



บริษัท เอ็นซีแอล อินเตอร์เนชั่นแนล โลจิสติกส์ จำกัด (มหาชน)

NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED

NO. NCL-M 22/65

November 7, 2022

Subject: Regarding the Submission of Information for the Acquisition of Ordinary Shares of Asia Wealth Securities Company Limited

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

Enclosed: Information Memorandum of the Acquisition of Assets (Information Memorandum 1)

According to the Board of Directors' meeting of NCL International Logistics Public Company Limited (the "Company" or "NCL") No. 7/2022 on October 27, 2022, it was resolved that the Company shall purchase of the ordinary shares of Asia Wealth Securities Company Limited, ("AWS"), in the proportion of 60 percent of the paid-up capital AWS from the paid-up capital of 444,903,800 baht at a par value of 10 baht per share, representing 26,694,228 shares purchased in price Thai baht 13.9356 per share, amounting to Thai baht 372,000,000.- by purchasing the shares from Asia Wealth Holding Company Limited ("AWH" or the "Seller"). The share purchase agreement is signed on November 4, 2022. AWH is not a connected person of the Company. The acquisition of AWS shares is made together with seven other individual persons who are not connected persons of the Company, who shall acquire the remaining 40% of AWS shares. The Company will pay for the acquisition in cash. After the transaction, AWS will become a subsidiary of the Company.

Entering into such transactions are considered an asset acquisition according to the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies Concerning the Acquisition or Disposition of Assets, 2004. The value of transaction is calculated to be 34.02%, the maximum transaction size as calculated on the Net Tangible Assets ("NTA") basis. The Company does not have any asset acquisition transaction that occurred during the past 6 months. The total asset acquisition transaction size is the highest equal to 34.02% based on the value of assets (NTA) criteria, which falls in the transaction size of more than 15% but less than 50%. Therefore, this acquisition of AWS ordinary shares is considered a Type 2 transaction according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies in the Stock Exchange of Thailand 2004 (Acquisition and Disposition Notification). The Company has a duty to disclose information about the transaction of the Company to the Stock Exchange of Thailand and send a letter notifying the shareholders about the Company's execution of the said transaction. within 21 days from the date of disclosure of the transaction to the SET



บริษัท เอ็นซีแอล อินเตอร์เนชั่นแนล โลจิสติกส์ จำกัด (มหาชน)

NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED

This transaction is not a connected transaction as all the parties in the transaction are not connected persons of the Company. According to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2008 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies on Connected Transactions, 2003, dated 19 November 2003 (and as amended) (“Notification of Connected Transactions”).

Please be informed accordingly.

Yours sincerely,

(Mr. Pongthep Vichaikul)
Managing Director

Information Memorandum on Acquisition of Assets of NCL International Logistics Public Company Limited (Information Memorandum 1)

The Board of Directors Meeting of NCL International Logistics Public Company Limited (the "Company" or "NCL") No. 7/22 on October 27, 2022, it was resolved to approve the Company to acquire 60% of the paid-up capital of Asia Wealth Securities Company Limited, ("AWS"). The Company agreed to purchase 26,694,228 shares at Thai baht 13.9356 per share for a total amount of Thai baht 372,000,000.- from Asia Wealth Holding Company Limited ("AWH" or the "Seller"), in the proportion of 60 percent of the paid-up capital AWS from the paid-up capital of 444,903,800 baht at a par value of 10 baht per share. The share purchase agreement is signed on November 4, 2022. AWH is not a connected person of the Company. The acquisition of AWS shares is made together with seven other individual persons who are not connected persons of the Company, who shall acquire the remaining 40% of AWS shares. The Company will pay for the acquisition in cash. After the transaction, AWS will become a subsidiary of the Company.

