



บริษัท สมาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงอ้อมดํา
เขตบางขุนเทียน กรุงเทพมหานคร 10150

SABUY 003/2022

Date January 11, 2022

Subject: Acquisition of ordinary shares in PaysPost Service Co., Ltd. Laundry Bar (Thailand) Co., Ltd. Citysoft Infotech Co., Ltd. Investment in startup business of SABUY Accelerator Co., Ltd. in EATLAB Co., Ltd., Keene Profile (Thailand) Co., Ltd. and capital increase in SABUY Accelerator Co., Ltd.

To: The President
Stock Exchange of Thailand

SABUY Technology Public Company Limited ("the Company") would like to notify the resolutions of the Board of Directors Meeting No. 1/2022 held on January 10, 2022, which approved the details as follows:

- 1. Approve the purchase of ordinary shares of Payspost Service Company Limited ("Payspost") in the proportion of not more than 75% from the existing shareholders. The total investment value is not more than 56.25 million baht, with details of the transaction as follows:**

Party : Buyer: the Company

Seller: Existing Shareholders are not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 2 1 / 2 5 5 1 re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Rules, Procedures, and disclosure of information concerning the connected transaction of Listed Companies B.E. 2546 (as amended). Hence, the Company is not required to undertake actions according to such regulations.

Business Type : Payspost operates business in the form of franchise sales to operators in transportation services by collecting leading domestic transport in one store, such as Flash Express, Thailand Post and J&T Express, etc. bank loan Car registration loan, insurance work, document work, bill payment, money transfer, various services in one shop At present, Pays Post has 1,317 franchise branches and has also opened a management system (Operating Platform) for Pay Point Company Limited (Pay Point) which has 500 franchise branches, which operate the business of Same with Pays Post.

Expected benefits : Support strategy for the growth of the Group of Companies in related business especially the expansion of the payment point Electronic payment services, POS services, and may also include money transfer services. Adding a top-up point Channels to expand the vending machine business Providing services to commercial banks such as deposits and withdrawals,



and increasing the number of branches in the delivery group and advancing towards becoming a leader in the Dropoff business.

2. Approve the purchase of ordinary shares of Laundry Bar Thai Company Limited (“LBT”) in the proportion of not more than 20% from the existing shareholders. The total investment value is not more than 45.00 million baht, with details of the transaction as follows:

Party : Buyer: the Company

Seller: Existing Shareholders are not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 2 1 / 2 5 5 1 re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Rules, Procedures, and disclosure of information concerning the connected transaction of Listed Companies B.E. 2546 (as amended). Hence, the Company is not required to undertake actions according to such regulations.

Business Type : LBT as a service provider Self-service laundromat (Self-Service Laundry) and is the innovator of automatic detergent dispenser innovation. To pass the laundry detergent softener and disinfectant into the machine to answer the question of cleanliness full comfort and provide washing and drying machines with quality, standards, hygienic, fast, washing and drying can be completed within 1 hour.

Expected benefits : 1. Create Business Synergy in the Company's services such as Payment Channel, Vending Machine and in the Company's 7 Convenience Businesses and save time in developing a convenience business group
2. Create more sales promotion by creating Promotion Campaign between the company and LBT.
3. The company will enter into a business alliance with LBT, the leading laundry business in Southeast Asia. which uses world-class quality equipment and has more than 600 branches around the world.



3. Approve to invest in the purchase of ordinary shares of Citysoft Infotech Company Limited (“CITY”) in the proportion of not more than 56% from the existing shareholders. The total investment value does not exceed 58.50 million baht, with details of the transaction as follows:

Party : Buyer: the Company

Seller: Existing Shareholders are not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 2 1 / 2 5 5 1 re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Rules, Procedures, and disclosure of information concerning the connected transaction of Listed Companies B.E. 2546 (as amended). Hence, the Company is not required to undertake actions according to such regulations.

Business Type : CITY is one of the leaders in software development business. (Computer software packages) for various businesses Most of our customers It is in the retail business in various categories, including grocery chains (convenience stores, mini-marts, supermarkets, etc.). department stores), general retail stores (clothes, fashion, shoes, jewelry, books, medicines, gift shops, sporting goods, pet shops, IT products, and mobile phones, etc.), food stores and beverages (coffee, bakery, bread, ice cream, restaurants, both Quick service and Full service) to meet the needs of various customers.

Expected Benefits : 1. Save time in creating a team that will develop SABUY POS and SABUY Counter systems in the future because City has more than 20 years of experience in POS systems.

2. Learning (Learning Curve) in management and technology related to the service of POS machines and Software systems.

3. Increase customer base in SABUY ecosystem by collaborating with Sabuy's payment gateway in City POS system with customer base in various types of retail businesses. which is a large and well known and has a chance to buy continuously.

4. Investment of SABUY Accelerator Company Limited (“SABUYAC”) (which is a subsidiary of the Company) in EATLAB Company Limited and Keene Profile (Thailand) Company Limited.

4.1. Approve to invest in EATLAB Company Limited (“EATLAB”) in the proportion of not more than 10.15%, with a total investment value of not more than 27.55 million baht, with details of the transaction as follows:



- Party : Buyer: the Company
- Seller: EATLAB are not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Rules, Procedures, and disclosure of information concerning the connected transaction of Listed Companies B.E. 2546 (as amended). Hence, the Company is not required to undertake actions according to such regulations.
- Business Type : EATLAB is SaaS (Service as a Solution) service provider for restaurants to help them decide on food menu design, promotions, campaigns to boost sales by having AI study behavior or patterns of most customers in order to define a discission model for the restaurant. food Helping to think of promotions, saving time

4.2. Approve to invest in Keen Profile (Thailand) Company Limited (“KEEN PROFILE”) in the proportion of not more than 15% from the existing shareholders. The total investment value is not more than 10 million baht, details of which are as follows:

- Party : Buyer: the Company
- Seller: KEEN PROFILE are not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Rules, Procedures, and disclosure of information concerning the connected transaction of Listed Companies B.E. 2546 (as amended). Hence, the Company is not required to undertake actions according to such regulations.
- Business Type : KEEN PROFILE is a service provider in HROD Tech, which is considered a business with few service providers in Thailand. The program has been developed in human resource management in addition to HR Management/Development. that covers only employee welfare or employee development through training or workshops in general, but also covers management of engagement



and employee engagement and employee performance management through various metrics such as KPIs/OKRs, etc.

