



**Invitation to
the Annual General
Meeting of Shareholders
for the Year 2017**

**26 April 2017
at 14.00 hrs.
at Ballroom, 3rd Floor,
The Grand Fourwings Convention Hotel
Bangkok**

Registration start at 12.00 hrs.

For your convenience in registration, please bring the Registration Form specifying a barcode shareholder registration number and proxy form (if any) and present the documents of identification on the meeting day.

Registration No. 0107557000306

25 March 2017

Subject Invitation to the Annual General Meeting of Shareholders for the Year 2017
To Shareholders of JWD InfoLogistics Public Company Limited
Enclosures

1. A copy of the Minutes of the Annual General Meeting of Shareholder for the Year 2016 held on 26 April 2016
2. Annual report of the Board of Directors and the financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2016 in form of CD-ROM
3. Names and profiles of the auditors and details of the remuneration of the auditors for the Year 2017
4. Biographies and relevant information of directors who are retired by rotation and nominated to be re-elected as directors for another term
5. Information on remuneration of directors for the Year 2017
6. Detail of the amendment and addition of the Objectives and the Memorandum of Association of the Company
7. Details of documents and evidence for attending the Shareholders' Meeting and explanation of proxy, registration and voting
8. The Company's Articles of Association concerning the Shareholders' meeting
9. Map of venue for Annual General Meeting of Shareholders for Year 2017
10. Names and profiles of independent directors proposed for proxy appointment and the Company's definition of Independent Directors
11. Proxy forms

Whereas the Board of Directors of JWD InfoLogistics Public Company Limited (the "Company") has resolved to convene the Shareholders' Annual General Meeting for the Year 2017 on Wednesday 26 April 2017 at 14.00 p.m. (the Registration starts at 12.00 p.m.), at Ballroom, 3rd Floor, the Grand Fourwings Convention Hotel Bangkok, No. 333 Srinakarin Road, HuaMark Sub-District, Bangkok District, Bangkok 10240. The agendas are as follows:

Agenda 1 Matters to be informed

Agenda 2 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2016 which was held on 26 April 2016

Objectives and Reasons The Annual General Meeting of Shareholders for the Year 2016 was held on 26 April 2016. The Minutes of the General Meeting of Shareholders for the Year 2016 were prepared and disclosed on the Company's website (www.jwd-group.com). The Company has sent a copy of such minutes together with this Invitation to the Meeting, details of which appear in

Enclosure No. 1.

Board of Directors' Opinion The Board of Directors has resolved to propose the Minutes of the General Meeting of Shareholders for the Year 2016 which was held on 26 April 2016 and accurately recorded to the Annual General Meeting of Shareholders for acknowledgement.

Voting This resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 3 Acknowledge the report of the Board of Directors regarding the operating result of the Company for the Year 2016

Objectives and Reasons The Company has summarized the operating result and significant changes for the Year 2016 as appeared in the Annual Report for the Year 2016 which was sent together with this Invitation to the Meeting, details of which appear in Enclosure No. 2.

Board of Directors' Opinion The Board of Directors has resolved to propose the report regarding the operating result of the Company for the Year 2017 which the Company has summarized the operating result and significant changes to the Annual General Meeting of Shareholders for acknowledgement

Voting This Agenda is for acknowledgement; therefore the resolution is not required.

Agenda 4 To consider and approve the financial statements for the fiscal year ended 31 December 2016

Objectives and Reasons In order to comply with the Public Limited Companies Act, B.E. 2535 (as amended), the Company has prepared a balance sheet and a profit and loss account at the end of the accounting year of the Company which have been audited by the auditor and proposed to the Annual General Meeting of Shareholders for approval. Details of which appear in the Annual Report for the Year 2016 which was sent together with this Invitation to the Meeting in Enclosure No. 2.