The shareholding structures after the acquisition of the shares of AWS are shown in the table as follows:

Shareholder	Prior to Acquisition		Post-Acquisition	
	# Shares	%	# Shares	%
1. Asia Wealth Holding Company Limited ¹⁾	44,490,375	100.00%	-	-
2. Mr. Kongkiat Sukwanit Wichai	2	0.00%	-	-
3. Mr. Pattanasorn Phaoenchoke	1	0.00%	-	-
4. Miss Teewara Petchrak	1	0.00%	-	-
5. Mr. Andy Yue Chan	1	0.00%	-	-
6. NCL International Logistics Public Company Limited	-	-	26,694,228	60.00%
7. Mr. Chanachai Joonjiraporn	}	-	17,796,152	40.00%
8. Miss. Warisa Kawsa-ard				
9. Mr. Parin Sathianpagilanagorn				
10. Mr. Perajed Suwannapasri				
11. Mr. Suksan Yasasin				
12. Mr. Tradsin Chongussayakul				
13. Mr. Theera Piromsawasdi				
Total	44,490,380	100.00%	44,490,380	100.00%

¹⁾ The list of the existing shareholders is shown in section 4 details of the acquired assets. which is not a person connected with the Company

The Company hereby inform the details of the acquisition of assets mentioned above as follows:

1 Transaction Date

The Company has signed a share purchase agreement on November 4, 2022. The transfer of ownership of AWS shares and payment will be executed upon the fulfilment of the conditions precedent of the transaction specified in the share purchase agreement. The acquisition is expected to be completed by no later than December 30, 2022.

2 Parties of the Transaction

2.1 Purchaser

NCL International Logistics Public Company Limited (the “Company” or “NCL”)

2.2 Seller

Asia Wealth Holding Company Limited (“AWH”)

2.2.1 Summary General Information Asia Wealth Holding Company Limited

Name	Asia Wealth Holding Company Limited (“AWH”)		
Company Registration No.	0105556087023		
Established Date	May 31, 2013		
Registered Capital	Thai baht 500,000,000		
Registered Address	540 Mercury Tower, Room No. 1402, 14th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok		
Board of Directors	Mr. Andy Yue chan Mr. Pattanasorn Phaoenchoke Mr. Kongkiat Sukvanitvichai Mrs. Nopparat Inthanudom		
Shareholders	Name - Surname	Number (shares)	%
	1. Sinthon Property Company Limited	16,549,999	33.10
	2. Phaoenchoke family (5 parties)	24,750,001	49.50
	3. Weerametheekul family (3 parties)	4,375,000	8.75
	4. Mrs. Jaruwan Jeampittayanuwat	1,000,000	2.00
	5. Mr. Verarat Nithinoprat	700,000	1.40
	6. Mrs. Thida Pornbhavana	625,000	1.25
	7. Mr. Swaraj Sajjamak	625,000	1.25
	8. 13 other shareholders (<1% each)	1,375,000	2.75
Total 26 shareholders	50,000,000	100.00	

2.2.2 General Information Summary Sinthon Property Company Limited

Name	Sinthon Property Company Limited		
Company Registration No.	0105536028234		
Established Date	March 9, 1993		
Registered Capital	Thai baht 150,000,000		
Registered Address	1869 Petchkasem Road, Lak Song Subdistrict, Bang Khae District, Bangkok		
Board of Directors	Mrs. Pranee Pha-oenchoke Mr. Sompong Phaoenchoke Ms. Kaewjai Phaoenchoke Mr. Wuttichai Phaoenchoke		
Shareholders	Name - Surname	Number (shares)	% shares
	1. Mr. Sompong Phaoenchoke	405,000	27.00
	2. Ms. Kaewjai Phaoenchoke	405,000	27.00
	3. Mr. Wuttichai Phaoenchoke	405,000	27.00
	4. Mrs. Pranee Pha-oenchoke	285,000	19.00
	Total	1,500,000	100.00