5. Approve the capital increase in SABUY Accelerator Company Limited (“SABUYAC”) and approve the 100% investment

As a result of the Board of Directors' resolution to approve the establishment of SABUYAC to expand the investment of the group of companies. related to innovation and increase the potential of products and services in the ecosystem of the group of companies with a registered capital of 10 million baht, with SABUY investing in the proportion of 90%, SABUYAC has started considering 2 companies that invest (according to the agenda proposed above) with an investment amount of 37,550,000 baht. SABUYAC wishes to invest. In additional businesses, in order to facilitate management, SABUYAC proposes to request a capital increase from 10 million baht to 100 million baht by giving the Board of SABUYAC the power to call for an increase in the paid-up capital according to the amount that SABUYAC can. In addition, SABUY will invest 100% of all investments in SABUYAC (from 90 percent).

In this regard, the purchase of ordinary shares of Payspost LBT CITY EATLAB KEEN PROFILE and SABUYAC above is considered an asset acquisition transaction according to the announcement of the acquisition or disposition of assets. Calculate the transaction size equal to 4.73% based on the value of consideration criteria. This is the criterion that calculates the maximum transaction size. from the consolidated financial statements of the Company that has been reviewed by a certified public accountant ended on September 30, 2021. When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item The size of the asset acquisition transaction will have a total transaction size of 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company. that has been reviewed by a certified public accountant Ending on September 30, 2021, therefore, it is a type 2 transaction according to the announcement of the acquisition or disposition of assets, the company therefore has a duty to disclose information about the transaction to the Stock Exchange of Thailand. (“SET”) according to Schedule (1) attached to the announcement of the acquisition or disposition of assets. and send a circular letter to the shareholders of the Company within 21 days from the date of disclosure of the information memorandum of the transaction to the SET. The circular letter has been sent to the shareholders, as detailed as disclosed to the SET on November 9, 2021, the transaction size is based on the consideration value criteria of 7.25%, which is not yet 15%. The circular letter must be sent to the shareholders of the Company within 21 days. The details of the asset acquisition transaction are shown in Enclosures 1 - 5.

In addition, all of the above-mentioned transactions are not connected transactions of the Company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning



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Connected Transactions B.E. 2546 dated 19 November 2003 (including any amendments) ("Notification of Connected Transactions")

Please be informed accordingly.

Sincerely yours,

SABUY Technology Public Company Limited

Miss Duangruthai Sriwarom

Company Secretary

Authorized Person for Information Disclosure



Information Memorandum on the Acquisition of Assets of Sabuy Technology Public Company Limited

In the case of acquisition of ordinary shares of Paypost Service Company Limited (List 1)

According to the Board of Directors Meeting No. 1/2022 of Sabuy Technology Public Company Limited ("Company"), on January 10, 2022, passed a resolution to approve the acquisition of ordinary shares of Paypost Service Company Limited ("Paypost") by purchasing Paypost's ordinary shares, the seller, who is the former shareholder of Paypost, in the proportion of 75%, with a total value of not more than 56,250,000 baht. Because of the company's wishes to expand the business by becoming a franchised distributor of a collection station for domestic parcel delivery from prominent transport companies.

As a result, the Company will purchase ordinary shares of Paypost 75% from the existing shareholders, which is a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended) (the "Seller") in the proportion of 75 percent, with a total value of not more than 56,250,000 baht. Paypost is now registered with a capital of 1,000,000 baht. By purchasing Paypost's ordinary shares as described above, the Company will pay the seller 56,250,000 baht in cash for the purchase of Paypost's ordinary shares. This is to expand product sales channels within the ecosystem of the group of companies and increase bargaining power from the company's increasing number of parcels as a result of the purchase of Paypost; as well as bringing POS machines and systems to be installed at Paypost branches to provide various services to the Company. According to the aforementioned acquisition, the Company will possess 75 percent of Paypost's shares after the investment by purchasing Paypost's ordinary shares by purchasing from Paypost's existing shareholders.

In this regard, the said transaction is considered an asset acquisition transaction of the Company. According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Significant transactions that qualify as the acquisition or disposal of assets ("Announcement on Acquisition or Disposition of Assets"). By purchasing Paypost's ordinary shares, the seller, who is the former shareholder of Paypost, in the proportion of 75%, with a total value of not more than 56,250,000 baht. The transaction size is calculated equal to 0.89% according to the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item The size of the asset acquisition transaction will be the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

Because of the size of the asset acquisition transaction, the transaction size is 31.83% , which is the highest transaction size calculated according to the total value of consideration criteria. The size of the transaction is higher than 15% but lower than 50%. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7, and 8 attached to the announcement of the Acquisition or Disposal of Assets.

However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022 and all transaction were approved in the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

Moreover, this transaction is not a connected transaction. This is because the existing shareholders in Paypost are not considered as a connected person with the Company under the Notification of the Capital Market Supervisory Board no. TorChor. 21/2551. re: rules on entering connected transaction dated August 31, 2008 (and as amended) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended) (“The Notification of Connected Transactions”).

The Company would like to inform the details of the acquisition of assets mentioned above as follows:

1. Date of the Transaction

Expected this transaction will be made within February 2022.

