377,000</p> <p>= 7.6%</p> <p><u>Calculation from the proportion of shares (Not choose)</u></p> <p>NTA of investment in the company x the acquired portion x 100 / NTA of the listed company</p> <p>= 703,182,630 x 36.0% x 100 / 2,833,377,000</p> <p>= 8.9%</p> | 7.6% | 1.4% | 9.0% |

| Calculation Criteria | Calculation Formula | Transaction Size | Transactions during the 6 month period | Equivalent |
|--|---|------------------|--|------------|
| 2. Net operating profits | <p><u>Calculation from the proportion of voting rights (Choose)</u></p> <p>Net operating profits of the investment x the buying or selling ratio x 100 / net operating profits of the listed company</p> <p>= 299,348,470 x 30.6% x 100 / 337,286,924</p> <p>= 27.2%</p> <p><u>Calculation from the proportion of shares (Not choose)</u></p> <p>Net profit from the acquired or disposed company x the acquired portion x 100 / net profit of the listed company</p> <p>= 299,348,470 x 36.0% x 100 / 337,286,924</p> <p>= 32.0%</p> | 27.2% | 3.20% | 30.4% |
| 3. The total value of consideration paid or received | <p>The value of transaction paid or received x 100 / total assets of the listed company</p> <p>= 495,021,600 x 100 / 10,417,244,000</p> <p>= 4.8%</p> | 4.8% | 4.3% | 9.1% |

| Calculation Criteria | Calculation Formula | Transaction Size | Transactions during the 6 month period | Equivalent |
|--|--|------------------|--|------------|
| 4. The value of equity shares issued for the payment of assets | Equity shares issued for the payment of assets x 100 / paid-up shares in the listed company - N/A - | - N/A - | None | None |

Remark: The transaction size was calculated based on the reviewed consolidated financial statement of the Company for the period ended 31 March 2021 which have been reviewed by a certified auditor.

The entry into the aforementioned transaction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets, B.E. 2547 (2004) (as amended) (the "Acquisition and Disposition Notifications"). The total size of the aforesaid transaction, when calculated together with asset acquisition transactions during the past 6-month period before entering into this transaction, is equivalent to 30.4% calculated based on the net operating profits approach which yields the highest transaction value. Therefore, the transaction is deemed a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15% but less than 50%. In this regard, the Company is required to disclose the information memorandum on the Transaction to the SET and send the circular notice to the shareholders of the Company within 21 days from the date that such information has been disclosed to the SET.

4. Details of Acquired Assets

Assets that entered into the transaction i.e. common shares and preferred shares in Smilesun.

General information of Smilesun

Company name : Smilesun Co., Ltd.

Registration Date : 25 April 2003

Head office location : 10/112, The Trendy Building FL.9, Soi Sukhumvit 13, Sukhumvit Road, Khwaeng Khlong Toei Nuea, Khet Watthana, Bangkok

Registered share : THB 100,000, divided into 4,900 common shares and 5,100 preferred shares with a par value of THB 10 per share. All shares are fully paid-up.

- Voting rights : (A) all common shareholders have the right to vote 1 vote for each 1 share.
 (B) all preferred shareholders have the right to vote 1 vote for each 10 shares.
- Dividend rights : (A) the preferred shareholder will receive the dividend for each share which it holds before the dividend is paid to the common shareholders. The preferred shareholders will receive the dividend at the rate of 3% of the paid-up share price.
 (B) After the dividend payment under (A), the remaining dividend will be paid to the common shareholders based on their respective shareholding proportion.
- Type of Business : Smilesun is an investment holding company, which owns 99.9% of the total number of voting shares in TPV. TPV in turn holds 51.0% of the total number of voting shares of ESCO. ESCO is principally engaged in the business of container port operations, and services relating to the distribution of goods and logistic support.
- Board of Directors : 1. Mr. Goh Mia Hock
 2. Mr. Lee Chun Seng
- Authorized director : Any one director signs singly with the Company's seal affixed.
- Shareholder : The detail appeared in clause no. 3.1 Shareholding Structure Page 4 structure before and after transaction
- Connected party : CY is a connected party with JWD and a shareholder of Smilesun which before with JWD the Transaction representing 9.4% of voting rights and 5.4% of voting rights after the Transaction.

