



No.NCL-M 02/17

February 24, 2017

Subject: Resolution of the Board of Director's Meeting No.1/2017, Issuance of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company (NCL-W2), Capital Increase, Appointment a New Executive Management, Setting the Date for AGM of the Year 2017 and Suspension of Dividend

To : President,  
The Stock Exchange of Thailand

NCL International Logistics Public Company Limited ("The Company") would like to inform the resolution of the Board of Director's Meeting No.1/2017 hold on February 24, 2017, following details;

1. Approved to propose to the annual general shareholder's meeting for consideration the issuance of the warrants to purchase the newly issued ordinary shares of the company ("NCL-W2") in the number of up to 64,650,000 units, to the allocated to the existing shareholders of the company pro rata to their respective shareholdings (Right Offering), at no cost, at the allocation ratio of every 6.5 existing shares for 1 unit of NCL-W2 Warrants. The term of NCL-W2 Warrants will be 12 months from the issuance date and the exercise price will be at 1.50 Baht per share
2. Approved to propose to the annual general shareholder's meeting for consideration to increase Baht 17,500,000 of the registered capital of the company from Baht 140,000,000 to Baht 157,500,000 by issuing 70,000,000 shares, at the par value of Baht 0.25 per share to accommodate the exercise of NCL-W2 Warrant and for reserve of the exercise of warrant and according to a condition of warrant NCL-W1
3. Approved to propose to the annual general shareholder's meeting for consideration the allocation of 70,000,000 newly issued ordinary shares at the par value of Baht 0.25 per share, to accommodate the exercise of NCL-W2 Warrant 64,650,000 shares and for reserve of the exercise of warrant and according to a condition of warrant NCL-W1 5,350,000 Shares

4. Approved to propose to the and shareholder's meeting for consideration the amendment of clause 4 of the company's memorandum of association to be in line with the increase of the company's registered capital from 560,000,000 shares to 630,000,000 shares as follows:

"Clause 4 Registered capital Baht	157,500,000	(One hundred fifty seven million and five hundred thousand baht)
Divided into	630,000,000	(Six hundred thirty million shares)
Par value per share Baht	0.25	(Twenty-five Satang)
Dividend into		
Ordinary shares	630,000,000	(Six hundred thirty million shares)
Preferred shares	-	(-)

5. Approved the statements of financial position and statements of comprehensive income as of December 31, 2016 be approved by board of director, audit committee and certified public accountant and proposed to the shareholders meeting for consideration and approval.
6. Approved to propose to the annual general shareholder's meeting for consideration the allocation of profit to legal reserve Baht 10,500,000 (Ten million five hundred thousand baht) and suspension of dividend from the company's performance for the year 2016
7. The Board of Director excluding the director having conflict of interest, agrees with the Nomination and Remuneration Committee approved the retirement by rotation at the 2017 Annual General Meeting of Shareholders of 3 members agreed to propose to the Annual General Meeting of Shareholders to elect directors to the Company's directors for another term as follows:

Name	Position
7.1 Mr.Korn Dabbaransi	Chairman of the Board of Directors / Independent Director / Director
7.2 Mr.Somchai Chanpattanakorn	Audit Committee/ Independent Director / Risk Management Committee / Chairman of the Nomination and Remuneration Committee / Director
7.3 Mr.Wantenan Techamorakot	Director / Risk Management Committee

Mr.Somchai Chanphatanakon would not accept the position continuously from a lot of work to do. Therefore, the meeting of the nomination and remuneration committee proposed Mrs.Naree Boontherawara, to replace Mr.Somchai Chanphatanakorn. The Board of Directors approved and authorizes the Board nomination and remuneration Committee to propose Mrs.Naree Boontherawara to

the annual general meeting of shareholders to consider and approve to replace as a Director, Audit Committee/ Independent Director for a vacancy position.