2. Relevant parties and relationship with the Company

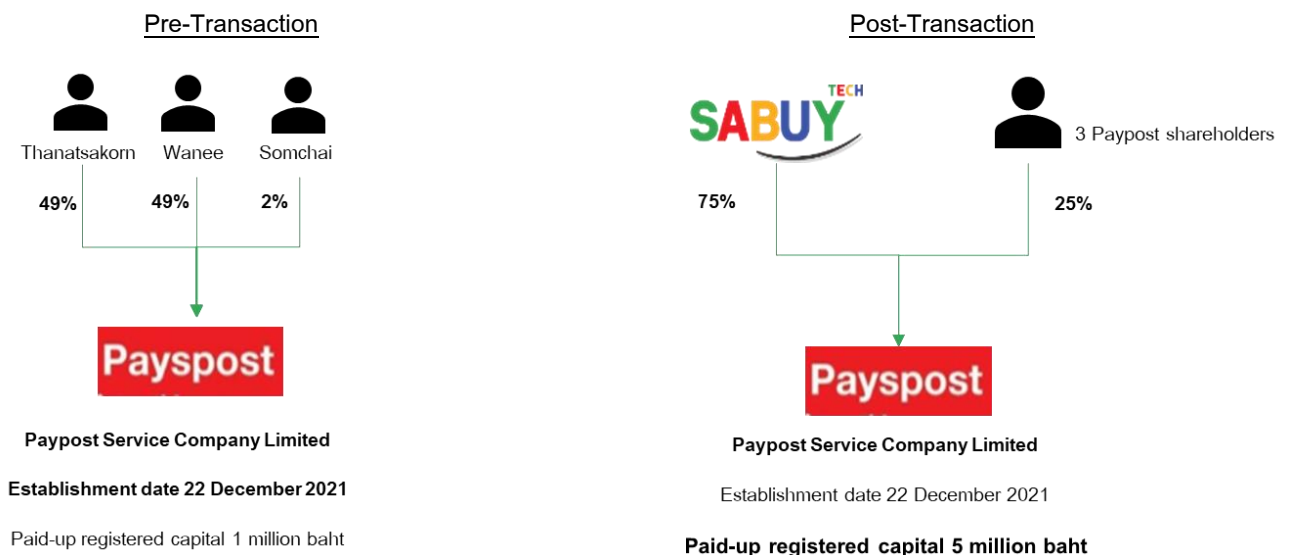
Buyer	:	the Company
Seller	:	Existing shareholder who is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended)
Relationship	:	Existing shareholder which is not a connected person of the Company according to the announcement of connected transactions.

3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

Because the company wishes to expand the business of the company in the form of being a franchised distributor of a collection point for domestic parcel delivery from leading freight forwarding companies, therefore the Company will invest in the purchase of Paypost's ordinary shares by purchasing from the Paypost's existing shareholders in the proportion of 75% of the total issued shares of Paypost, with a total purchase price of not exceeding 56,250,000 baht.

The shareholding structure of the group company pre-Transaction and post-Transaction can be shown as follows.



3.2 Type and size of the Transaction

The Company will purchase ordinary shares from Paypost's existing shareholders in the proportion of 75% of the total issued shares of Paypost, with a total purchase price of not exceeding 56,250,000 baht. The transaction is considered an asset acquisition transaction of the Company, according to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 0.89% based on the total value of consideration criteria, are the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will have the total transaction size equal to 30.24% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction

size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{1 \times 75\%}{939.58}$	0.08
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	$\frac{0 \times 75\%}{135.11}$	0
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{56.25}{6,291.00}$	0.89
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.83%, which is the highest transaction size calculated according to the total value of consideration criteria, which is the size of the transaction whose value is higher than 15% but lower than 50%. ***The Company, therefore, has a duty to disclose information about the transaction to the Stock Exchange of Thailand. ("SET") immediately, with information at least in Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7 and 8 attached to the announcement of the Acquisition or Disposal of Assets.*** However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022 and all transactions were approved in the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

However, the said transaction is not a connected transaction. This is because Paypost's existing shareholder group is not a connected person of the Company, according to the announcement of connected transactions.

4. Details of the assets to be acquired

Paypost's ordinary stock represents 75% of the total issued shares and having the right to vote on Paypost, the total value of the transaction is not more than 56,250,000 baht.

The information about Shipsmile is summarized as follows:

1) General information

Name of company	:	Paypost Service Co., Ltd.
Date of incorporation	:	22 December 2021
Country of incorporation	:	Thailand
Registered office	:	13 Soi Kosum Ruamjai 12, Don Mueang, Don Mueang District, Bangkok
Paid-up capital (as of the date of this information memorandum)	:	THB 1,000,000 / 200,000 shares at THB 5 per share
Type of business	:	Parcel delivery service by franchising
Directors	:	1. Mr. Thanatsakorn Kongnukul 2. Ms. Wanee Sihanam Any director signs and affixes the Company's seal.

2) List of shareholders as of the day before the transaction

	list of shareholders	number of shares	percentage
1	Mr. Thanatsakorn Kongnukul	98,000	49.0
2	Miss Wanee Sihanam	98,000	49.0
3	Mr. Somchai Sihanam	4,000	2.0
	Total	200,000	100.00

5. Basis used to determine the value of consideration

The value of consideration in the amount of 56,250,000 baht for the purchase of 75% of Paypost 's shares is the value negotiated between the companies and Paypost 's existing shareholders. The Company considers the purchase price together with the valuation method of the purchase price of this business with other peers (Peer Comparison) and negotiation.

6. Expected benefits for the Company

- 1) Achieve the objective of becoming a leader in the business as a franchised distributor of domestic parcel collection points from leading logistics companies; and
- 2) The Company expects to increase its bargaining power due to the Group's increased supply of supplies from the purchase of 75% of Paypost's ordinary shares; and
- 3) The company expects to add SABUY kiosk installations to more than 1,300 Paypost branches spread across the country



7. Source of fund for assets acquisition

The Company will make the payment for Paypost ordinary shares not exceeding THB 56,250,000 million using the company's working capital flow.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

Meeting of the Board of Directors of the Company considered that in entering into such transactions of the company, it is reasonable and will be beneficial to the Company and shareholders of the company, because the acquisition of such shares is an important opportunity that makes the company become a leader in business in the form of being a franchise distributor of a collection point for domestic parcel delivery from leading transport companies. Moreover, increase the power of management and administration in Paypost, enabling the integration of synergy between Paypost and SABUY, which will be an important channel in SABUY's ecosystem, and increase the installation of SABUY kiosk installations at Pays Post branches at distributed throughout the country over 1,300 points, which can strengthen the company very well, as well as such businesses will generate returns Growth rate of assets, profit and cash flow to the company and shareholders of the Company continuously in the long term.

10. Opinion of the Audit Committee and/or the Company's director if any difference from the opinion of the board of directors of the Company

- None –

The Company hereby certifies that the information contained in this information memorandum is accurate, complete, not false and does not mislead other persons or miss the essential information which should be informed.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure



Information Memorandum on the Acquisition of Assets of Sabuy Technology Public Company Limited

In the case of acquisition of Laundry Bar Thai Company Limited (List 1) Attachment 2

According to the Board of Directors Meeting No. 1/2022 of Sabuy Technology Public Company Limited (“Company”), on January 10, 2022, passed a resolution to approve the acquisition of Laundry Bar Thai Company Limited (“LBT”) for no more than 20% from the existing shareholders in the value of no more than 45,000,000 baht, because the company wishes to expand the business of the company into Franchiser and service provider of Self-Service Laundry business.