The Audit Committees' Opinion The Audit Committee has considered and reviewed the financial statements of the Company for the fiscal year ended 31 December 2016, which have been audited and signed by Mr. Sukit Vongthavaravat, a certified public accountant license no. 7816 of KPMG Phoomchai Audit Limited, and has deemed appropriate for the Board of Directors to propose the financial statements of the Company for the fiscal year ended 31 December 2016 to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' Opinion The Board of Directors has resolved to propose the financial statements of the Company for the fiscal year ended 31 December 2016, which have been reviewed and accepted by the Audit Committee to the

Annual General Meeting of Shareholders for consideration and approval. Information of the financial status and operating results for the Year can be summarized as follow:

Comparative Financial Statement of the Company (Partial)

Item	Consolidated F/S		Separate F/S	
	2016	2015	2016	2015
Total assets	5,318.02	4,982.67	3,201.86	2,482.47
Total liabilities	2,705.43	2,336.55	785.01	146.71
Total income	2,250.88	2,404.03	1,117.10	1,377.87
Net profit (loss) attributable to Owners of the Company	(8.86)	333.48	102.98	501.26
Net basic (loss) earnings per share (Baht/Share)	(0.01)	0.36	0.10	0.54

Voting This resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To consider and approve the appropriation of the net profit as legal reserve and the dividend payment for the Year 2016

Objectives and Reasons The Company has its dividend policy at the rate of not less than 40 percent of the net profit of the Company’s separate financial statements after deducting tax and appropriate as legal reserve and other reserve(s) (if any). However, the Company may consider the distribution of dividend different from those specified in the policy under the condition that such action shall be most beneficial to the shareholders depending upon the operating results, financial position, liquidity, necessity of working capital for the operation, investment plan and business expansion including economic condition.

In 2016, the Company has the net profit from the operation of Baht 102,982,201 and has no accumulated loss. Therefore, the Company is permitted to consider distributing the dividend to the shareholder pursuant to Section 115 of the Public Limited Companies Act, B.E. 2535 (as amended). In addition, according to Section 116 of the Public Limited Companies Act, B.E. 2535 (as amended) and Article 50 of the Article of Association of the Company, the Company shall appropriate not less than 5 percent of the annual net profit, less the accumulated loss (if any), until the reserved fund reaches the amount of not less than 10 percent of the registered capital.

Board of Directors’ Opinion The Board of Directors has resolved to propose the appropriation of the net profit and the dividend payment for the Year 2016 to the Annual General Meeting of Shareholders for consideration and approval, details of which are as follows:

- (a) To appropriate the net profit for the Year 2016 of Baht 102,982,201 (one

hundred two million nine hundred eighty two thousand two hundred and one Baht) as legal reserve in the amount of Baht 9,333,333 (nine million three hundred thirty three thousand three hundred and thirty three Baht), equivalent to 9.06 percent of the net profit of the Company, totaling to a legal reserve of Baht 51,000,000 (fifty one million Baht) which equal to 10 percent of the registered capital as required by the law.

- (b) To make the dividend payment from the operating results at the rate of Baht 0.08 (eight Satang) per share, for 1,019,999,943 shares, totaling to the dividend paid from the Company's operating results during the 12 months of the Year 2016 of Baht 81,599,995.44 (eighty one million five hundred ninety nine thousand nine hundred ninety five baht and forty four Satang), representing 79.24 percent of the net profit from the separated financial statement whereby all dividends shall be withheld taxes at the rate as specified by laws.

The Company has determined the date on which the recorded shareholder are entitled to receive the dividend (Record Date) to be on 11 May 2017 and the closing date on which name list of shareholders is compiled under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book to suspend share transfers was determined to be on 12 May 2017. The dividend payment shall be made on 26 May 2017.

Voting This resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 6 To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the Year 2017

Objectives and Reasons In order to comply with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 58 and Article 59 of the Article of Association of the Company, the Annual General Meeting of Shareholders shall appoint auditors and determine the remuneration of the auditors every year. The Annual General Meeting of Shareholders may re-appoint the former auditors.

The Audit Committees' Opinion The Audit Committee has considered and appointed KPMG Phoomchai Audit Limited ("KPMG") as the Company's auditor and selected 3 auditors of KPMG to be the Company's auditors for the Year 2017 namely; Mrs. Sasithorn Pongadisak or Ms. Vannaporn Jongperadechanon or Ms Marisa Tharathornbunpakul. Any of the auditors can conduct the audit and express an opinion on the Company's financial statements. However, none of the auditors has provided the auditing services or expressed their opinions on the financial statements of the Company for 5 consecutive years. In this regard, the proposed remuneration of the auditors for the Year 2017 shall be Baht 2,146,000 (two million one hundred and forty six thousand Baht), whereby such remuneration includes the services in preparing an auditor report of the financial statement and the review of the quarterly financial statements of the Company. The Audit Committee then recommended the Board of Directors to propose this matter to the Annual General Meeting of Shareholders for consideration and approval. Details of names and profiles of

the auditors and details of the remuneration of the auditors for the Year 2017 appear in the Names and profiles of the auditors and details of the remuneration of the auditors for the Year 2017 in Enclosure No. 3.

