

No. WICE 037/2019

26 February 2019

Subject Report the resolution of the Board of Directors Dividend payment and annual general meeting of shareholders

To : President  
The Stock Exchange of Thailand

WICE Logistics Public Company Limited held a meeting of the Board of Directors No. 1/2019 on 25 February 2019 and has a significant resolution.

1. Acknowledged the operating results of the Company for the year 2018 by submitting to the Annual General Meeting of Shareholders for the year 2019 to consider and acknowledge further.

2. Approved the financial statements of the company ended on December 31, 2018 by proposing to the Annual General Meeting of Shareholders for the year 2019 to consider and approve further.

3. Approved the allocation of profit for the year 2018 and dividend payment The details are as follows

3.1 Allocate legal reserve not less than 5% of net profit, 5,487,500 baht

3.2 Cash dividend payment Which is considered a dividend payment at the rate of 0.13 baht per share or in the amount of 84.75 million baht or 77.22 percent of the profit for the year Which will be paid from the profit for the year according to the separate financial statements And all dividends will be withholding tax at the rate specified by law By determining the list of shareholders who have the right to attend the Annual General Meeting of Shareholders and for the right to receive dividends (Record Date) on Wednesday 13 March 2019 and pay dividend on 16 May 2019. The right to Receiving dividends above is still uncertain. Since it must be approved by the Annual General Meeting of Shareholders for the year 2019 first

4. Approved the appointment of directors who retired by rotation to be re-appointed for another term as follows:

4.1 Mr. Ekaphol Pongstabhon Chairman of the Board / Independent Director

4.2 Mr. Chudet Kongsoonthorn Managing Director – Business Development

4.3 Mr. Wichai Xiao Audit Committee and Independent Director / Nomination and Remuneration Committee

With Mr. Wichai Xiao, who is a director due to retire by this time Has expressed his intention not to be nominated to the Annual General Meeting of Shareholders for consideration and appointment for another term The Nomination and Remuneration Committee Meeting No. 1/2019, held on 6 February 2019, resolved to consider the nomination of qualified and not prohibited persons as required by law To propose to the Annual General Meeting of Shareholders to consider the appointment as Audit Committee and Independent Director Instead of the director who is retired by rotation is Mrs. Wandee Patiwejwong

Therefore, the meeting approved the re-appointment of the former directors who retired by rotation to be re-appointed for another term.

Mr. Ekaphol Pongstabhon Chairman of the Board / Independent Director

Mr. Chudet Kongsoonthorn Managing Director – Business Development

And passed a resolution to appoint 1 director to replace the retired director by the total of 3 persons, Mrs. Wandee Patiwajwong To be proposed to the Annual General Meeting of Shareholders for the year 2019 to consider and approve

5. Approved the determination of the directors' remuneration for the year 2019 in the form of meeting fees per time. And special bonuses by considering the operating results but not more than 1%. Net profit of the consolidated financial statements

5.1. Meeting allowance for the Chairman (each time)	40,000
5.2. Meeting allowance (Per person at a time)	20,000
5.3. Chairman of the Audit Committee meeting fee (each time)	25,000
5.4. Meeting fee for Audit Committee (Per person at a time)	20,000
5.5. Chairman of the Nomination and Remuneration Committee (each time)	25,000
5.6. Meeting fee for Nomination and Remuneration Committee (Per person at a time)	20,000
5.7. Meeting allowance for Chairman of the Enterprise Risk Management Committee (each time)	25,000
5.8. Meeting of the Enterprise Risk Management Committee (Per person at a time)	20,000

Other remuneration - None -

The Company will propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve.

6. Approve The Appointment Of Auditors And The Audit Fee For The Year 2019 From E Y Office Company Limited With Mr. Chayapol Suppasdtanon, Certified Public Accountant No. 3972 Or Miss Rungnapa Lertsuwankul, Certified Public Accountant No. 3516 Or Miss Rosaporn Decharkom, Certified Public Accountant No. 5659 Or Miss Sumana Punpongsonon, Certified Public Accountant No. 5872 Or Miss Orawan Techawatanasirikul Certified Public Accountant No. 4807, Auditor Of The Year 2019

By offering compensation the audit fee is 2,570,000 baht. The appointment of the auditor and the audit fee for the year 2019 has been considered and approved by the Audit Committee. Which the Company will propose to the Annual General Meeting of Shareholders for the year 2019 For further approval

7. Approved the amendment of the Company's Articles of Association Article 28 and Clause 29 regarding the Board of Directors meeting with electronic media and Article 38, the rights of shareholders to call the extraordinary general meeting of shareholders as follows:

7.1 Article 28 and Article 29: Board of Directors Meeting with Electronic Media

According to the announcement of the National Peacekeeping Council No. 74/2014 on Electronic Media Conference Which must be In accordance with the standard of security of electronic media meeting 2014 and the Department of Business Development's explanation Subject to the electronic media meeting of the registered partnership, limited company, public limited company, trade association and Chamber of Commerce have determined that the meeting Can be done through electronic media With the legal effect as well, so to increase convenience Company meeting Therefore proposed to amend the Articles of Association of Article 28 and Article 29 as follows

No	Company regulations	Draft regulations of the company requesting amendments
28	<p>The Board of Directors must meet at least three (3) months at a time. In the meeting of the board of directors To the Chairman Or the person assigned by the Chairman Send meeting invitations to the directors Not less than seven (7) days before the meeting date the meeting notice must specify the date, time, place and agenda. Unless necessary, urgently to protect the rights or benefits of the company Will inform the meeting by other methods And the meeting date may be set earlier than that</p> <p>In the case that two (2) directors are requested to have a meeting of the board of directors The Chairman of the Board shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p>	<p>The Board of Directors must meet at least three (3) months at a time. In the meeting of the board of directors Whether it's a self-meeting or an electronic media meeting To the Chairman Or the person assigned by the Chairman Send meeting invitations to the directors Not less than seven (7) days before the meeting date The meeting notice must specify the date, time, place and agenda. Unless necessary, urgently To protect the rights or benefits of the company Will inform the meeting by other methods And the meeting date may be set earlier than that</p> <p>However, if it is a meeting of the Board of Directors via electronic media Sending meeting invitations and meeting documents Can be sent by electronic mail</p> <p>In the case that two (2) directors are requested to have a meeting of the board of directors The Chairman of the Board shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p>

No	Company regulations	Draft regulations of the company requesting amendments
28		<p>The Board of Directors of the Company can arrange a meeting at the locality where it is located. Head office of the company or nearby provinces or where, as determined by the Chairman or the person designated by the Chairman of the Board of Directors Will require the directors of the company to attend the meeting and take any action In such meetings via electronic media</p>
29	<p>At the meeting, at least half (1/2) of the total number of directors is required to constitute a quorum.</p> <p>The chairman of the board shall be the chairman of the board meeting. In the event that the Chairman is unable to participate in the meeting or is unable to perform his duties If there is a vice chairman, the vice chairman will be the chairman of the meeting instead. If there is no vice-chairman or there is, but cannot perform the duty The directors attending the meeting shall elect one director to be the chairman of the meeting.</p> <p>The decision of the meeting of the Board of Directors shall be decided by a majority of more than half (1/2) of which one (1) director has one (1) vote, but the director who has an interest in any matter shall have no right to vote Vote on that matter If the votes are equal, the Chairman of the meeting shall have one more vote (1) The vote is final.</p>	<p>In each board meeting Whether it's a self-meeting or an electronic media meeting At least half (1/2) of the total number of directors is required to constitute a quorum.</p> <p>The chairman of the board shall be the chairman of the board meeting. In the event that the Chairman is unable to participate in the meeting or is unable to perform his duties If there is a vice chairman, the vice chairman will be the chairman of the meeting instead. If there is no vice-chairman or there is but cannot perform the duty The directors attending the meeting shall elect one director to be the chairman of the meeting.</p> <p>In the meeting of the Board of Directors via electronic media, it is done through the meeting control system that has a process to maintain information security by allowing with sound recording or In accordance with the announcement of the Ministry of Information and Communication Technology. Regarding the security standard of electronic media meeting 2014, dated November 24, 2014 and / or amended in the future</p> <p>The directors who attend the board meeting via electronic media by means and in accordance with the conditions mentioned above are considered to be</p>

No	Company regulations	Draft regulations of the company requesting amendments
29		<p>attending the meeting which can be counted as a quorum and considered that the meeting of the Board of Directors via such electronic media has the same effect as the meeting in accordance with the methods provided in this law and regulations</p> <p>The decision of the meeting of the Board of Directors shall be decided by a majority of more than half (1/2) of which one (1) director has one (1) vote, but the director who has an interest in any matter shall have no right to vote on that matter If the votes are equal, the Chairman of the meeting shall have one more vote (1)</p> <p>The vote is final.</p>

7.2 Article 38 Rights of shareholders to call an extraordinary meeting of shareholders

To comply with Section 100 of the Public Company Limited Act BE 1992, as amended by the order of the head of the treatment group National Peace and Order No. 21/2017 Re: Amendments to the law to facilitate business operations Therefore propose to amend Article 38 of the Company's Articles of Association