As a result, the Company will purchase ordinary shares of LBT not exceeding 20% from the existing shareholders, which is not connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 2 1/2 5 5 1 Re: Rules for Connected Transactions (and as amended) (the "Seller") in the proportion of not more than 20% , with a total value of not more than 45,000,000 baht. LBT is now registered with a capital of 3,000,000 baht. By purchasing LBT's ordinary shares as described above, the Company will pay the seller in the amount of no more than 45,000,000 baht in cash. This is to expand product sales channels within the ecosystem of the group of companies and to increase the Company's capability in organizing marketing campaign to consumer. According to the aforementioned acquisition, the Company will possess the maximum of 20% of LBT's shares after the investment by purchasing LBT's ordinary shares from LBT's existing shareholders.

In this regard, the said transaction is considered an asset acquisition transaction of the Company. According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Significant transactions that qualify as the acquisition or disposal of assets (“Announcement on Acquisition or Disposition of Assets”). By purchasing LBT's ordinary shares, the seller, who is the former shareholder of LBT, in the proportion of not more than 20%, with a total value of not more than 45,000,000 baht. The transaction size is calculated equal to 1.64% according to the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item The size of the asset acquisition transaction will be the total transaction size equal to 31.84% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

Because of the size of the asset acquisition transaction, the transaction size is 31.84% , which is the highest transaction size calculated according to the total value of consideration criteria. The size of the

transaction is higher than 15% but lower than 50%. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7, and 8 attached to the announcement of the Acquisition or Disposal of Assets.

However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022, and all transactions were approved in the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

Moreover, this transaction is not a connected transaction. This is because the existing shareholders in LBT are not considered as a connected person with the Company under the Notification of the Capital Market Supervisory Board no. TorChor. 21/2551. re: rules on entering connected transaction dated August 31, 2008 (and as amended) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended) (“The Notification of Connected Transactions”).

The Company would like to inform the details of the acquisition of assets mentioned above as follows:

1. Date of the Transaction

Expected this transaction will be made within March 2022.

2. Relevant parties and relationship with the Company

Buyer : the Company

Seller : Existing shareholder who is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended).

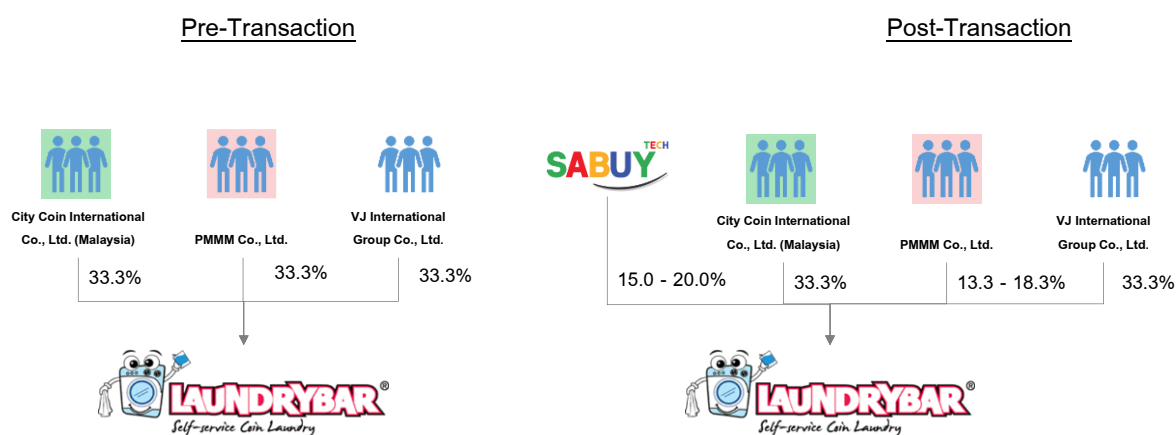
Relationship : Existing shareholder which is not a connected person of the Company according to the announcement of connected transactions.

3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

Because the company wishes to expand the business of the company in franchiser and service provider of Self-Service Laundry business, therefore the Company will invest in LBT by purchasing LBT ordinary share from the LBT's existing shareholders in the proportion of not more than 20% of the total issued shares of LBT, with a total purchase price of not exceeding 45,000,000 baht.

The shareholding structure of the group company pre-Transaction and post-Transaction can be shown as follows.



3.2 Type and size of the Transaction

The Company will purchase ordinary shares from LBT's existing shareholders in the proportion of not more than 20% of the total issued shares of LBT, with a total purchase price of not exceeding 45,000,000 baht. The transaction is considered an asset acquisition transaction of the Company, according to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 4.16% based on the total value of consideration criteria are the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will have the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{14.12 \times 20\%}{939.58}$	0.30
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	$\frac{11.08 \times 20\%}{135.11}$	1.64
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{45.00}{6,291.00}$	0.72
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.83%, which is the highest transaction size calculated according to the total value of consideration criteria, which is the size of the transaction whose value is higher than 15% but lower than 50%. ***The Company, therefore, has a duty to disclose information about the transaction to the Stock Exchange of Thailand. ("SET") immediately, with information at least in Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3), 7 and 8 attached to the announcement of the Acquisition or Disposal of Assets.*** However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022, and all transactions were approved in the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

However, the said transaction is not a connected transaction. This is because LBT's existing shareholder group is not a connected person of the Company, according to the announcement of connected transactions.

4. Details of the assets to be acquired

LBT's ordinary stock represents 20% of the total issued shares, the total value of the transaction is not more than 45,000,000 baht.

The information about Shipsmile is summarized as follows:

- 1) General information

Name of company	:	Laundry Bar Thai Company Limited
Date of incorporation	:	29 September 2018
Country of incorporation	:	Thailand
Registration number	:	0105561167048
Registered office	:	81 Soi Suphapong 3 Yaek 5-2 Nong Bon, Prawet, Bangkok
Paid-up capital (as of the date of this information memorandum)	:	THB 3,000,000 / 30,000 shares at THB 100 per share
Type of business	:	Self-Service Laundry franchising
Directors	:	1. Mr. Chanon Tovikai 2. Mr. Beng Tek Ang 3. Mr. Chin Yi Hong

2) List of shareholders as of the day before the transaction

	list of shareholders	number of shares	percentage
1	City Coin International Co., Ltd.	10,000	33.33
2	PMMM Co., Ltd.	10,000	33.33
3	VJ International Group Co., Ltd.	10,000	33.33
	Total	30,000	100.00