8. The Board of Director agrees with the Nomination and Remuneration Committee to propose Gen.Porpol Maneerin to be the Director/ Independent Director/ Audit Committee/ Risk Management Committee / Nomination and Remuneration Committee of additional that the qualified and suitable to the position above and corporate good governance to be proposed to the annual general shareholder's meeting for consideration and approval. Therefore, the Audit Committee shall be as follows:

- |    |              |              |                             |
|----|--------------|--------------|-----------------------------|
| 1. | Mr.Phongphan | Khongkamnoed | Chairman of Audit Committee |
| 2. | Mrs.Jitmanee | Suwannapool  | Audit Committee             |
| 3. | Mrs.Nari     | Bunthirawan  | Audit Committee             |
| 4. | Gen.Porpol   | Maneerin     | Audit Committee             |

9. The Board of Director agrees with the Nomination and Remuneration Committee has approved to appoint Mr.Phongphan Khongkamnoedas the Chairman of the Nomination and Remuneration Committee in the replacement of Mr.Somchai Chanphatanakonwho would be retired by rotation to be director for another term and would not accept the position continuously

10. Approved to propose to the annual general shareholder's meeting for consideration the director's remuneration for the year 2017 for total amount not exceed Baht 2,000,000 (Two million baht)

11. Approved to propose to the annual general shareholders meeting for consideration the appointment of auditors from EY Office Limited from the list below to be the Company's auditors and to fix the auditor's remuneration as set in the auditor's proposal to the company in the total amount of Baht 4,960,000 (Four million nine hundred sixty thousand baht)

Name of Auditors

- |    |                                 |                                      |
|----|---------------------------------|--------------------------------------|
| 1. | Mr. Chayapol Suppasedtanon,     | C.P.A. Registration No. 3972, and/or |
| 2. | Miss Orawan Techawatanasirikul, | C.P.A. Registration No. 4807, and/or |
| 3. | Miss RungnapaLertsuwankul,      | C.P.A. Registration No. 3516, and/or |
| 4. | Mr. SophonPermsirivallop        | C.P.A. Registration No. 3182, and/or |
| 5. | Mrs. GingkarnAtsawarangsalit,   | C.P.A. Registration No.4496, and/or  |
| 6. | Miss. PimjaiManitkajohnkit,     | C.P.A. Registration No. 4521, and/or |
| 7. | Miss Sumana Punpongsanon        | C.P.A. Registration No. 5872         |

12. Approved the Annual General Meeting of Shareholders of 2017 shall be convened on April 26, 2017 on 10.00 – 12.00 hrs. at the Bangkok Club, floor 28,Sathon City Tower, No.175 South Sathon Road, ThongMahaMek, Bangkok 10120 and approved that March 13, 2017will be fixed as a Record Date to determine the list of Shareholders eligible to attend the Annual General Meeting of Shareholders and the list of shareholders shall be collected in accordance with Section 225 of the Securities and Exchange Act, at the time of closing of registration of shares on March 14, 2016 to consider the following agendas:

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders Year 2016.
2. To acknowledge the overall performance of the Company's business operations for the year 2016.
- 3.To consider and approve the statements of financial position and statements of comprehensive income as of 31 December 2016.
4. To consider and approve the allocation of profit to legal reserve and suspension of dividend from the company's performance for the year 2016.
5. To appoint a new Directors to replace Directors who retire by rotation.
6. To consider and approve the Director's to be the Director / Independent Director/ Audit Committee/ Risk Management Committee / Nomination and Remuneration of additional
7. To consider and approve the Director's remuneration for the year 2017.
8. To consider and approve the appointment of the auditor and to fix the remuneration for the year 2017.
9. To consider and approve the issuance and allocation of 2 series of the warrants to purchase the newly issued ordinary shares of the company to the existing shareholders of the company through the Rights Offering NCL-W2
10. To consider and approve the increase of registered capital of the company to accommodate the exercise of NCL-W2 Warrant and for reserve of the exercise of warrant and according to a condition of warrant NCL-W1
11. To consider and approve the amendment of clause 4 of the company's memorandum of association to be in line with the increase of the company's registered capital
12. To consider and approve transact other business (if any).

