



Invitation to the Annual General Meeting of Shareholders for the Year 2024

In the form of Hybrid Meeting (Physical and Online)
29 April 2024, at 10.30 a.m.
at Banthat Thong meeting room, 6th Floor Workspace,
MeSpace Self Storage Siam Building, 188/72 Chulalongkorn Soi 16,
Banthat Thong Rd., Wang Mai, Pathum Wan, Bangkok.

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The Company has disclosed all the documents relating to the Annual General Meeting of Shareholder for Year 2024 on its website at www.scgjwd.com

Note: The Company has disclosed the Minutes of Annual General Meeting of Shareholder for the year 2023 on 12 May 2023 via the electronic system of The Stock Exchange of Thailand and the company website at www.scgjwd.com , heading “Investor Relations” > “Shareholder Information” > “Shareholders Meeting”

1 April 2024

- Subject Invitation to the Annual General Meeting of Shareholders for the Year 2024 in the form of Hybrid Meeting (Physical and Online)
- To Shareholders of SCGJWD Logistics Public Company Limited
- Enclosures
1. Annual report of the Board of Directors and the financial statements of the Company for the fiscal year ended 31 December 2023 in form of QR Code
 2. Names and profiles of the auditors and details of the remuneration of the auditors for the Year 2024
 3. Biographies and relevant information of directors who are retired by rotation and nominated to be re-elected as directors for another term
 4. Information on compensation of directors for the Year 2024
 5. Details of the amendment to of the Company's objectives
 6. Details of documents and evidence for attending the Shareholders' Meeting and Proxy
 7. The Company's Articles of Association concerning the Shareholders' meeting
 8. Names and profiles of independent directors proposed for proxy appointment and the Company's definition of Independent Directors
 9. Rules for attending the shareholders' meeting via electronic media (E-Meeting)
 10. Acceptance for the invitation of the shareholders' meeting via electronic media (E-Meeting)
 11. Privacy Notice for the shareholders' meeting
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 13. Proxy forms
 - 13.1 Proxy forms A (General), 13.2 Proxy forms B. and
 - 13.3 Proxy forms C. (Custodian)

Whereas the Board of Directors of SCGJWD Logistics Public Company Limited (the "Company") has resolved to convene the Annual General Meeting of Shareholders for the year 2024 in the form of Hybrid Meeting (Physical and Online) on 29 April 2024 at 10.30 a.m. (the Registration starts at 09.30 a.m.) at Banthat Thong meeting room, 6th Floor Workspace, MeSpace Self Storage Siam Building, 188/72 Chulalongkorn Soi 16, Banthat Thong Road, Wang Mai, Pathum Wan District, Bangkok. The agendas are as follows:

Agenda 1 **To acknowledge the report of the operating result of the Company for the Year 2023**

Objectives and Reasons The Company has summarized the operating result and significant changes for the Year 2023 as appeared in the Annual Report for the Year 2023 which was sent 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 report regarding the operating result of the Company for the Year 2023 which the Company has summarized the operating result and significant changes to the Annual General Meeting of Shareholders for acknowledgment.

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

Agenda 2 **To approve the financial statements for the fiscal year ended 31 December 2023**

Objectives and Reasons In order to comply with the Public Limited Companies Act, B.E. 2535 (as amended), the Company has prepared a statement of financial position and a statement of comprehensive income 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 2023 which was sent together with this Invitation to the Meeting in Enclosure No. 1.

The Audit Committee' Opinion The Audit Committee has considered and reviewed the financial statements of the Company for the fiscal year ended 31 December 2023, which have been audited and signed by Mr. Ekkasit Chuthamsatid, a certified public accountant registration no. 4195 of KPMG Phoomchai Audit Co., Ltd., and have deemed appropriate for the Board of Directors to propose the financial statements of the Company for the fiscal year ended 31 December 2023 to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' Opinion The Board of Directors have resolved to propose the financial statements of the Company for the fiscal year ended 31 December 2023, 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 2023 can be summarized as follow:

Comparative Financial Statement of the Company (Partial)

Unit : Million Baht

Item	Consolidated F/S		Separate F/S	
	2022	2023	2022	2023
Total assets	13,041.35	39,198.22	7,687.25	31,955.85
Total liabilities	9,606.96	15,892.89	5,401.60	10,174.30
Total equity	3,434.39	23,305.33	2,285.65	21,781.56
Revenue from rental and rendering of services	5,902.13	23,732.36	1,259.90	5,190.62
Total income	5,988.16	23,979.05	2,083.83	5,899.22
Net profit (loss) (attributable to Owners of the Company)	504.32	761.32	712.78	515.33
Net basic earnings (loss) per share (Baht/Share)	0.49	0.44	0.70	0.30

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

Agenda 3 To approve the appropriation of the net profit as legal reserve and the dividend payment for the Year 2023

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 2023, the Company has the net profit as presented in separate financial statements at of THB 515.33 Million 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), aligned with the company's dividend payment policy.

