

SONIC-018/2562

May 21, 2019

Subject: The acquisition of assets (Additional)

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 To expand the logistics service area. The details 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,

The company calculated the transaction size according to the total value of consideration criteria. Will get this transaction size equal to 17.70 percent of the total assets of the company And when combining the acquisition of other assets in the last 6 months The transaction size is equal to 25.68 percent of the total assets of the company. Which is considered a type 2 asset acquisition transaction, which is a transaction that is equal to or higher than 15 percent but less than 50 percent which requires the company Is obliged to prepare a report and disclose information on the transaction to the Stock Exchange of Thailand And send a notice to shareholders 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.

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:**

Resolution of the Board of Directors Meeting No. 3/2562 on May 17, 2019 has approved the Company Procurement of land development Purchase of machinery and equipment installation 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 detailed below.

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 expands the logistics service area for investing in the land size 21-2-32.4 rai or equal to 34,529.60 square meters. Located at Pinthong Land Project, Address 1, Nong Kham Subdistrict, Sriracha District, Chonburi Province. The value of the transaction is 77,211,000 baht. The total transaction value when including land transfer registration fees Which will be responsible for each half between the buyer and seller Will have a total value of not more than 80,000,000 baht by payment terms. The company will pay 30 percent of the trading value. After making a contract and pay the remaining 70 percent of the trading value when registering the land transfer.

By purchasing land and the company will develop the land in the amount of not more than 25 million baht and purchase machinery and equipment in the amount not exceeding 35 million baht for use in logistics services.

#### Calculation of the Transaction Size

The value of price of Land is Baht 140,000,000 or equals to 17.70 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 $(140,000,000 \times 100) / 790,787,996$	17.70%
4. Total Value of Securities	Unable to calculate as it is a purchase of assets	-

However, the company has an asset during the past 6 months, worth 63.08 million baht, which is the transaction size equal to 7.98% of the total assets of the company. The total assets of this transaction with the company will be 25.68 percent of the total assets of the company. Which is classified as the acquisition of assets of type 2 according to the announcement of the acquisition or disposal which the company has a duty to disclose the information of the transaction to the market Securities of Thailand ("The Stock Exchange") immediately and must send a notice to the shareholders together with information on the transaction within 21 days from the date of disclosure of the transaction to the SET. Connected transactions according to the announcement of connected 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 specified by Pinthong Industrial Park Public Company Limited or the seller who owns the project. Which is the market price with reference to the price of nearby land in the said project As for the price estimation of land development, based on professional appraisers And the estimation of the price of machinery and equipment such as (forklifts) , cranes etc. based on the market price.

#### 8. Anticipated Benefits from the Transactions

- To create a stable income for the company and create additional value for the shareholders of the company in the long term due to good performance and has continued to grow.
- To increase logistics service areas in Sriracha Chonburi province to facilitate the service provided to customers who import or export through the Laem Chabang port.

#### 9. Source of Funding

- The money received from the IPO for the purpose of using money to buy land and buildings for branches 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

-None-