2.3 Related Party Disclosure

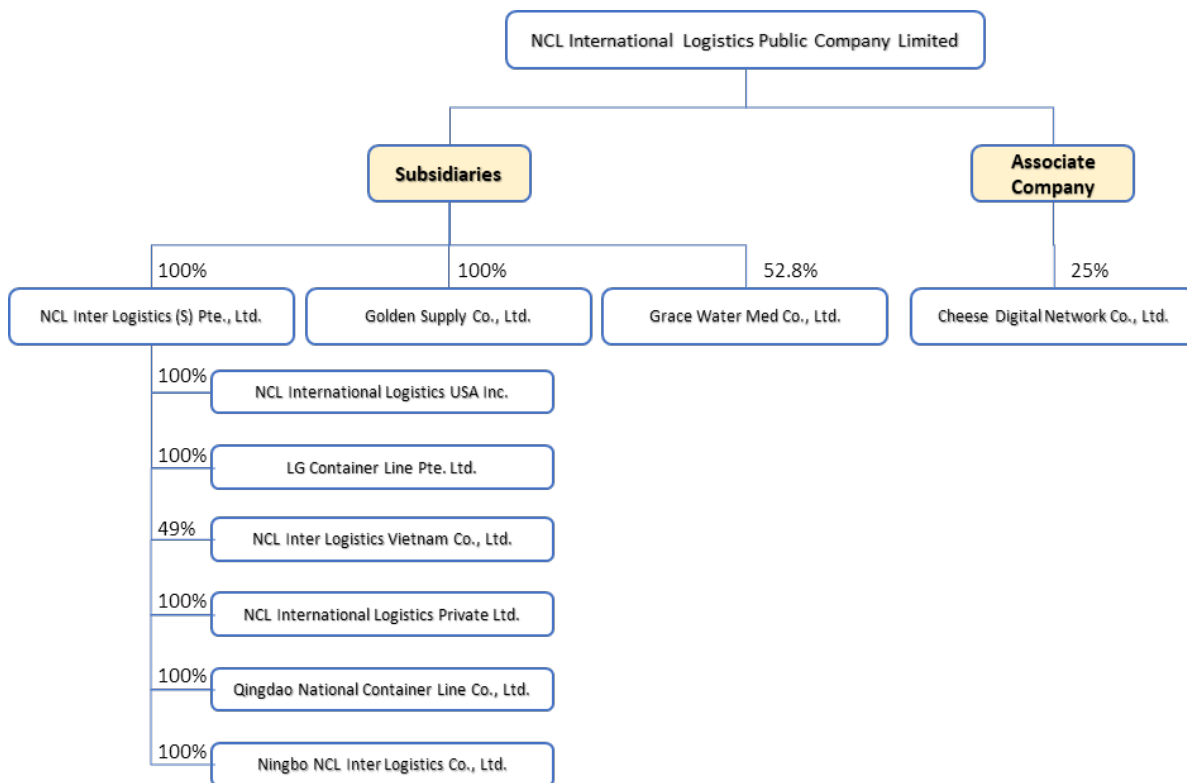
Asia Wealth Holding Company Limited has no relation to the Company and is not a connected person with the Company.