13. The Board of Director agrees with the Nomination and Remuneration Committee has approved to appoint Mr. Marc Cheng as CO-CEO (Business Development). The appointment is effective from March 1, 2017

Please be inform accordingly,

Yours sincerely,

(Mr. KittiPhuathavornskul)  
Chief Executive Officer

## Enclosure 1

### Key Features of the Warrants to Purchase the Newly Issued Ordinary Shares of NCL International Logistics Public Company Limited No. 2 (NCL-W2)

- Name : Warrants to purchase the newly issued ordinary shares of NCL International Logistics Public Company Limited No. 2 (NCL-W2) (“NCL-W2 Warrants”)
- Type : In named certificate and transferable
- Number of warrants issued : Not exceed 64,650,000 units
- Number of share issued : Note exceed 64,650,000 shares ( Baht 0.25 per share )
- Allocation methods : NCL-W2 Warrants will be issued and allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering) at the allocation ratio of every 6.5 existing ordinary shares for 1 unit of NCL-W2 Warrants total not exceed 64,650,000 units. As the case may be, the fraction of warrant under 1 unit shall be rounded down.
- Issuance date : 1 June 2017
- Price per unit : Baht 0 (at no cost)
- Time to offer : In 1 year for the Shareholders approved
- Term of the warrants : 12 months from the issuance date.
- Exercise ratio : 1 unit of NCL-W2 Warrants for 1 new ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the provisions concerning the rights adjustment.
- Exercise price : Baht 1.50 per share, unless the exercise price is adjusted otherwise pursuant to the provisions concerning the rights adjustment.
- Exercise period : The warrant holders will be entitled to exercise their rights under NCL-W2 Warrants to purchase the newly issued ordinary shares of the Company two times. The first Exercise Date is on November 30, 2017 and the last Exercise Date will be on the date Enclosure of the 12 months from the issuance date. In the event that the last Exercise Date is not a business day, the last Exercise Date shall be postponed to the next business day.

Period for the notification of the intention to exercise the warrants : The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise NCL-W2 Warrants (the "Exercise Notice") within the period of 5 business days prior to each Exercise Date, except for the last Exercise Date in which the Exercise Notice shall be delivered within the period of 15 business days prior to the last Exercise Date.

Secondary market of the warrants : The Company will list NCL-W2 Warrants on the Stock Exchange of Thailand

Secondary market of the shares issued upon the exercise of the warrants : The Stock Exchange of Thailand

Expected benefits to shareholders from the capital increase : In the event the warrant holders exercise their rights under NCL-W2 Warrants to purchase the newly issued ordinary shares, the shareholders would gain the benefits from the Company equally the respective shareholders anything.

Dilution effects : 1) Control Dilution  
In the event that all of 64,650,000 units of INCL-W2 Warrants are fully exercised and all of the warrant holders who exercise the NCL-W2 Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 13.40% as per below calculation formula.

$$\text{Control Dilution} = [Q_w / (Q_o + Q_w)]$$

Q<sub>o</sub> = Number of the total issued shares of the Company 420,000,000 shares

Q<sub>w</sub> = Number of shares reserved to accommodate the exercise 64,650,000 shares

Therefore:

$$\begin{aligned} \text{Control Dilution} &= [64,650,000 / (420,000,000 + 64,650,000)] \\ &= 13.34\% \end{aligned}$$

2) Price Dilution

After the issuance and allocation of warrants to purchase the newly issued ordinary share existing shareholders (Right Offering). If the warrants are exercised, the entire amount. Will affect the market price of the share 3.67 % The formula is as follows:

$$\text{Price Dilution} = [(P_o - P_{\text{new}}) / P_o]$$

$P_o$  = The weighted average market price of the last 15 days before the Board of Directors' Meeting No. 1/2560 held on February 24, 2017 as Baht 2.07

$P_{\text{new}}$  = Market price after issuance = Baht 1.99

$$= [(P_o \times Q_o) + (P_w \times Q_w)] / (Q_o + Q_w)$$

$Q_o$  = Number of the total issued shares of the Company 420,000,000

$P_w$  = Price of warrant Baht 1.50 per share

$Q_w$  = Number of shares reserved to accommodate the exercise

64,650,000

Therefore;

$$\text{Price Dilution} = [(2.07 - 1.99) / 2.07]$$

$$= 3.67\%$$

### 3) EPS Dilution

$$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_x) / \text{EPS}_o$$

As the net profit of the company's four quarters reverse is as 0 Baht.