3) LBT key financial information

financial information

Item	Unit: THB Million		
Ending	31 Dec 2018	31 Dec 2019	31 Dec 2020
Total Asset	3.0	33.1	58.7
Total Liability	0.0	30.9	44.6
Total Equity	3.0	2.2	14.1

Item	Unit: THB Million		
	<u>1 Jan 2018 –</u> <u>31 Dec 2018</u>	<u>1 Jan 2019 –</u> <u>31 Dec 2019</u>	<u>1 Jan 2020 – 31</u> <u>Dec 2020</u>
Revenue	-	26.9	128.8
Gross Profit	-	7.50	46.4
<i>Gross Profit Margin</i>	<i>N/A</i>	<i>27.81%</i>	<i>36.14%</i>
Net Profit	(0)	(0.8)	11.1
<i>Net Profit Margin</i>	<i>N/A</i>	<i>N/A</i>	<i>8.63%</i>

5. Basis used to determine the value of consideration

The value of consideration in the amount of not exceeding 45,000,000 baht for the purchase of no more than 20% of LBT's shares is the value negotiated between the companies and LBT's existing shareholders. The Company considers the purchase price together with the valuation using Discount Cashflow Method and negotiation.

6. Expected benefits for the Company

- 1) Create business strategy among Company's eco-system such as Payment Channel, Vending Machine business and Sabuy's 7 conveniences business. In addition, the acquisition will help accelerate the development of the Company's laundry business;
- 2) Enable co-promotion campaign among LBT and Company's existing businesses;
- 3) Create partnership with LBT who is a leading Self-Service Laundry in Asia Pacific with more than 600 branches worldwide.

7. Source of fund for assets acquisition

The Company will make the payment for LBT ordinary shares not exceeding THB 45,000,000 million using the company's working capital flow.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

Meeting of the Board of Directors of the Company considered that in entering into such transactions of the company, it is reasonable and will be beneficial to the Company and shareholders of the company, because the acquisition of such shares is an important opportunity that makes the company become a leader



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Attachment 2.

in franchiser and service provider of Self-Service Laundry business, which will be an important channel in SABUY's ecosystem, and increase the Company's ability to organize market campaign, which can strengthen the company, as well as such businesses will generate returns Growth rate of assets, profit and cash flow to the company and shareholders of the Company continuously in the long term.

10. Opinion of the Audit Committee and/or the Company's director if any difference from the opinion of the board of directors of the Company

- None -

The Company hereby certifies that the information contained in this information memorandum is accurate, complete, not false and does not mislead other persons or miss the essential information which should be informed.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure



Information Memorandum on the Acquisition of Assets of Sabuy Technology Public Company Limited

In the case of acquisition of ordinary shares of City Infotech Company Limited (List 1)

According to the Board of Directors Meeting No. 1/2022 of Sabuy Technology Public Company Limited ("Company"), on January 10, 2022, passed a resolution to approve the acquisition of A City Infotech Company Limited ("City") by purchasing City's ordinary shares, the seller, who is the former shareholder of City, in the proportion of 60%, with a total value of not more than 58,500,000 baht. Because of the company's wishes to increase the business potential of the POS system in the company and the efficiency in saving time to create a team to develop the POS system of SABUY in the future because City has more than 20 years of experience in POS systems.

As a result, the Company will purchase additional ordinary shares of City 60% from the existing shareholders, which is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended) (the "Seller") in the proportion of 60 percent, with a total value of not more than 58,500,000 baht. City is now registered with a capital of 5,000,000 baht. By purchasing City's ordinary shares as described above, the Company will pay the seller 58,500,000 baht in cash for the purchase of City's ordinary shares. This is to save time in building a team to develop SABUY's POS system in the future, City has a long experience in POS systems and to increase the customer base in SABUY ecosystem even more by collaborating to use Sabuy's payment gateway in City's POS system that has a customer base in various types of retail businesses. According to the aforementioned acquisition, the Company will possess 60 of City's shares after the investment by purchasing City's ordinary shares by purchasing from City's existing shareholders.

In this regard, the said transaction is considered an asset acquisition transaction of the Company. According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Significant transactions that qualify as the acquisition or disposal of assets ("Announcement on Acquisition or Disposition of Assets"). By purchasing City 's ordinary shares, the seller, who is the former shareholder of City, in the proportion of not 60%, with a total value of not more than 58,500,000 baht. The transaction size is calculated equal to 0.93% according to the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item The size of the asset acquisition transaction will be the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.



Because of the size of the asset acquisition transaction, the transaction size is 31.81 percent, which is the highest transaction size calculated according to the total value of consideration criteria. The size of the transaction is higher than 15% but lower than 50%. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7, and 8 attached to the announcement of the Acquisition or Disposal of Assets.

However, when considering the size of the cumulative transaction for the past 6 months until December 15, 2021, less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

Moreover, this transaction is not a connected transaction. This is because the existing shareholders in City are not considered as a connected person with the Company under the Notification of the Capital Market Supervisory Board no. TorChor. 21/2551. re: rules on entering connected transaction dated August 31, 2008 (and as amended) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended) (“The Notification of Connected Transactions”).

The Company would like to inform the details of the acquisition of assets mentioned above as follows:

1. Date of the Transaction

Expected this transaction will be made within March 2022.

2. Relevant parties and relationship with the Company

Buyer	:	the Company
Seller	:	Existing shareholder who is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended)
Relationship	:	Existing shareholder which is not a connected person of the Company according to the announcement of connected transactions.

3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

Because the company wishes to increase the efficiency of POS system development and grow the customer base in the SABUY ecosystem, therefore the Company will invest in the purchase of City's ordinary shares by purchasing from the City's existing shareholders in the proportion of 60% of the total issued shares of City, with a total purchase price of not exceeding 58,500,000 baht.

The shareholding structure of the group company pre-Transaction and post-Transaction can be shown as follows.



3.2 Type and size of the Transaction

The Company will purchase ordinary shares from City's existing shareholders in the proportion of 60% of the total issued shares of City, with a total purchase price of not exceeding 58,500,000 baht. The transaction is considered an asset acquisition transaction of the Company, according to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 0.93% based on the total value of consideration criteria, are the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will have the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction

size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{5.15 \times 60\%}{939.58}$	0.33
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	$\frac{1.3 \times 60\%}{135.11}$	0.58
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{58.5}{6,291.00}$	0.93
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.83 percent, which is the highest transaction size calculated according to the total value of consideration criteria, which is the size of the transaction whose value is higher than 15% but lower than 50%. The Company, therefore, has a duty to disclose information about the transaction to the Stock Exchange of Thailand. ("SET") immediately, with information at least in Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7 and 8 attached to the announcement of the Acquisition or Disposal of Assets. However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022, and all transactions were approved in the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is according to the total value of consideration criteria of 7.25%, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

However, the said transaction is not a connected transaction. This is because City's existing shareholder group is not a connected person of the Company, according to the announcement of connected transactions.