3 General Characteristics of the Transaction and Transaction Size

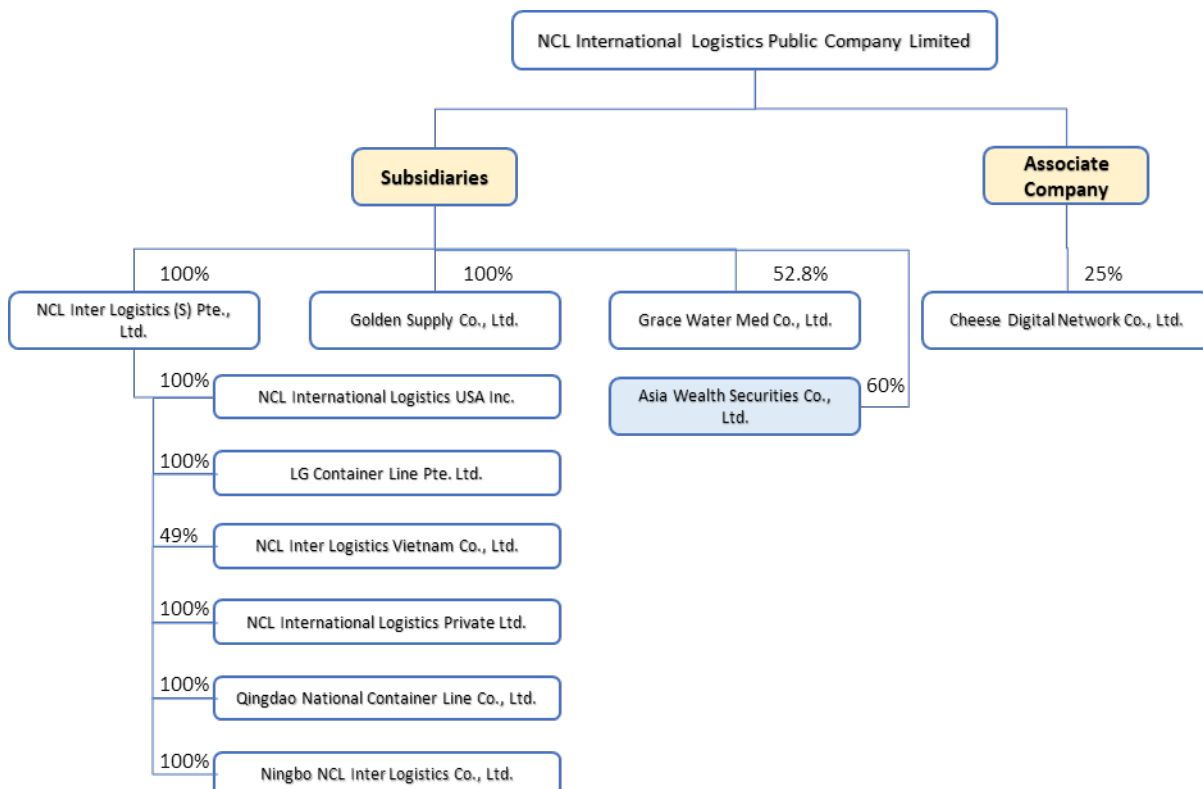
3.1 General Characteristics of the Transaction

The Company will purchase AWS common shares as detailed above. After the purchase of shares is completed, NCL's business structure is as follows:

3.1.1 Structure Prior to the Acquisition as of November 4, 2022



3.1.2 Structure After the Acquisition



For the management policy in AWS, the Company shall appoint a new board of director to be not less than half of the total board member. Mr. Pongthep Vichaikul will be appointed as the Chairman of the Executive Committee of AWS to oversee management decisions. Moreover, the current management, who are professional executives, shall be retained for at least two years after the acquisition. The Company will control the operations through the Board of Directors and the Executive Committee.

3.2 Transaction Size Calculations

The calculation of the transaction size according to the acquisition/disposal of assets criteria based on the Company's consolidated financial statements as of June 30, 2022, which is the latest consolidated financial statements that have been reviewed by the Company's auditors prior to the date that the Board of Directors has approved the acquisition of ordinary shares of AWS. Compared to AWS financial statements as of date June 30, 2022, which is the latest financial statement that has been reviewed by the auditor, the details are as follows:

The Company's Financial Information (The Company's Consolidated Financial Statements for the Period Ended on June 30, 2022)

Items	THB, millions
Total assets (1)	1,318,130
Intangible assets (2)	26,519
Total liabilities (3)	598,273
Non-controlling shareholders' equity (4)	21,919
Net tangible assets (NTA= (1)-(2)-(3)-(4))	671,419
Net profit attributable to major shareholders for the last 4 quarters 1/	105,746

Note 1/ NCL's financial statements that have been audited or reviewed by an auditor approved by the SEC for the period July 1, 2021 – June 30, 2022

AWS Financial Information (for the Period Ended June 30, 2022)

Items	THB, millions
Total assets (1)	625,095
Intangible assets (2)	38,631
Total liabilities (3)	232,766
Non-controlling shareholders' equity (4)	-
Net tangible assets (NTA= (1)-(2)-(3)-(4))	380,698
Net profit attributable to major shareholders for the last 4 quarters 2/	(25,575)

Note 2/ AWS's audited financial statements for the period July 1, 2021 – June 30, 2022

