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No. SJWD 0021/2024

10 May 2024

Subject: The Connected Transaction of purchasing shares in SCG International Vietnam Co., Ltd.

To: The President
The Stock Exchange of Thailand

SCGJWD Logistics Public Company Limited (the "Company" or "SJWD") hereby informs the Board of Directors Meeting No. 3/2024 held on 9 May 2024, has passed the resolution that approved the connected transaction of purchasing 100 percent shares in SCG International Vietnam Company Limited ("SCG Inter VN"), aligns with mandatory post-merger conditions between the Company and SCG Logistics Management Company Limited ("SCGL") (the merger transaction was completed on October 1, 2023). Details of the transaction are as follows:

1. **Date of Transaction** : The company's agreement to enter into the contract is set for a date within May 2024.
The expected closing date for the transaction is June 2024.
2. **Related parties and the Company's relationship**
 - Purchaser** : SCGJWD Logistics Public Company Limited
 - Seller (Related party)** : SCG International Corporation Co., Ltd. ("SCG Inter")
 - The Company's relationship** : SCG Inter is a related party to the company, given that SCG Distribution Company Limited ("SCG Dist") owns 99.97 percent of its shares. SCG Dist is the company's major shareholder, holding 13.20 percent.
3. **Type of Connected Transactions** : Acquisition of Assets
 - Company Name** : SCG International Vietnam Co., Ltd. ("SCG Inter VN")
registered in Vietnam
 - Type of Business** : SCG Inter VN is a third-party logistics provider (3PLs) with over 10 years of experience in the logistics industry. It has established a network of service providers specializing in truck and container transport, offering logistics services across Vietnam and facilitating cross-border freight transport

in Thailand, Cambodia, Laos, and China as well as being an expert in warehouse management and offers value-added services to enhance logistics efficiency.

Paid-up capital : VND 32,400,000,000 or approximately THB 47,854,800
(refer to an exchange rate of THB 0.1477 / VND 100)

Boad of Directors : Mr. Abhijit Datta

Mr. Yongyos Pholtanawat

Mr. Soontornpol Veerapravati

Mr. Pote Thammongkol

List of shareholders before and after the transaction

List of shareholders	Before transaction	After transaction
SCG Inter	100%	-
SJWD	-	100%

Overview of SCG Inter VN's financial position and operational performance based on financial statements.

Unit : Million VND

Item	FS Y2021	FS Y2022	FS Y2023	Retained Earnings period Jan – Mar 2024
Revenue from sales or service	1,533,563	1,607,079	1,090,364	191,206
Cost	(1,433,570)	(1,506,656)	(1,011,484)	(175,762)
SG&A expenses	(81,413)	(91,383)	(90,155)	(12,351)
Profit (loss)	16,802	13,762	(11,567)	4,085
Total current assets	349,087	291,023	281,600	198,440
Retained earnings	44,260	58,022	6,455	10,540
Shareholder's equity	75,981	89,743	38,176	42,261

Value of Connected Transaction : Trading stocks at a 100 percent ratio for a total amount of about THB 193 million or approximately VND 130.670 billion (refer to an exchange rate of THB 0.1477 / VND 100).

Price evaluation criteria : The value of consideration comprises the amount used to purchase ordinary shares of SCG Inter VN, as agreed upon between the company and the seller. The appropriate method is considered to reflect business, competition, and operations as well as the potential of business operations, such as the Discounted Cash Flow or DCF method.

4. Clearing and Settlement

Payment method : The full payment is made in cash on the day SJWD receives the share transfer.

Source of Funds : Company's cash flow

5. Size of transaction

Information as per the consolidated financial statements of SJWD, for the 1st quarter of 2024 as of March 31, 2024.

(Unit: THB)

Net tangible assets (NTA)	6,930,384,000
0.03% of NTA	2,079,115
3% of NTA	207,911,520
Value of transaction	193,000,000

This transaction is regarded as a connected transaction and categorized as assets. Once considering the size of the transaction under the Notification of the Connected Transactions, the transaction size is greater than 0.03% but less than 3% of the net tangible assets (NTA) of the Company, as per reviewed consolidated financial statements as of March 31, 2024. However, there were no related transactions caused by the same person or related person in six months before this transaction. Therefore, the transaction is categorized as medium size, the company is required to seek approval from the Board of Directors meeting and disclose the information to the Stock Exchange of Thailand.

6. **Expected benefits to the Company** : This transaction aligns with mandatory post-merger conditions between the Company and SCGL. The Company anticipates receiving the following benefits:
- (1) The internal restructuring has consolidated the logistics businesses of subsidiaries within the same group, enabling more effective management.
- (2) the financial results of SCG Inter VN can be consolidated into SJWD's financial statements
7. **Opinion of the Board of Directors** : The Board of Directors has carefully considered and has determined that entering into this connected transaction is appropriate and beneficial for the Company and shareholders under reasonable terms. This decision aligns with mandatory post-merger conditions, particularly as internal restructuring has consolidated the logistics businesses of subsidiaries within the same group, enabling more effective management. This strategic move is expected to enhance the company in various aspects, including business, costs, and management. Consequently, the Board of Directors has resolved to approve participation in the aforementioned connected transaction.
8. **Opinion of the Audit Committee** : The Audit Committee unanimously agreed without any dissenting opinions.

The size of the transaction mentioned above is not considered as a significant acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorChor.20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and relating regulations.

Please be informed accordingly

Yours Faithfully

-Signed-

(Mr. Nattapume Pavarath)

Company Secretary