4. Details of the assets to be acquired

City's ordinary stock represents 60% of the total issued shares and having the right to vote on City, the total value of the transaction is not more than 58,500,000 baht.

The information about Shipsmile is summarized as follows:

1) General information

Name of company	:	City Infotech Co., Ltd.
Date of incorporation	:	21 April 1994
Country of incorporation	:	Thailand
Registered office	:	9 Worasin Building, 4th Floor, Soi Tobacco 2, Vibhavadi Rangsit Road, Chomphon, Chatuchak District, Bangkok
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 500,000 shares at THB 10 per share
Type of business	:	software development (computer software packages), including consulting and procurement of software for various types of retail businesses, including grocery chains; general retail stores and food stores
Directors	:	Mr. Jirameth Bunthamraksa Signed and affixed with the company's seal.

2) List of shareholders as of the day before the transaction

	list of shareholders	number of shares	percentage
1	Mr. Jirameth Bunthamraksa	369,990	73.9980%
2	Ms. Pak Bunthamraksa	130,000	26.0000%
3	Mrs. Thanyanan Nakyueng	10	0.0020%
	Total	500,000	100.00

3) City's key financial information

financial information

<u>Ending</u> <u>(Million Baht)</u>	<u>31 Dec 2018</u>	<u>31 Dec 2019</u>	<u>31 Dec 2020</u>
Total Asset	8.4	8.5	7.2
Total Liability	7.1	4.6	2.1
Total Equity	1.3	3.9	5.1

<u>Fiscal Year (Million Baht)</u>	<u>1 Jan 2018 –</u> <u>31 Dec 2018</u>	<u>1 Jan 2019 –</u> <u>31 Dec 2019</u>	<u>1 Jan 2020 –</u> <u>31 Dec 2020</u>
Revenue	18.4	31.0	17.6



Gross Profit	13.8	18.7	14.0
Gross Profit Margin	75.3%	60.2%	79.7%
Net Profit	0.6	2.5	1.3
Net Profit Margin	3.5%	8.1%	7.3%

5. Basis used to determine the value of consideration

The value of consideration in the amount of 58,500,000 baht for the purchase of 60% of City's shares is the value negotiated between the companies and City 's existing shareholders. The Company considers the purchase price together with the valuation method of the purchase price of this business with other peers (Peer Comparison) and negotiation.

6. Expected benefits for the Company

- 1) The Company expects to learn (Learning Curve) in management and technology related to the provision of POS machines and software systems; and
- 2) The company expects to save time in building a team to develop SABUY POS and SABUY Counter systems in the future because City has more than 20 years of experience in POS systems; and
- 3) The company expects to increase its customer base in SABUY ecosystem even more by collaborating with Sabuy's payment gateway in City's POS system with a customer base across various retail businesses, which is a large and well known and has a chance to buy continuously

7. Source of fund for assets acquisition

The Company will make the payment for City ordinary shares not exceeding THB 58,500,000 million using the company's working capital flow.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

Meeting of the Board of Directors of the Company considered that in entering into such transactions of the company, it is reasonable and will be beneficial to the Company and shareholders of the company, because the acquisition of such shares is an important opportunity to optimize POS system development and grow the customer base in the SABUY ecosystem in the future. as well as such businesses will generate returns Growth rate of assets, profit and cash flow to the company and shareholders of the Company continuously in the long term.



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Attachment 3.

10. Opinion of the Audit Committee and/or the Company's director if any difference from the opinion of the board of directors of the Company

- None –

The Company hereby certifies that the information contained in this information memorandum is accurate, complete, not false and does not mislead other persons or miss the essential information which should be informed.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure



Information Memorandum on the Acquisition of Assets of Sabuy Technology Public Company Limited

In the case of acquisition of EATLAB Company Limited (List 1)

According to the Board of Directors Meeting No. 1/2022 of Sabuy Technology Public Company Limited (“Company”), on January 10, 2022, passed a resolution to approve the acquisition by Sabuy Accelerator Company Limited (“SABUYAC”) of newly issued ordinary shares of EATLAB (Thailand) Company Limited (“EATLAB”) in Amount of 19,000 shares with a par value of 100 baht per share, a total amount of not more than 27,550,000 baht, representing a share of 10.15% after the offering.

As a result, the Company will purchase newly issued ordinary shares of EATLAB equivalent to 10.15% of total issued ordinary shares after closing this fund-raising in this round with the consideration price of 27,550,000 baht, which is not connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended) (the "Seller") in the proportion not more than 10.15% after closing this fund-raising round, with the total value of not more than 27,550,000 baht. EATLAB currently is a SaaS (Service as a Solution) service provider for restaurants to help them decide on food menu design, promotions, campaigns to boost sales by allowing AI to study behavior or patterns of most customers in order to define a Discussion Model for restaurant “Helps create promotions, save time”

In this regard, the said transaction is considered an asset acquisition transaction of the Company. According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Significant transactions that qualify as the acquisition or disposal of assets (“Announcement on Acquisition or Disposition of Assets”). By purchasing EATLAB’s newly issued ordinary shares in the proportion of not more than 15.00%, with the total value of not more than 27,550,000 baht, the transaction size is calculated equal to 0.44% according to total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will be the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

Because of the size of the asset acquisition transaction, the transaction size is 31.83%, which is the highest transaction size calculated according to the total value of consideration criteria. The size of the transaction is higher than 15% but lower than 50%. As a result, the Company is obliged to disclose information



about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7, and 8 attached to the announcement of the Acquisition or Disposal of Assets.

However, when considering the size of the cumulative transaction for the past 6 months until January 10,2022 and all transactions that were approved at the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is 7.25% according to the total value of consideration criteria, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

Moreover, this transaction is not a connected transaction. This is because the existing shareholders in EATLAB are not considered as a connected person with the Company under the Notification of the Capital Market Supervisory Board no. TorChor. 21/2551. re: rules on entering connected transaction dated August 31, 2008 (and as amended) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended) (“The Notification of Connected Transactions”).