The proposed auditing company and auditors do not have the relationship or conflict of interest with the Company, the executives, the major shareholders or their related parties.

Board of Directors' Opinion The Board of Directors has resolved with the proposal of the Audit Committee to propose the appointment of the auditors and the determination of the remuneration of the auditors to the Annual General Meeting of Shareholders for consideration and approval.

Voting This resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 7 To consider and approve the election of directors to replace the directors who retire by rotation

Objectives and Reasons The Public Limited Companies Act, B.E. 2535 (as amended) and Article 18 of the Article of Association of the Company prescribes that at every Annual General Meeting of Shareholders, one-third of the directors shall retire. The directors retiring from the office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors who has held office the longest shall retire.

As present, the Company has 9 directors. In the Annual General Meeting of Shareholders for the Year 2017, there are 3 directors who retire by rotation in compliance with one-third of directors who retire by rotation as follows:

1. Mr. Mangkorn Dhanasarnsilp Director and Independent Director
2. Mr. Tanate Piriyothinkul Director
3. Mrs. Achara Nimitpanya Director

The three directors possess competence, knowledge and experiences which are appropriate and beneficial to the Company and they also meet qualifications required by the Public Limited Companies Act, the Securities and Exchange Act, the Notification of the Capital Market Supervisory Board, the Regulation of the Stock Exchange of Thailand and other relevant regulations. The independent director can independently express his opinion according to the Definition of the Independent Directors and relevant regulations.

Biographies and relevant information of directors who are retired by rotation and nominated to be re-elected as directors for another term appear in Enclosure No. 4.

During 7 November 2016 – 31 December 2016, the Company posted an announcement on the Company's website and made a notification via the electronic information system of the Stock Exchange of Thailand in order to invite the shareholders to nominate qualified person to be elected as a director of the Company. However, no shareholder proposed any nomination of directors.

Board of Directors' Opinion The Board of Directors has reviewed the election of directors and deemed that their qualifications appropriate and beneficial to the business of the Company. The independent director can independently express his opinion according to the Definition of the Independent Directors and relevant regulations. The Board of Directors, excluding the directors who have conflict of interest and retire by rotation, has agreed to propose the election of directors who retire by rotation to be directors of the Company for another terms as follows:

- | | | |
|---------------------------------|---------------|-----------------------------------|
| 1. Mr. Mangkorn
(re-elected) | Dhanasarnsilp | Director and Independent Director |
| 2. Mr. Tanate
(re-elected) | Piriyothinkul | Director |
| 3. Mrs. Achara
(re-elected) | Nimitpanya | Director |

Voting This resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 8 To consider and approve the determination of the remuneration of the directors for the Year 2017

Objectives and Reasons Article 33 of the Company's Article of Association stipulates that directors are entitled to receive the remuneration for performance of their duties, which are remuneration, attendance fee, pension, bonus or other forms of remuneration. However, the remuneration of the directors is commensurate with the result of the Company's operation and responsibility and performance of each directors. The remuneration of the directors shall be reviewed every year. Details of the remuneration of the directors appear in Enclosure No. 5.

Board of Directors' Opinion The Board of Directors has resolved to propose the determination of the remuneration of the directors for the Year 2017 in form of meeting allowance and annual bonus to the Annual General Meeting of Shareholders for consideration and approval whereby the meeting allowance for the non-executive Chairman of the Board of Directors and Chairman of the Audit Committee shall be Baht 25,000 per meeting and non-executive member of Board of Directors and member the Audit Committees shall be Baht 20,000 per meeting, and the meeting allowance for the executive Chairman of the Board of Directors shall be Baht 12,000 per meeting and the meeting allowance for other executive directors and committees shall be Baht 10,000 per meeting. Also, the Board of Directors shall be entitled to a bonus in an amount of not exceeding 0.5 percent of the dividend distributed to the shareholders which the Board of Directors shall determine an appropriate amount and distribute among themselves.

Voting This resolution in this Agenda shall comprise a vote of not less than two-thirds of the total number of votes of the shareholders present at the Meeting.