Calculation of the Size of the Acquisition of Common Shares AWS

Transaction Size Calculation Criteria	AWS Shares		Asset Acquisition Transaction that occurred during the past 6 months.	Total (%)
	Calculation method (THB, mils)	Transaction size (%)		
Asset Value Criteria (NTA)	[AWS NTA Acquired (380.70) x shareholding (60%)] x 100 / NTA of the Company (671.42)	34.02	-	34.02
Operating profit criteria	[Net Operating Profit X Shareholding] x 100 / net profit of the company	cannot be calculated because AWS is operating at a loss.	-	N.A.
Total Value of Consideration Criteria	Total value of all consideration (372.00) x 100 / Total assets of the Company (1,318.13)	28.22	-	28.22
Criteria for the value of equity shares issued to pay for assets	Number of shares issued for payment of goods x 100 / number of issued and paid-up shares of the Company	unable to calculate because no shares are issued to pay for assets	-	N.A.

Entering into such transactions considered an acquisition of assets According to the announcement of the Capital Market Committee No. Tor Jor 20/2008 Re: Criteria for making significant transactions that are considered to be the acquisition or disposition of assets. including the amended announcement and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies Concerning the Acquisition or Disposition of Assets. 34.02% is the maximum transaction size calculated on the NTA basis. However, the Company does not have any asset acquisition transaction that occurred during the past 6 months. Therefore, the total asset acquisition transaction size has the highest equal to 34.02% based on the value of the net tangible assets (NTA) criteria, which has a transaction size of more than 15 percent but less than 50 percent. Therefore, this acquisition of AWS ordinary shares is considered a Type 2 transaction according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies in the Stock Exchange of Thailand, 2004 (Acquisition and Disposition Notification). The Company has a duty to disclose information about the transaction of the Company to the Stock Exchange of Thailand. and send a letter notifying the shareholders about the transaction of the Company within 21 days from the date the transaction has been disclosed to the Stock Exchange of Thailand.

This transaction is not a connected transaction because the juristic person who sells shares to the Company Not a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2008 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003 dated November 19, 2003 (and as amended) ("Notification of Connected Transactions").

4 Details of Assets Acquired

Name	Asia Wealth Securities Company Limited (“AWS”)
Company Registration No.	0105541053594
Established Date	27 August 1998
Registered and Paid-up Capital	Thai baht 444,903,800
No. of shares	44,490,380 shares
Par value	Thai baht 10.00 per share
Head Office	540 Mercury Tower, 14th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok
Branch Offices	<ol style="list-style-type: none"> 1. 356/18 Sukhumvit Road, Noen Phra Subdistrict, Mueang Rayong District, Rayong Province 2. 59/5, 4th Floor, Room No. B 407-2, Srinakarin Road, Nong Bon Subdistrict, Prawet District, Bangkok 3. 139/102 Village No. 1, Samed Subdistrict, Mueang Chonburi District Chonburi 4. 135/99 Tukcom Sriracha Building, Room G15, Sukhumvit Road, Sriracha Sub-district, Si Racha District, Chonburi Province 5. 161/9 Green Plus Mall III Project, Chiang Mai-Lampang Road Nong Pa Krang Subdistrict Mueang Chiang Mai District Chiang Mai Province 6. 891/21 Khun Sawan Road, Bang Phuttra Subdistrict, Mueang Sing Buri District Singburi Province
Business	Financial institution engaging in securities business according to the law on securities and exchange, such as securities brokerage investment advisor and financial advisors in the issuance of securities
AWS Directors before the acquisition	<ol style="list-style-type: none"> 1. Mrs. Prammat Kwanchuen 2. Mr. Athipong Amatayakul 3. Mrs. Nopparat Intharudom 4. Mr. Chanachai Joonjiraporn