The Company would like to inform the details of the acquisition of assets mentioned above as follows:

1. Date of the Transaction

This Fund-raising round will be completed within the February 2022

2. Relevant parties and relationship with the Company

Buyer : SABUYAC

Seller : EATLAB who is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended),

Relationship : EATLAB is not a connected person of the Company according to the announcement of connected transactions.

3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

Since the Company established SABUYAC for researching and investing in the businesses related to innovation to expand investments of the Company group and enhance its Ecosystems products and services,

the Company will acquire newly issued ordinary shares of EATLAB in the value of 27,550,000 baht, representing 10.15% of total issued ordinary shares of EATLAB after closing this fund-raising round.

3.2 Type and size of the Transaction

The Company will purchase newly issued ordinary shares of EATLAB in the proportion not more than 10.15% of total issued ordinary shares of EATLAB after closing this fund-raising round, with the total value of not more than 27,550,000 baht. The transaction is considered an asset acquisition transaction of the Company, according to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 0.44% based on total value of consideration criteria that calculated the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will have the total transaction size equal to 31.83 % based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{-16.33 \times 10.15\%}{939.58}$	n.a
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	$\frac{-3.96 \times 10.15\%}{135.11}$	n.a
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{27.55}{6,291.00}$	0.44
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.84%, which is the highest transaction size calculated according to the total value of consideration criteria, which is the size of the transaction whose value is higher than 15% but lower than 50%. ***The Company, therefore, has a duty to disclose information about the transaction to the Stock Exchange of Thailand. ("SET") immediately, with information at least in Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according***

to Schedule (2) 1,2,3,5(3), 7 and 8 attached to the announcement of the Acquisition or Disposal of Assets. However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022 and all transactions that were approved at the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is 7.25% according to the total value of consideration criteria, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

4. Details of the assets to be acquired

Newly issued ordinary shares of EATLAB is accounted for 10.15% of total issued ordinary shares of EATLAB after closing this fund-raising round and obtained a voting right of EATLAB with the consideration price of 27,550,000 baht.

The information about EATLAB is summarized as follows:

1) General information

Name of company	:	EATLAB (Thailand) Company Limited
Date of incorporation	:	16 August 2018
Country of incorporation	:	Thailand
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 500,000 shares at THB 10 per share
Type of business	:	Consulting service related to human resource and organization development and data analytic service for human development
Directors	:	1. Mr. Thanazit Kittisangsuwan 2. Mr. Touchchakorn Kulchan

2) List of shareholders as of the day before the transaction

	list of shareholders	number of shares	percentage
1	Mr. Thanazit Kittisangsuwan	360,000	72.00%
2	SHL Corp Company Limited	50,000	10.00%
3	Mr. Peerapong Nimmon	32,500	6.50%
4	Mr. Veratat Thamrongdullapark	32,500	6.50%
5	Mr. Touchchakorn Kulchan	25,000	5.00%
	Total	500,000	100.00%

3) EATLAB key financial information

financial information

Item	Unit: THB Million		
	<u>31 Dec 2018</u>	<u>31 Dec 2019</u>	<u>31 Dec 2020</u>
Total Asset	14.0	2.0	2.0
Total Liability	15.0	15.0	19.0
Total Equity	-0.9	-13.0	-16.0

Item	Unit: THB Million		
	<u>1 Jan 2018 – 31 Dec 2018</u>	<u>1 Jan 2019 – 31 Dec 2019</u>	<u>1 Jan 2020 – 31 Dec 2020</u>
Revenue	0.7	2.0	6.0
Cost of good sold	0.4	1.0	4.0
Gross Profit	0.3	1.0	2.0
EBIT	-3.0	-12.0	-4.0
Net Profit	-3.0	-12.0	-4.0

5. Basis used to determine the value of consideration

The value of consideration in the amount of 27,550,000 baht for the share proportion of 10.15% of total issued ordinary shares of EATLAB after closing this fund-raising round is the value negotiated between the companies and EATLAB. The Company considered the purchase price together with the valuation using Peer Comparable Method and negotiation.

6. Expected benefits for the Company

- (1) Build or connect SABUY's business with EATLAB's customer base, thus having a function to use the POS machine as a point of sale to generate income for both companies.
- (2) Develop products and services using a database or resources together in the SABUY Ecosystem group

7. Source of fund for assets acquisition

The Company will make the payment for EATLAB's newly issued ordinary shares in the total amount of 27,550,000 baht by cash, using the company's working capital flow and loan from financial institutions.



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Attachment 5.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

Meeting of the Board of Directors of the Company considered that in entering into such transaction by SABUYAC is reasonable and in the best interest of the Company and its shareholders, as it will help develop and enhance products and services of the Company group Ecosystems and will strengthen and further expand new businesses of the Company. The Board of Directors of the Company therefore approved this acquisition as proposed.

10. Opinion of the Audit Committee and/or the Company's director if any difference from the opinion of the board of directors of the Company

- None –

The Company hereby certifies that the information contained in this information memorandum is accurate, complete, not false and does not mislead other persons or miss the essential information which should be informed.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure



Information Memorandum on the Acquisition of Assets of Sabuy Technology Public Company Limited

In the case of acquisition of Keen Profile (Thailand) Company Limited (List 1)

According to the Board of Directors Meeting No. 1/2022 of Sabuy Technology Public Company Limited ("Company"), on January 10, 2022, passed a resolution to approve the acquisition by Sabuy Accelerator Company Limited ("SABUYAC") of newly issued ordinary shares of Keen Profile (Thailand) Company Limited ("KEEN PROFILE") in the value of 10,000,000 baht, representing 15.00% of total issued ordinary shares of KEEN PROFILE after closing this fund-raising round.

As a result, the Company will purchase newly issued ordinary shares of KEEN PROFILE equivalent to 15.00% of total issued ordinary shares after closing this fund-raising in this round with the consideration price of 10,000,000 baht, which is not connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended) (the "Seller") in the proportion not more than 15.00% after closing this fund-raising round, with the total value of not more than 10,000,000 baht. KEEN PROFILE currently provides services related to Human Resources and Organization Development Technology ("HROD TECH"), including Employee engagement, Performance management system (PMS), and Competency of employees with its customer base for at least 100 accounts since launching its services in 2020.

