



No. NCL-M 3/22

January 31, 2022

**Subject:** Determination of the number of newly issued ordinary shares, the final offering price, the subscription and payment date for the issuance and offering of the newly issued ordinary shares to BOB Holding Co., Ltd., which is an offering of newly issued shares through a private placement as a consideration for entire business transfer (Edited)

**To:** President  
The Stock Exchange of Thailand

Reference is made to the Extraordinary General Meeting No. 1/2022 of of NCL International Logistics Public Company Limited (the “**Company**”) held on January 25, 2022, which approved the investment in digital marketing services business by means of entire business transfer of BOB Holding Company Limited (“**BOB**”) which include all assets, debts, liabilities, and all obligations of BOB at the present or in the future on the transferring date. In this regard, the Company the consideration for the entire business transfer to BOB in an amount of THB 250,189,432.20 by issuance and offering of up to 72,518,686 newly issued ordinary shares, with a par value of THB 0.25 per share by way of the issuance and offering of newly issued ordinary shares to specific persons (Private Placement), where the offering price per share shall be equal to 90 percent of the volume weighted average price of the Company’s ordinary shares during 7 consecutive business days prior to the date on which the board of directors’ meeting of the Company approve the determination of offering price. In the event that the offering price is higher than THB 3.45 per share, the number of shares to be issued by the Company for the payment of consideration for BOB’s shares shall be decreased, calculated based on the transaction size of THB 250,189,432.20 divides such offering price. However, the offering price shall not less than THB 3.45 per share.

The Company would like to inform that the Board of Directors’ Meeting of the Company no. 1/2022, held on January 31, 2022, resolved to approve the number of newly issued ordinary shares, final offering price, subscription and payment date for the issuance and offering of the newly issued ordinary shares to BOB, with the following details:

1. Number of final newly issued ordinary shares to be issued and offered is 62,081,745 shares, with a par value of THB 0.25 per share
2. Subscription and payment dates for the newly issued ordinary shares on January 31, 2022
3. The final offering price is THB 4.03 per share, totalling THB 250,189,432.35, by which the said offering price is equal to 90 percent of the volume weighted average price of the Company’s ordinary shares during 7 consecutive business days prior to the date on which the board of directors’ meeting of the Company approve the determination of the final offering price i.e. from January 20, 2022 to January 28, 2022, which is equivalent to THB 4.48 per shares (information from SETSMART: [www.setsmart.com](http://www.setsmart.com)). In this regard, the final offering price is not considered as an offering of newly issued shares at the price lower than 90 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to offer Newly Issued Shares through Private Placement (as amended).

In addition, the offering price of newly issued ordinary shares this time is not considered as the issuance and offering of private placement at the price lower than 90 percent of the market price (the market price means the volume-weighted average price of the Company’s ordinary shares traded on the stock exchange of Thailand (the “**SET**”) during not less than 7 consecutive business days but not more than 15 consecutive business days before 31 January 2022 which is the first offering date, and shall be not subject to the period of restriction on selling shares (silent period) pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015). Details regarding the calculation of the volume-



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NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED

weighted average price of the Company's ordinary shares traded on the SET for 7 consecutive business days before January 31, 2022, are as follows:

No.	Date	Total Volume (shares)	Total Value (THB thousand)
1	20 January 2022	68,351,452	316,842,580
2	21 January 2022	46,306,138	214,990,980
3	24 January 2022	30,608,076	140,335,190
4	25 January 2022	93,337,467	417,813,300
5	26 January 2022	50,508,223	207,710,780
6	27 January 2022	92,416,806	412,466,080
7	28 January 2022	51,386,889	230,158,120
Total 7 days		432,915,051	1,940,317,030
Volume-weighted average price during 7 consecutive business day (THB)			4.48
90 Percent of Volume-weighted average price during 7 consecutive business day (THB)			4.03

After entering this transaction, BOB will dissolve and liquidate itself to comply with tax exemption criteria of the revenue Department and transfer the Company's ordinary shares in the amount of 62,081,745 shares to BOB's shareholders, whereby the Company's shareholders structure will be as follows

Name	The Company's shareholders before entering the transaction (as of December 16, 2021)		The Company's shareholders after entering the transaction	
	Shares	%	Shares	%
1. Mr. Kitti Phuathavornskul	65,966,974	14.15	65,966,974	12.49
2. Mrs. Laor Tangkaravakoon	22,000,000	4.72	22,000,000	4.16
3. Miss Fasai Phuathavornskul	16,777,500	3.60	16,777,500	3.18
4. Mr. Sanchawan Ingkapak	15,631,900	3.35	15,631,900	2.96
5. Miss Siriluk Dejdumrong	13,357,400	2.87	13,357,400	2.53
6. Thai NVDR Company Limited	13,131,865	2.82	13,131,865	2.49
7. Miss Kawisara Pattanajarean	9,600,000	2.06	9,600,000	1.82
8. Miss Navaporn Rattanachaikanont	8,879,800	1.90	8,879,800	1.68
9. Miss Phatthira Homvilai	7,929,300	1.70	7,929,300	1.50
10. Mrs. Pranee Vichaikul	6,900,000	1.48	6,900,000	1.31
11. Miss Montira Charoenwal			31,649,517	5.99
12. Miss Yolsiri Siamwalla			18,259,337	3.46
13. Mr. Phuriphat Pitaganan			12,172,891	2.30
Other	285,977,509	61.35	285,977,509	54.13
<b>Total</b>	<b>466,152,248</b>	<b>100.00</b>	<b>528,233,993</b>	<b>100.00</b>

Remark: This change does not affect to the management of the company



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Please be informed accordingly,

Yours Sincerely,

(Mr. Pongthep Vichaikul)

Managing Director