

SONIC-018/2562

May 21, 2019

Subject: The acquisition of assets (edit)

To: The President  
The Stock Exchange of Thailand

Sonic Interfreight Public Company Limited (SONIC) would like to notify to the Stock Exchange of Thailand that the Board of the Directors' Meeting No. 3/2019 which was held on May 17, 2019 has resolved to approve the purchase of lands are as follows:

	Transaction	Approximate cost
1	purchase of lands	80,000,000 baht
2	Land development	25,000,000 baht
3	Purchase of machinery and equipment	<u>35,000,000</u> baht
	installation for use	<u>140,000,000</u> baht

The transaction is considered an acquisition of assets with value, size, transaction type, type 2 transaction. According to the method of calculating the transaction size use the total value of consideration criteria in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand dated August 31, 2008 and 2004 dated October 29, 2004,

However, The Company does not have an asset acquisition transaction that has to be calculated during the past 6 months (December 2018 - May 2019) with the maximum total size of 25.27% which is considered as the acquisition of assets type 2 which requires The company Has a duty to disclose information regarding the transaction within 21 days from the date of disclosure to the SET However, the above transaction is not considered as a connected transaction according to the announcement of the connected transaction. Please be informed accordingly.

Yours sincerely,

Best regards,

Sonic Interfreight Public Company Limited

*Dr. Santisuk Kosiarpant*  
(Dr. Santisuk Kosiarpant)  
Chief Executive Officer

*Mr. Ranut Lieolertsakulchai*  
(Mr. Ranut Lieolertsakulchai)  
Director

**Information Memorandum on the Acquisition Of Assets of  
Sonic Interfreight Public Company Limited (SONIC)**

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

The Board of Directors' Meeting of Sonic Interfreight Public Company Limited No. 3/2019 on May 17, 2019. To approved the companies Procurement of land development Purchase of machinery and equipment installation Which is planned to be completed within 240 days.

**2.Related Parties and Relationship with the Company**

Buyer : Sonic Interfreight.Co., Ltd.,

Sellers: Pinthong Industrial Park.Co., Ltd.,

Relationship : The Buyer and the Sellers is not deemed as a connected person of the Company Entering into such transaction is considered a non-connected transaction as per Notification of the Capital Market Supervisory Board No. Tor Jor.21/2008 Re: Rules on Connected Transactions, which refers to 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, 2003.

However, there is the information of the major shareholders of Pinthong Industrial Park Public Company Limited as per details are as follows.

No.	Name	Number of shares
1.	Pinthong Hosting Company Limited	302,208,000
2.	JTW Asset Company Limited	293,410,000
3.	Mr.Phira Pattamaworakulchai	206,228,000
4.	Mr. Papon Pattamaworakulchai	7,304,000
5.	Mr. Peer Pattamaworakulchai	5,124,000
6.	Mr. Phongsa Pattamaworakulchai	5,114,000
7.	Miss Nana Pattamavorakulchai	5,114,000
8.	Mrs. Sununha Phiphathirunkun	4,607,000
9.	Mrs. Yaowapa Pattamaworakulchai	4,224,000
10.	Mr. Arthit Pattamworakulchai	2,434,000

### 3. General Characteristics of the Transactions

Sonic Interfreight Public Company Limited purchased 21-2-32.4 rai of land or 34,529.60 square meters of land. The Located at Pinthong Land Project, No.1, Nong Kham Subdistrict, Si Rat District, Chonburi Province

#### Calculation of the Transaction Size

The purchase price of Land is Baht 140,000,000 or equals to 25.27 pursuant to the total value of consideration basis and the calculation based on the Company's consolidated financial statements of the period ended 31 March 2019.

The details of calculation of the Transaction size

Calculation Basis	Formula	Transaction Size
1. Net Tangible Asset Value	Unable to calculate as it is a purchase of assets	-
2. Net Profit	Unable to calculate as it is a purchase of assets	-
3. Total Value of Consideration	Amount paid or received/ total assets of the Company $(203,081,007 \times 100) / 803,797,269$	25.27%
4. Total Value of Securities	Unable to calculate as it is a purchase of assets	-

The Company does not have acquisition of assets in the past six months. The total 4 size is equal to 25.27 % pursuant to the above calculation basis, which is considered as a Class 2 transaction of acquisition of assets under the Notifications on Acquisition and Disposition, under which the Company is obligated to disclose the information regarding the execution of the transactions to the Stock Exchange of Thailand ("SET") immediately and shall deliver a written notice along with the information memorandum of the execution of the transactions to the Company's shareholders within 21 days from the date of disclosure of the transactions to the SET. Neither transaction constitutes a related party transaction under the notification on related party transactions.