Public Company Limited Act 1992 (Amended by the NCPO's Chief Order 21/2017)	Company regulations	Draft regulations of the company requesting amendments
<p>Section 100 One or many shareholders Which has a total of not less than ten percent of the total number of shares sold, will be named together to request the Board of Directors to call an extraordinary meeting of shareholders at any time but must specify the subject and Reasons for asking The meeting must be clearly specified in the said letter. In this case, the board of directors must arrange for a meeting of shareholders within forty-five days. From the date of receipt of the letter from the shareholder</p>	<p>The Board of Directors must arrange for a meeting of shareholders at least one year (1) . Such meetings shall be called the general meeting shall be held within four (4) months after the end of the fiscal year of the company. Other shareholders' meetings shall be called "extraordinary meetings".</p> <p>The Board of Directors may call an extraordinary meeting at any time, but the Board of Directors may deem appropriate. Or when shareholders holding shares of not less than one fifth (1/5) of the total number of shares sold or the number of shareholders not less than twenty-five (25) people who have a combined share of not</p>	<p>The Board of Directors must arrange for a meeting of shareholders at least one year (1). Such meetings shall be called The general meeting shall be held within four (4) months after the end of the fiscal year of the company. Other shareholders' meetings shall be called "extraordinary meetings".</p> <p>The Board of Directors may call an extraordinary meeting at any time, but the Board of Directors may deem appropriate. Or when one or more shareholders holding shares of not less than ten percent (10) of the total number of shares sold To be named together to make a request to the Board of Directors to</p>

Public Company Limited Act 1992 ( Amended by the NCPO's Chief Order 21/2017)	Company regulations	Draft regulations of the company requesting amendments
<p>In the event that the Board of Directors does not hold a meeting within the period specified in the first paragraph All shareholders Which is named or other shareholders Together, the number of shares as required shall be called by the meeting itself Within forty-five days from The maturity period under the first paragraph in this case To be considered a meeting Holding shares held by the Board of Directors Which the company is responsible for the expenses that are incurred from the provision Have meetings and Facilitate as appropriate</p> <p>In the event that the shareholders' meeting is a meeting because the shareholders under paragraph two, the number of shareholders attending the meeting does not constitute a quorum as specified in Section 103, the shareholders under paragraph The two must jointly be responsible for compensation for damages caused by arranging the meeting for that company.</p>	<p>less than one-tenth (1 / 10 ) of the total number of shares sold Name each other, make a book in the same issue Requesting the extraordinary general meeting at any time, in which the request must specify clearly what to call for a meeting The board of directors must hold a meeting within one (1) month from the date of receipt of the letter from the shareholders.</p>	<p>call an extraordinary meeting of shareholders at any time but must clearly specify the subject and reason for requesting the meeting to be called in the said book In this case The board of directors must hold a meeting within fourteen (45) days from the date of receiving the letter from the shareholders.</p> <p>In the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph two All shareholders who are named or other shareholders Together, the number of shares as required shall be called by the meeting itself Within forty-five (45) days from the due date of the period under paragraph two In this case Shall be considered as a meeting of shareholders which the Board of Directors convenes The company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate.</p> <p>In the event that the meeting of shareholders is called for a meeting because the shareholders under paragraph three of any time the number of shareholders who attended the meeting was not complete as a quorum as specified. The shareholders under paragraph three must jointly be responsible for reimbursement of expenses incurred from arranging for that meeting for the company</p>

The Company will propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve.

8. Approved the Annual General Meeting of Shareholders for the year 2019 on Thursday 25 April 2019 at 10:00 hrs. At Sathorn 1 Room, M Floor, Anantara Sathorn Bangkok Hotel No. 36 Soi Narathiwat Ratchanakarin 8/1 Yan Nawa Subdistrict, Sathon District, Bangkok 10120 with the following agenda

- Agenda 1 Certified the Minutes of the Annual General Meeting of Shareholders for 2018
- Agenda 2 Acknowledged the operational results of the year 2018
- Agenda 3 To approve the balance sheet and profit and loss for the year 2018 for the year ended December 31, 2018
- Agenda 4 Consider and approve the allocation of profit and dividend payment for the year 2018
- Agenda 5 To consider the election of directors to replace those retiring by rotation
- Agenda 6 Consider and approve the Board of Directors' remuneration for the year 2019
- Agenda 7 Consider appointing the auditor and determine the audit fee for the year 2019
- Agenda 8 Consider and approve amendments to the regulations of the Company, Article 28, Clause 29 and Clause 38
- Agenda 9 Consider other matters (if any)

As the company provided the opportunity for the shareholders to participate in proposing the agenda and / or nominating to be considered as the company's director in advance prior to the 2019 annual general meeting of shareholders from 1 October 2018 - On December 31, 2018, there was no shareholder proposing the agenda. And / or nominate any person to be considered as a director

Please be informed accordingly

Yours sincerely,



Poramaporn Chamnongsuk

Company Secretary