Agenda 9 To consider and approve the amendment of the Company's objectives and the Memorandum of Association Clause 3., Objectives of the Company

Objectives and Reasons As the Company has an intention to expand its scope of services, the Board of Directors has resolved to propose the amendment of the Company's objectives and the amendment of Memorandum of Association Clause 3., Objectives of the Company to the Annual General Meeting of Shareholders for consideration and approval in order to be consistent with the amendment of the Company's objectives. Details of which appear in the Detail of the Amendment and Addition of the Objectives and the Memorandum of Association of the Company which was sent together with this Invitation to the Meeting in Enclosure No. 6.

In addition, the Board of Directors has approved to propose to the Annual General Meeting of Shareholders to consider and approve to authorize Mr. Nattapume Pavaratn and/or any person assigned by him to execute the amendment of Memorandum of Association including but not limited to contacting, seeking approval from relevant authorities, including the Registrar of Public Company Limited and/or the Office of the SEC and the Stock Exchange of Thailand and to take any action necessary and relevant to the transaction in all respects until completion of the transaction, and to appoint and/or remove substitute to take the foregoing actions. In case the registrar of the Department of Business Development under Ministry of Commerce is unable to authorize and register any of the objectives, the authorized persons shall re-submit the registration of objectives as specified by the registrar as well as amend or add any statement or wording as deemed appropriate by the registrar.

Board of Directors' Opinion The Board of Directors has resolved to propose the amendment of the Company's objectives and the amendment of Memorandum of Association Clause 3., Objectives as well as the delegation of power to Mr. Nattapume Pavaratn and/or any person assigned by him to execute the amendment of Memorandum of Association and to take any action necessary and relevant to the transaction in all respects until completion of the transaction for consideration and approval.

Voting This resolution in this Agenda shall comprise a vote of not less than three-fourths of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda 10 To consider other matters (if any)

The Company has determined the date on which the recorded shareholder are entitled to attend the Annual General Meeting of Shareholders for the Year 2017 (Record Date) to be on 9 March 2017 and the closing date on which name list of shareholders is compiled under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book to suspend share transfers was determined to be on 10 March 2017.

You are cordially invited to attend the Annual General Meeting of Shareholders for Year 2017 on Wednesday, 26 April 2017, at 14.00 p.m., at Ballroom, 3rd Floor, the Grand Fourwings Convention Hotel Bangkok, No. 333 Srinakarin Road, Hua Mak Sub-District, Bangkok District, Bangkok 10240. The Company will open for the registration for attending the Annual General Meeting of Shareholders from 12.00 p.m. onwards.

In the event that you are unable to attend the Meeting, please appoint another sui juris person to attend the Meeting and cast the votes on your behalf, and fill in details and affix your signature in either Form A, Form B or Form C (Form C is for the shareholders who are foreign investors appointing a custodian in Thailand), *details of which appears in Enclosure 11* or you can download the Proxy Forms from the Company's website at www.jwd-group.com. Please select only one of the Proxy Forms.

For your convenience, the shareholders can grant a proxy by appointing one of the Company's Independent Directors to attend the Meeting and cast the votes on your behalf. Profiles and qualifications of the Independent Directors appear in Enclosure 10 attached together with this Invitation to the Meeting. Please submit the executed Proxy Form to the Company Secretary Department of JWD InfoLogistics Public Company Limited, No. 222 Krungthep Kreetha Road, Huamark Sub-District, Bangkok District, Bangkok 10240 by 22 April 2017.

Please be informed accordingly and cordially invited to attend the Meeting as above mentioned date, time and venue.

Yours faithfully,



(Mr. Charvanin Bunditkitsada)

Director

By order of the Board of Directors

JWD InfoLogistics Public Company Limited

Remark

The Shareholders can access the Invitation to the Annual General Meeting of Shareholders for the Year 2017 and all enclosures from the Company's website at www.jwd-group.com from 24 March 2017 onwards under "Investor Relations" > "Shareholders' Meeting" and may submit any query related to the Agenda of the Annual General Meeting of Shareholders for the Year 2017 to the Company Secretary Department of JWD InfoLogistics Public Company Limited at No. 222 Krungthep Kreetha Road, Huamark Sub-District, Bangkok District, Bangkok 10240 or email address at nattapume@jwd-logistics.com or kanokkarn@jwd-logistics.com.