List of the Company in Smilesun Group

| Company Name | Type of Business | Voting rights |
|--|------------------|--|
| Thai Port Ventures Co., Ltd. ("TPV") (Subsidiary Company) | Holding Company | Smilesun has the total number of voting shares in TPV in the proportion of 99.99%. |

| Company Name | Type of Business | Voting rights |
|---|--|--|
| Eastern Sea Laem Chabang Terminal Co., Ltd. (“ESCO”) (the core company), which TPV is a majority shareholder. (Subsidiary Company through TPV) | Container port operations, and services relating to the distribution of goods and logistic support | TPV has the total number of voting shares in ESCO in the proportion of 51%. |
| LCB Container Terminal 1 Co., Ltd. (“LCB Container Terminal 1”) (Associates Company through TPV and ESCO) | Container Terminal Operation | ESCO has the total number of voting shares in LCB Container Terminal 1 in the proportion of 40%. |
| LCMT Co., Ltd. (“LCMT”) (Associates Company through TPV, ESCO and LCB Container Terminal 1) | Container Terminal Operation | LCB Container Terminal 1 has the total number of voting shares in LCMT in the proportion of 90%. |

Smilesun’s Financial Data

(Unit: THB)

| Period | Y/E '19 | Y/E '20 |
|------------------------|-------------|-------------|
| as of | 31/12/2019 | 31/12/2020 |
| Financial Data | | |
| Assets | 703,577,929 | 723,527,610 |
| Liabilities | 252,646 | 20,344,980 |
| Equity | 703,325,283 | 703,182,630 |
| Revenue | 324,738,930 | 299,760,660 |
| Net Profit | 324,280,331 | 299,348,407 |
| Financial Ratio | | |
| ROA (%) | 46.09% | 41.37% |
| ROE (%) | 46.11% | 42.57% |
| Net Profit Margin (%) | 99.86% | 99.86% |

5. Total consideration and payment condition

The total consideration for the purchase of the shares is intended to be THB 495,021,600, which will be paid in cash at the time of transfer of shares of Smilesun to JTS.

6. The value of asset acquired

The total value of assets from the acquisition of common shares and preferred shares transaction in Smilesun is approximately THB 495,021,600.

7. Basis for determining the value of consideration

The criteria for determining the value of consideration for the acquisition of Smilesun's common shares is based on the present valuation of cash flows (Discounted Cash Flow Approach) of Smilesun Group's businesses.

8. Expected benefits to the Company

8.1 JWD foresees that Container Terminal Operation and Inland Container Depot businesses of ESCO, are potential and high growth opportunities both during good and bad economic conditions. Therefore, the businesses have ability to generate satisfactory returns for JWD Group after entering into the transaction.

8.2 The acquisition of shares in Smilesun, which has ESCO as the core company and operating Container Terminal Operation and Inland Container Depot, would bring business partnership to JWD and further lead to significant synergies that would result in the further growth of JWD group, especially opportunity to expand its logistics infrastructure business.

9. Source of funds

Cash flows and long-term loans, which have no material impact on the Company's core operations.

10. Opinions of the Board of Directors regarding the agreement to enter into the transaction

The Board of Directors opined that the acquisition of common shares and preferred shares in Smilesun is reasonable and in the best interests of JWD and its shareholders at a reasonable price and conform with the opinion of the financial advisor. The transaction will expand JWD's business opportunities by forming partnership with Smilesun Group (holding company) and ESCO as the core company, which operates the business of a full-service container management (Container Terminal Operation) and container handling service with import and export management (Inland Container Depot), which will expand JWD's business opportunities in logistics infrastructure business.

11. Opinions of the Audit Committee and/or directors that may differ from those of the Board of Directors in accordance with Article 10.

The Audit Committee and its directors have no different opinions than the Board of Directors.