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 as legal reserve and the dividend payment for the Year 2023 to the Annual General Meeting of Shareholders for consideration and approval, details of which are as follows:

- (A) Not allocating net profits to be a legal reserve. Since the company has registered capital of THB 905,510,153 and the legal reserve of THB 90,551,016 has already been allocated, equivalent to 10 percent of the registered capital as required by law.
- (B) Paid dividend by cash at the rate of THB 0.25 per share or the amount of approximately THB 452.75 million or being 87.86% of the net profit in the separate financial statements operating period from 1 January 2023 to 31 December 2023, or 59.47% of the net profit in the consolidated financial statements which is in accordance with the dividend payment policy. The dividend shall be paid out of the net profit of the separate financial statement The total of dividend shall be deducted withholding tax at the rate as prescribed by law.

The Company has determined the date on which the recorded shareholders are entitled to receive the dividend (Record Date) to be on 10 May 2024. The dividend payment shall be made on 27 May 2024.

Comparative dividend payment to the previous year

Details on Dividend Payment	2021	2022	2023 (To Consider)
1. Net profit of the consolidated financial statement (Million Baht)	571.68	504.32	761.32
2. Net profit of the separate financial statement (Million Baht)	318.40	712.78	515.33
3. Number of Shares (Million Shares)	1,020	1,020*	1,811
4. Dividend paid per share (Baht/Share)	0.25	-	0.25
4.1 Interim dividend	-	0.78	-
4.2 Dividend Payment after Interim dividend paid	-	-	-
5. Total dividend paid (Million Baht)	255.00	795.60	452.75
6. Dividend paid / Net profit of the consolidated financial statement	44.61%	157.76%	59.47%
7. Dividend paid / Net profit of the separate financial statement	80.09%	111.62%	87.86%
8. Share price (Baht/Share)	22.00 (30 Dec 2021)	21.50 (31 Dec 2022)	15.4 (31 Dec 2023)
9. Dividend Yield	1.14%	3.63%	1.62%

*Before capital reduction and capital increase of 1,811,020,306 shares on 13 December 2022 and 14 December 2023, respectively

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

Agenda 4 To approve the appointment of the auditors and the determination of the remuneration of the auditors for the Year 2024

Objectives and Reasons In order to comply with the Public Limited Companies Act, B.E. 2535 (as amended) and Articles 58 and 59 of the Articles 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 Ltd. ("KPMG") as the Company's auditor and selected 4 auditors of KPMG to be the Company's auditors for the Year 2024 namely; Mr. Ekkasit Chuthamsatid or Ms. Marisa Tharathornbunpakul or Ms. Nawarat Nitikeatipong or Ms. Jamjuree Sathapornchaiwat. 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 2024 shall be THB 3,550,000 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 but excludes other non-audit fees that the company will actually pay. 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 2024 appear in Enclosure No. 2.

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. The proposed audit company is the Company subsidiaries' auditor.

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 for the Year 2024 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 5 To 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 have held office the longest shall retire.

At present, the Company has 12 directors. In the Annual General Meeting of Shareholders for the Year 2023 there are 4 directors who retire by rotation in compliance with one-third of directors who retire by rotation as follows:

- | | | |
|-----------------------|---------------|---|
| 1. Mr. Vichate | Tantiwanich | Independent Director
(Lead Independent Director) |
| 2. Assoc. Prof. Manoj | Lohatepanont | Independent Director |
| 3. Mr. Kalin | Sarasin | Director |
| 4. Mr. Charvanin | Bunditkitsada | Director |

The four 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. Therefore, the Board of Directors propose to the Annual General Meeting of Shareholders for consideration and approval that the election of directors who retire by rotation to be directors of the Company for another terms.

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. 3.

During 30 October 2023 – 31 December 2023, 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.

Nomination Remuneration Corporate Governance and Sustainable Development Committee (“NRC”) 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. NRC recommended that the Board of Directors propose to the Annual General Meeting of Shareholders for consideration and approval that the election of directors who retire by rotation which the aforementioned names to be directors of the Company for another terms.

Board of Directors’ Opinion The Board of Directors has been screened and carefully consideration of these proposed candidates and has resolved with the proposal of NRC to propose the election of directors who retire by rotation to be directors of the Company for another terms to the Annual General Meeting of Shareholders for consideration and approval. For independent directors, the Board of Directors has considered and ensured that the nominated independent directors have the qualifications in compliance with the legal requirements pertaining to independent directors.

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 determination of the compensation of the directors for the Year 2024

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. 4.