$\text{EPS}_o$  = The net profit per share before issuing the warrants is as -0- Baht (Par value per share is 0.25 Baht)

$\text{EPS}_x$  = The net profit per share after issuance of warrants is as N.A

EPS Dilution = N.A.

Rights adjustment of the warrants : The Company will be required to adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events:

(1) in case of a change in par value of the Company's ordinary share as a result of a combination or split of shares;

(2) in case the Company issues and offers newly issued ordinary shares to its existing shareholders and/or to the public and/or to specific investors (private placement) at the net price per share of the newly issued ordinary shares of the Company which is below 90 percent of the market price per share of the Company's ordinary shares;

(3) in case the Company issues any new securities to its existing shareholders and/or to the public and/or to specific investors (private placement) and such securities confer the rights to convert/exchange into



ordinary shares or the rights to purchase of the ordinary shares (such as convertible debentures or warrants to purchase the ordinary shares) at the net price per share of the newly issued ordinary shares reserved for the exercise of rights below 90 percent of the market price per share of the Company's ordinary shares;

(4) in case the Company makes payment of dividends, whether in whole or in part, in the form of the Company's ordinary shares;

(5) in the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit for any fiscal year;

(6) in any event where the warrant holders are caused to lose their rights and interest other than those stated in items (1) – (5), the Company shall consider the adjustment of the exercise price and/or the exercise ratio (or adjustment of the number of NCL-W1 Warrants in lieu of the exercise ratio) in a fair manner without depriving the rights of the warrant holders.

In this regard, the Executive Committee or a person delegated by the Executive Committee shall be authorized to determine amend and revise the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price.

Other conditions

: The Board of Directors or the person(s) designated by the Board of Directors shall be empowered: (1) to determine the conditions and other details which are necessary in connection with the issuance and allocation of NCL-W2 Warrants e.g. issuance date, details and procedures of allocation of NCL-W2 Warrants, exercise period and expiry date of NCL-W1 Warrants; (2) to enter into negotiations, agreement and execution of the relevant applications for permission and the other agreements and documents that are necessary for the issuance and allocation of NCL-W2 Warrants, including the arrangement and submission of applications for permission or waiver and the relevant documents to the competent authorities or agencies in connection with the issuance and allocation of NCL-W2 Warrants and (3) to take any other actions which are required for this issuance and allocation of NCL-W2 Warrants. The Company will not extend the warrant. Do not change the price And Exercise Unless it is adjusted according to the conditions of adjustment.

Warrant registrar

: Thailand Securities Depository Company Limited.

(F 53-4)

## CAPITAL INCREASE REPORT FORM

NCL International Logistics Public Company Limited

Date 24 February 2017

We, NCL International Logistics Public Company Limited (the "Company"), hereby report the resolutions of the Board of Directors' Meeting No. 1 /2017 held on February 24, 2017, with respect to the Company's capital increase and allocation of shares as follows:

## 1. Capital Increase

The Meeting of the Board of Directors passed the resolutions approving the increase of the registered capital of the Company from Baht 140,000,000 to Baht 157,500,000 by means of the issuance of 70,000,000 newly issued ordinary shares with a par value of Baht 0.25 per share totaling Baht 17,500,000.00 to accommodate the exercises of

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	70,000,000	0.25	17,500,000

## 2. Allotment of new shares

## 2.1 Details of Allotment

Allotted to	Number (shares)	Ratio (Existing : New)	Sale Price per share (Baht)	Subscription and payment period	Remark
To accommodate the exercise of NCL-W2 Warrants ("NCL-W2")	64,500,000	6.5 : 1	Baht 0 (at no cost) (Exercise Price: 1.50 Baht per share)	-	Please see Remark 1)