### 4. Summary of Details of Acquired Assets

4.1 purchase of lands from Pinthong Industrial Park Public Company Limited. The purchase price is Baht 80,000,000

Lands of the total area is 21-2-32.4 rai, or 34,529.60 square meter. located on Pinthong Land, No.1, Nong Kham Subdistrict, Si Rat District, Chonburi Province

Document of Land Title	Land No.	Survey Page	Area (rai-ngan-wa)
1. Land Title Deed No. 173107	5213	30045	12.1.87.2
2. Land Title Deed No. 640	104	3716	9.0.45.2

4.2 Land development	25,000,000	baht
4.3 Purchase of machinery and equipment installation for use	<u>35,000,000</u>	baht
Total	<u>140,000,000</u>	baht

#### 5. Total Value of Consideration

The total value of the consideration of the acquisition of assets consists of the total value of the estimated investment budget. 140,000,000 baht

#### 6. Value of Acquired Assets

Expected to use the investment in this project approximately 140,000,000 baht, equal to the total value of the return.

#### 7. Basis for Determination of the Value of Consideration

The value of the return is due to the purchase price of the land. According to the market price Estimated land development price from professional appraisers And the estimation of the purchase price of machinery and equipment installation According to the market price.

#### 8. Anticipated Benefits from the Transactions

To create a stable income for the company And create additional value for shareholders in the long term because Good performance and continuous growth By investing land and buildings for branch buildings, amount 9,420,000 Baht as Report of the Utilization of Capital Increase of Sonic Interfreight from IPO Proceed that has been published to investors on 30 January 2019.

#### 9. Source of Funding

- Capital increase of 50.58 million baht
- Loans from financial institution whereby the drawdown does not restrict distribution of dividend in the event that the Company distributes dividends to its shareholders.

**10. Conditions on Entry into the Transactions**

The entry into the aforementioned transactions is considered a Class 4 acquisition of assets pursuant to the Notifications on Acquisition or Disposition. The Company is required to disclose information on the transactions to the SET, and deliver a written notice along with the information memorandum of the transactions to the Company's shareholders within 21 days from the date of disclosure of the transactions to the SET.

**11. Opinion of the Company's Board of Directors Concerning Entry into the Transactions**

The Board of Directors has resolved to approve this transaction. The Board of Directors is of the opinion that the investment for reasonable and will generate benefits to the Company in terms of business expansion, access to a broader market and growth in its total assets, revenues and profits through consolidation of financial statements. Therefore, the transaction is deemed reasonable and beneficial and will help enhance the Company's business potential in the long term. The Board of Directors accordingly passed a unanimous resolution to approve the entry into this transaction.

**12. Opinion of the Audit Committee and/or any Directors that is Different from the Company's Board of Directors' Opinion**

-None-

**13. The Responsibility of the Directors with Respect to the Information in Documents Sent to the Shareholders**

The Board of Directors of the Company has cautiously reviewed this document and hereby certifies that information in this Information Memorandum is accurate, complete, and true, without information which may lead others to misunderstand in material matter and not concealing any significant information supposed to be disclosed.

**14. Opinion of an Independent Expert**

-None-

**15. Pending Material Lawsuits or Claims**

-None-



16. Interests or Connected Transactions between the Listed Company and Directors, Management and Shareholders Directly or Indirectly Holding Shares Amounting to 10 Percent to More

-None-

The Company hereby certifies that the information provided herein is accurate and complete in all respects.

Best regards,

Sonic Interfreight Public Company Limited

*Dr. Santisuk Kosiarpnanat*

(Dr. Santisuk Kosiarpnanat)

Chief Executive Officer

*Mr. Ranut Lieolertsakulchai*

(Mr. Ranut Lieolertsakulchai)

Director

**SONIC INTERFREIGHT PUBLIC COMPANY LIMITED**

79/349,350 1st, 2nd Floor, Sathupradit Road, Chongnonsee, Yannawa, Bangkok 10120, Thailand

Tel no.: 02 213-2999 Fax no.: 02 213-2644