AWS Directors <u>after</u> the acquisition	NCL and the other shareholders shall appoint a new Board of Directors in AWS and NCL shall appoint a new board of director to be not less than half of the total board member.		
Shareholders <u>before</u> the acquisition (as of October 15 2021)	Name - Surname	Number (shares)	% of total shares
	1. Asia Wealth Holding Company Limited	44,490,375	100.00
	2. Mr. Pattanasorn Phaoenchoke	1	0.00
	3. Mrs. Kongkiat Sukwanitchavichai	2	0.00
	4. Miss Teewara Petchrak	1	0.00
	5. Mr. Andy Yue Chan	1	0.00
	Total	44,490,380	100.00
Shareholders <u>after</u> the acquisition^{3/}	Name - Surname	Number (shares)	% of total shares
	1. NCL International Logistics Plc.	26,694,228	60.00
	2. Mr. Chanachai Joonjiraporn	17,796,152	40.00
	3. Miss Warisa Kawsa-ard		
	4. Mr. Parin Sathianpagilanagorn		
	5. Mr. Perajed Suwannapasri		
	6. Mr. Suksan Yasasin		
	7. Mr. Tradsin Chongussayakul		
	8. Mr. Theera Piromsawasdi		
	Total		

Note 3 / The purchase of AWS shares of the Company is the purchase of shares with seven individuals.

Financial Summary	Audited as of December 31 and Audited 6-Month as of June 30, 2022 (Unit: Thai baht)			
	Balance Sheets	Audited 2022	Audited 2021	Reviewed 6M2022
	Total assets	669,649,191	640,906,254	652,095,341
	Total liabilities	269,001,330	205,591,045	232,766,418
	Total Shareholders' Equity	400,647,861	435,315,209	419,328,923
	Profit (Loss) Statements	Audited 2022	Audited 2021	Reviewed 6M2022
	Revenue	156,732,219	257,501,997	93,496,419
	Total costs and expenses	(260,601,167)	(218,937,998)	(107,665,211)
	Profit (loss) before finance costs and income tax expenses	(103,868,948)	38,563,999	(14,168,792)
	financial cost	(7,237,668)	(4,029,477)	(1,653,851)
	Profit (loss) before income tax expenses	(111,106,616)	34,534,522	(15,822,643)
	income tax expenses	(330,000)	(330,000)	(163,643)
	Profit (loss) for the year	(111,436,616)	34,204,522	(15,986,286)

5 Value of Assets Acquired

After the acquisition, the Company will be the largest shareholder of AWS, which has a total asset value as of the audited accounts ended June 30, 2022 equal to THB 652.09 million.

6 Total Value of Consideration and Criteria Used to Determine Total Value of Consideration

6.1 Total Value of Consideration

This acquisition of AWS shares has a total consideration of THB 372,000,000.- as the details have been mentioned above.

6.2 Criteria Used to Determine the Total Value of Consideration

The Company determined the price of the purchase of AWS common shares for a total of THB 372,000,000.-, which the criteria for consideration were determined from the negotiation between the buyer and the seller by considering the fair value of the shares which the management of the Company together with the financial advisor to evaluate the share value according to various financial valuation methodologies and determined that the appropriate share value should be based on the Discounted Cash Flows Approach, which should more accurately reflect the capabilities and future performance of AWS. The fair value of AWS at 60% is valued at approximately THB 418.30 million.

7 Expected Benefits to the Company

1. As this transaction is a purchase of more than 50% of AWS ' shares, AWS will become a subsidiary of the Company. The Company shall recognize the income from AWS immediately after successful transaction.
2. It is a diversification of business risks by investing in other businesses besides the logistics business in which the Company currently operates.
3. It is an investment in the securities business during the time when the stock market is in a trough caused by the COVID-19 crisis. Therefore, it is expected that the securities business will return to the uptrend after the crisis is over and return to profitability which will make maximize the return to the Company.

8 Source of Funds Used to Purchase Assets

For funding to acquire 60% of AWS, Thai baht 372,000,000.- shall come from the issuance of debentures issued according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on July 26, 2022 in the amount of THB 500,000,000.-, which is in the process of applying for an approval from the Office of the Securities and Exchange Commission.