Allotted to	Number (shares)	Ratio (Existing : New)	Sale Price per share (Baht)	Subscription and payment period	Remark
For reserve of the exercise of warrant and according to a condition of warrant NCL-W1	5,350,000				

Remark:

- 1) The Board of Directors or the person(s) designated by the Board of Directors shall be empowered to determine the conditions and other details which are necessary in connection with the issuance and allocation of NCL-W2 Warrants and to enter into negotiations, agreement and execution of the relevant applications for permission and other agreements and documents that are necessary for the issuance and allocation of NCL-W2 Warrants, including the arrangement and submission of applications for permission or waiver and other documents to the competent authorities or agencies in connection with the issuance and allocation of NCL-W2 Warrants and the listing of NCL-W2 Warrants on the Stock Exchange of Thailand.

#### 2.2 The Company's plan in the case where there is a fraction of shares remaining

In the event that there is any change of the exercise ratio upon the occurrence of an event pursuant to the conditions of the rights adjustment as stipulated in NCL-W2 Terms & Conditions, as the case may be, and such change of the exercise ratio results in any fraction of shares to be allocated under NCL-W2 Warrants, as the case may be, the fraction of shares shall be rounded down.

#### 3. Schedule of the Annual General Meeting of Shareholders to approve the capital increase and the allotment of new shares

The Annual General Meeting of Shareholders of 2017 shall be convened on April 26, 2017 on 10.00 – 12.00 hrs. at the Bangkok Club, floor 28, Sathon City Tower, No.175 South Sathon Road, Thong MahaMek, Bangkok 10120 and approved that March 13, 2017 will be fixed as a Record Date to determine the list of Shareholders eligible to attend the Annual General Meeting of Shareholders and the list of shareholders shall be collected in accordance with Section 225 of the Securities and Exchange Act, at the time of closing of registration of shares on March 14, 2017

#### 4. Approval for the capital increase allotment of newly issued ordinary shares

- None -

5. Objectives of the capital increase and plans for utilizing proceeds obtained from the capital increase

To for working capital and expand the business.

6. Benefits which the company will receive from the capital increase/share allotment:

To enhance the financial strength of the Company and to provide increased financial flexibility in proceeding with its future projects.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The Company has a policy to distribute dividends to its shareholders not less than 50% of the net profit after tax and appropriation to legal reserve. However, the Board of Directors shall have the authority to consider waiving or amending such dividend policy subject to the condition that it will bring the greatest benefit to the shareholders, such as to use such portion of the net profit as a reserve for debt repayment, capital investment for production expansion or as a support in case of changing market conditions which would affect the Company's future cash flows.

7.2 A holder of NCL-W2 Warrants, as the case may be, who exercised the right to purchase the Company's newly issued ordinary shares, be entitled to obtain dividends if the Company declares dividend payment.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

-None-

9. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase or allotment of new shares:

No.	Schedule	Date/Month/Year
1	Board of Directors' Meeting approved	February 24, 2017
2	Inform Board of Directors' approved to SET	February 24, 2017
3	To determine the list of Shareholders eligible to attend the Annual General Meeting of Shareholders 2017 (Record Date)	March 13, 2017

No.	Schedule	Date/Month/Year
4	To comply the names by closing the share registrar for the meeting. According to article 225 of the Securities and Exchange Act	March 14, 2017
5	Annual General Meeting of Shareholders of 2017	April 26, 2017
6	Registration of capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days after the date of AGM 2017
7	Record date for determining the shareholders entitled to receive NCL-W2 Warrants and NCL-W2 Warrants	May 15, 2017
8	To comply the names by closing the share registrar for NCL-W2	May 16, 2017
9	Issuance date of the NCL-W2	1 June 2017  and/or other date that shall be determined by the Executive Committee and/or a person delegated by the Executive Committee to determine the issuance date

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

.....  
(Mr. Kittiphuathavornskul)

Director

.....  
(Ms. NetiradSang-Ngam)

Director