



JWD InfoLogistics Public Company Limited  
222 Krungthep Kreetha Rd., Huamark, Bangkok,  
Bangkok 10240, Thailand.

T: +66 2710 4020  
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[www.jwd-group.com](http://www.jwd-group.com)



## **Criteria for Shareholders Right to Propose Agenda and Nomination of Director**

### **For the Annual General Meeting of Shareholders for the Year 2017**

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#### **1. Objective**

According to the Good Corporate Governance Policy regarding the rights and equitable treatment of all shareholders, the Board of Directors of JWD InfoLogistics Public Company Limited (“the Company”) resolved to offer the opportunity to the shareholders to propose any matter(s) as agenda(s) for the Annual General Meeting of Shareholders for the Year 2017 and/or qualified candidate(s) to be elected as the Company’s director(s). The Board of Directors has stipulated procedures and criteria as follows:

#### **2. Qualifications of Shareholders**

Shareholder who wishes to propose matter(s) as agenda and/or qualified candidate to be elected as the Company’s director(s) shall meet qualifications as to the followings:

- 2.1 Being the shareholder of the Company on the date of proposing agenda and/or qualified candidate(s) to be elected as the Company’s director(s) which can either be individual shareholder or combined shareholders
- 2.2 Holding minimum share of not less than 5% of total voting shares of the Company

#### **3. Criteria for Agenda Proposal**

##### **3.1 Matters not to be included in the Meeting Agenda**

- 1) The proposal that violates applicable laws, announcements, rules and regulations of the government authorities or involved government authorities, or not in compliance with the objectives, Article of Association, resolution of shareholders’ meeting or Good Corporate Governance of the Company
- 2) The proposal that is beneficial for specific person or group
- 3) The proposal that is under authority of the Board of Directors, Audit Committee, Executive Committee except the one causing significant impact on shareholders in general
- 4) The proposal that the Company has already implemented
- 5) The proposal that is beyond control of the Company
- 6) The proposal that is proposed by shareholders who are not fully qualified as specified in Clause 2. or not within specified time
- 7) The proposal from shareholders whose information provided is incomplete or incorrect, or from shareholders who are unreachable





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### 3.2 Conditions and Procedures for Consideration

- 1) The qualified shareholder according to Clause 2. shall prepare the Form for Proposing Agenda to the Board of Director, for proposing to the Annual General Meeting of Shareholders for consideration, through email of the Company Secretary: [nattapume@jwd-logistics.com](mailto:nattapume@jwd-logistics.com).

The shareholders shall submit the original Form for Proposing Agenda with signature and other supporting documents beneficial for the Board of Directors' consideration such as evidences of shareholding etc. to the Company within December 31, 2016 so as to provide sufficient time for the Board of Directors to consider.

- 2) In the case where a group of shareholders combines to be qualified under Clause 2., each shareholder shall individually fill in information in the Form for Proposing Agenda to the Board of Directors and sign their names as evidence, and gather evidence of shareholding of each shareholder into one set together with other supporting documents (if any) to the Company within December 31, 2016.
- 3) In the case where the shareholder or combined shareholders who are qualified under Clause 2. proposes more than one agenda item, the shareholders shall fill in all information in the Form for Proposing Agenda and sign their names as evidence, and propose to the Board of Directors with evidence of shareholding and other supporting documents (if any) within December 31, 2016.
- 4) In the case where the shareholder(s) provides incomplete or incorrect information, the Company Secretary shall notify to such shareholder(s) within January 13, 2017. If the shareholder does not correct and return of the original to the Company within January 27, 2017, the Company shall assume that the shareholder intends to cancel such proposal.
- 5) The Company Secretary shall gather the proposal to the Board of Directors within February 2017.
- 6) The proposal which is approved by the Board of Directors will be included as agenda in the Invitation to the Annual General Meeting of Shareholders together with the Board of Directors' opinion. As for the proposal which is not approved by the Board of Directors shall be informed, with declining reasons, through the Company's website at [www.jwd-logistics.com](http://www.jwd-logistics.com) and on the date of the Annual General Meeting of Shareholders.

## 4. Criteria for Nomination of Director

### 4.1 Qualifications of Director

- 1) Being fully qualified and not be prohibited under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2551





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- 2) Having knowledge, skill, expertise and experience in various fields which are advantageous to their performance of director and operation of the Company
- 3) Being able to fully and sufficiently devote their times to the Company
- 4) Being meritorious and ethical

#### 4.2 Procedures for Consideration

- 1) The qualified shareholder according to Clause 2. shall prepare the Form for Nominating Director to the Board of Director, for proposing to the Annual General Meeting of Shareholders for consideration, through email of the Company Secretary: [nattapume@jwd-logistics.com](mailto:nattapume@jwd-logistics.com).

The shareholders shall submit the original Form for Nominating Director with signature and other supporting documents beneficial for the Board of Directors' consideration such as evidences of shareholding, evidence of consent of nominated person as specified in the Form for Nominating Director and documents for consideration of qualification etc. to the Company within December 31, 2016 so as to provide sufficient time for the Board of Directors to consider.

- 2) In the case where a group of shareholders combines to be qualified under Clause 2., each shareholder shall individually fill in information in the Form for Nominating Director to the Board of Directors and sign their names as evidence, and gather evidence of shareholding of each shareholder into one set together with other supporting documents (if any) to the Company within December 31, 2016.
- 3) In the case where the shareholder(s) provides incomplete or incorrect information, the Company Secretary shall notify to such shareholder(s) within January 13, 2017. If the shareholder does not correct and return of the original to the Company within January 27, 2017, the Company shall assume that the shareholder intends to cancel such proposal.
- 4) The Company Secretary shall gather the proposal to the Board of Directors within February 2017.
- 5) The nominated person who is approved by the Board of Directors will be listed in agenda in the Invitation to the Annual General Meeting of Shareholders together with the Board of Directors' opinion. As for the nominated person which is not approved by the Board of Directors shall be informed, with declining reasons, through the Company's website at [www.jwd-logistics.com](http://www.jwd-logistics.com) and on the date of the Annual General Meeting of Shareholders.