Nomination Remuneration Corporate Governance and Sustainable Development Committee (“NRC”) has carefully considered director compensation to ensure that it is commensurate with the Company performance, business size, each member’s responsibility and performance, and other companies in similar industries. NRC recommended that the Board of Directors propose to the Annual General Meeting of Shareholders for consideration and approval that the determination of the compensation of the directors for the Year 2024 with details as follow:

Monetary compensation

Unit: THB

Board of Directors and Sub-committees	Position	Criteria and remuneration					
		Compensation fee per month ¹ (THB/Person/Month)		Attendance fee (THB/Person/Meeting)		Bonus	
		2023	2024 (To consider)	2023	2024 (To consider)	2023	2024 (To consider)
Board of Directors (The Chairman of the Board of Directors and Directors who are appointed to be executive shall not be entitled to compensation in the form of monthly remuneration)	Chairman	20,000	20,000 (unchanged)	40,000	40,000 (unchanged)	not exceeding 0.5 percent of the Dividend distributed to the shareholders by the Board of Directors which determines the appropriate amount and divided among themselves	not exceeding 0.5 percent of the Dividend distributed to the shareholders by the Board of Directors which determines the appropriate amount and divided among themselves (unchanged)
	Director	15,000	15,000 (unchanged)	30,000	30,000 (unchanged)		
Audit Committee	Chairman	-		25,000	25,000 (unchanged)	-	
	Director			20,000	20,000 (unchanged)		
Nomination Remuneration Corporate Governance and Sustainable Development Committee	Chairman	-		25,000	25,000 (unchanged)	-	
	Director			20,000	20,000 (unchanged)		
Executive Committee	Chairman	Suspended		Suspended		Suspended	
	Director	Suspended		Suspended		Suspended	
Risk Management Committee	Chairman	Suspended		Suspended		Suspended	
	Director	Suspended		Suspended		Suspended	

Other compensation

Other compensation	2023	2024
-None-	-None-	-None-

The compensation of the directors for the Year 2024 shall be effective from the date that the shareholders' meeting has approved onwards.

Board of Directors' Opinion the Board has made a resolution concurring with the proposal made by NRC to recommend and proposed the determination of the compensation of the directors for the Year 2024 to the Annual General Meeting of Shareholders for consideration and approval.

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 7 To approve the amendment of the Company's objectives and Memorandum of Association to be consistent with the amendment of the Company's objectives

Objectives and Reasons To cover all types of business that the company may operate in the future, the company aims to expand the Company's objectives from 36 to 73 items and amend the memorandum of association to be consistent with the amendments to the objectives. The details of the amendment to of the Company's objectives appear in Enclosure No. 5.

In addition, to be consistent with the changes to the above objectives. The company needs to amend the memorandum of association as follows:

Original : The company's objectives consisted of 36 items.

New : The company's objectives will be consisted of 73 items

In this respect, it is proposed that the Co-Chief Executive Officers or the persons assigned by the Co-Chief Executive Officers be empowered to sign and file any applications or documents pertaining to the registration of the amendment of the Company's objectives and Memorandum of Association with the Department of Business Development at the Ministry of Commerce; as well as to amend or revise any contents or statements in these applications or documents; and to perform any acts necessary therefor or pertaining thereto as considered appropriate, in order to comply with the applicable laws, rules, regulations, and interpretations of the relevant authorities, including the recommendations or instructions of the registrar or officials.

Board of Directors' Opinion the Board of Directors considers it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the Company's objectives from 36 items to 73 items

to cover all types of business that the company may operate in the future and Memorandum of Association to be consistent with the amendment of the Company's objectives, including the relevant delegation of authority.

Voting A resolution approved with a vote of no less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are eligible to vote.

Agenda 8 To consider other matters (if any)

The Company has determined the date on which the recorded shareholders are entitled to attend the Annual General Meeting of Shareholders for the Year 2024 (Record Date) to be on 19 March 2024.

In the event that you are unable to attend the Meeting, please appoint another sui juris person to attend the Hybrid Meeting (Physical and Online) and cast the votes on your behalf, and fill in details and affix your signature in either Form A (General) or 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 13 or you can download the Proxy Forms from the Company's website at www.scgjwd.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 appears in Enclosure 8 attached together with this Invitation to the Meeting. Please submit the executed Proxy Form to the Company within 24 April 2024 via the Company Secretary, SCGJWD Logistics Public Company Limited, No. 36 Krungthep Kreetha Road, Huamark Sub-District, Bangkok District, Bangkok 10240.

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

Yours faithfully,

- Mr. Charvanin Bunditkitsada and Mr. Bunn Kasemsup -

(Mr. Charvanin Bunditkitsada and Mr. Bunn Kasemsup)
Director and Co-Chief Executive Officer
Authorized Person of the Board of Directors
SCGJWD Logistics Public Company Limited

Remark

- The Shareholders can access the Invitation to the Annual General Meeting of Shareholders for the Year 2024 and all enclosures from the Company's website at www.scgjwd.com from 1 April 2024 onwards under "Investor Relations"> "Information for Shareholders"> "Shareholders' Meeting"

- The Company has disclosed the Minutes of Annual General Meeting of Shareholders for the year 2023 on 12 May 2023 via the electronic system of The Stock Exchange of Thailand and the company website at www.scgjwd.com, heading "Investor Relations" > "Shareholder Information" > "Shareholders Meeting"