9 Conditions for the Transaction

9.1 Conditions Precedent

The material conditions precedent are as follows:

1. The Office of the Securities and Exchange shall approve NCL becoming the shareholder of AWS and the appointment of the persons nominated by NCL as directors of AWS.
2. The Seller shall cause AWS to sign a management agreement with Mr. Chanachai Juljiraporn for a period of at least 2 years after the successful completion of the Acquisition.
3. The Seller shall remove all pledges of all the shares of AWS and disclose to NCL and the pledgee of the removal from AWS's share registration book and deliver the actual execution copy of the letter accompanied with the pledgee's signatures and deliver the share certificates to NCL for consideration.
4. The Seller shall fulfill the conditions specified in the share purchase agreement and other agreements related to the purchase.

9.2 Material Conditions After Acquisition

1. On the day the Acquisition is completed, the Seller agrees to place a collateral in the form of cash amount of THB 13,800,000.00.- to NCL to compensate for damages related to the lawsuit arising prior to the completion date as specified in the share purchase agreement as well as any fine from events occurring prior to the completion date as related to AWS insufficient liquidity risk management and/or AWS's net liquidity capital calculation and maintenance that was below the law requirement, in the case where AWS is a defendant in the lawsuit. NCL shall be able to deduct such amount from the payment of the purchase price.

In the event that the damage value is lower than the collateral amount in the lawsuit (only the judgment amount for the cases with the final judgment as related to only AWS), NCL shall deliver

the difference between the collateral amount and the damages payable to the plaintiff and return the balance to the Seller within three business days.

In the case of the above collateral is insufficient to pay for the damages arising from any lawsuits or fines in relation to AWS insufficient liquidity risk management and/or AWS's net liquidity capital calculation and maintenance that was below the requirement by law, NCL shall have the right to claim damages for the difference between the damages according to the final judgment or the fines levied against AWS and the collateral value.

2. On the day the Acquisition is completed, the Seller agrees to place the collateral in the form of a letter of guarantee issued by a financial institution in the amount of THB 10,800,000.- with a validity of at least 2 years from the date of completion of the purchase to the buyer as collateral for compensation for damages arising from the lawsuits. In the event that the letter of guarantee expires before the final judgment in the above case, the Seller agrees to bring a new letter of guarantee with a limit and a period of not less than the original to place it with the buyer until such a case reach a final verdict.

In the event that the damage is less than the value of the letter of guarantee, NCL shall have the right to demand the bank to pay the letter of guarantee equal to the damages payable to the plaintiff or in the event that the Seller pays such damages to the buyer directly, NCL shall return the letter of guarantee to the Seller within three working days.

In the event that the bank guarantee is not sufficient to pay damages to the plaintiff, NCL shall have the right to claim damages for the difference between the damages according to the final judgment and the value in the letter of guarantee.

3. On the day following the completion of the Acquisition, AWH shall repay the loan including any other liabilities due to AWS in the amount of THB 196,361,929.39 to AWS in full and provide proof of payment to the buyer for consideration

10 Opinion of the Board of Directors Regarding the Transaction

It is the opinion of the Board of Directors that the acquisition of ordinary shares of AWS, a securities company, is consistent with the Company's business plan, which is to diversify into other businesses that mitigate the business cycle of the core logistics business. From the current situation whereby many businesses are affected by the epidemic of COVID-19, the valuation of the acquisition is valued based on the current environment that remains repressed under the impact of COVID-19. As the COVID-19 risk subsides, it is likely that the acquisition price of such business will be at a substantial premium to the approved acquisition price. In addition, the acquisition price is lower than the fair value calculation by the financial advisor and the Company's management. The Board of Directors has the opinion that this investment will create added value and diversify risks in the Company's business in the future. Therefore, the Board of Director has resolved to approve to the transaction.

11 Opinion of the Audit Committee and/or the Company's Directors with Different Opinions from the Board of Directors

The Audit Committee's opinion is consistent with the Board of Directors above.

The Company hereby certifies that the information contained in this report correct and complete in all respects.

Please be informed accordingly.

Yours Sincerely,

(.....)

Authorized Director