In this regard, the said transaction is considered an asset acquisition transaction of the Company. According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Significant transactions that qualify as the acquisition or disposal of assets ("Announcement on Acquisition or Disposition of Assets"). By purchasing KEEN PROFILE's newly issued ordinary shares in the proportion of not more than 15.00%, with the total value of not more than 10,000,000 baht, the transaction size is calculated equal to 0.16% according to total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will be the total transaction size equal to 31.83% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ended September 30, 2021.

Because of the size of the asset acquisition transaction, the transaction size is 31.83%, which is the highest transaction size calculated according to the total value of consideration criteria. The size of the transaction is higher than 15% but lower than 50%. As a result, the Company is obliged to disclose information



about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at least according to Schedule (2) 1,2,3,5(3),7, and 8 attached to the announcement of the Acquisition or Disposal of Assets.

However, when considering the size of the cumulative transaction for the past 6 months until January 10,2022 and all transactions that were approved at the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is 7.25% according to the total value of consideration criteria, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

Moreover, this transaction is not a connected transaction. This is because the existing shareholders in KEEN PROFILE are not considered as a connected person with the Company under the Notification of the Capital Market Supervisory Board no. TorChor. 21/2551. re: rules on entering connected transaction dated August 31, 2008 (and as amended) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended) (“The Notification of Connected Transactions”).

The Company would like to inform the details of the acquisition of assets mentioned above as follows:

1. Date of the Transaction

This Fund-raising round will be completed within the February 2022

2. Relevant parties and relationship with the Company

Buyer : SABUYAC

Seller : KEEN PROFILE who is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended),

Relationship : KEEN PROFILE is not a connected person of the Company according to the announcement of connected transactions.

3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

Since the Company established SABUYAC for researching and investing in the businesses related to innovation to expand investments of the Company group and enhance its Ecosystems products and services,

the Company will acquire newly issued ordinary shares of KEEN PROFILE in the value of 10,000,000 baht, representing 15.00% of total issued ordinary shares of KEEN PROFILE after closing this fund-raising round.

3.2 Type and size of the Transaction

The Company will purchase newly issued ordinary shares of KEEN PROFILE in the proportion not more than 15.00% of total issued ordinary shares of KEEN PROFILE after closing this fund-raising round, with the total value of not more than 10,000,000 baht. The transaction is considered an asset acquisition transaction of the Company, according to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 0.16% based on total value of consideration criteria that calculated the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending September 30, 2021.

When taking the size of the asset acquisition transaction in the past 6 months of the Company included with this item, the size of the asset acquisition transaction will have the total transaction size equal to 30.24% based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{2.55 \times 15.00\%}{939.58}$	0.04
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	$\frac{-2.33 \times 15.00\%}{135.11}$	Cannot be calculated
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{10.00}{6,291.00}$	0.16
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.84 percent, which is the highest transaction size calculated according to the total value of consideration criteria, which is the size of the transaction whose value is higher than 15% but lower than 50%. ***The Company, therefore, has a duty to disclose information about the transaction to the Stock Exchange of Thailand. ("SET") immediately, with information at least in Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET of the information must be at***

least according to Schedule (2) 1,2,3,5(3), 7 and 8 attached to the announcement of the Acquisition or Disposal of Assets. However, when considering the size of the cumulative transaction for the past 6 months until January 10,2022 and all transactions that were approved at the same time less the size of the transaction that the Company The circular letter has been sent to the shareholders as detailed as disclosed to the Stock Exchange of Thailand on November 9, 2021, the transaction size is 7.25% according to the total value of consideration criteria, which is not yet 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

4. Details of the assets to be acquired

Newly issued ordinary shares of KEEN PROFILE is accounted for 15.00% of total issued ordinary shares of KEEN PROFILE after closing this fund-raising round and obtained a voting right of KEEN PROFILE with the consideration price of 10,000,000 baht.

The information about KEEN PROFILE is summarized as follows:

1) General information

Name of company	:	Keen Profile (Thailand) Company Limited
Date of incorporation	:	16 August 2018
Country of incorporation	:	Thailand
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 500,000 shares at THB 10 per share
Type of business	:	Consulting service related to human resource and organization development and data analytic service for human development
Directors	:	1. Mr. Thanazit Kittisangsuwan 2. Mr. Touchchakorn Kulchan

2) List of shareholders as of the day before the transaction

	list of shareholders	number of shares	percentage
1	Mr. Thanazit Kittisangsuwan	360,000	72.00%
2	SHL Corp Company Limited	50,000	10.00%
3	Mr. Peerapong Nimmon	32,500	6.50%
4	Mr. Veratat Thamrongdullapark	32,500	6.50%
5	Mr. Touchchakorn Kulchan	25,000	5.00%
	Total	500,000	100.00%

3) KEEN PROFILE key financial information

financial information

Item	Unit: THB Million		
	<u>31 Dec 2018</u>	<u>31 Dec 2019</u>	<u>31 Dec 2020</u>
Total Asset	0.20	3.09	2.93
Total Liability	0.02	0.00	0.37
Total Equity	0.18	3.09	2.55

Item	Unit: THB Million		
	<u>Jan 2018 – 31 Dec 2018</u>	<u>Jan 2019 – 31 Dec 2019</u>	<u>1 Jan 2020 – 31 Dec 2020</u>
Revenue	-	-	2.1
Cost of good sold	-	-	-1.8
Gross Profit	-	-	0.3
EBIT	-0.0	-0.1	-2.3
Net Profit	-0.0	-0.1	-2.3

5. Basis used to determine the value of consideration

The value of consideration in the amount of 10,000,000 baht for the share proportion of 15.00% of total issued ordinary shares of KEEN PROFILE after closing this fund-raising round is the value negotiated between the companies and KEEN PROFILE. The Company considered the purchase price together with the valuation using Peer Comparable Method and negotiation.

6. Expected benefits for the Company

- 1) Enhance human resources management and development within SABUY's Ecosystem, which exponentially grows in terms of both businesses and number of employees through various KEEN PROFILE's service features
- 2) Develop or connect SABUY's businesses with KEEN PROFILE's customer base of at least 100 companies

7. Source of fund for assets acquisition



The Company will make the payment for KEEN PROFILE's newly issued ordinary shares in the total amount of 10,000,000 baht by cash, using the company's working capital flow and loan from financial institutions.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

Meeting of the Board of Directors of the Company considered that in entering into such transaction by SABUYAC is reasonable and in the best interest of the Company and its shareholders, as it will help develop and enhance products and services of the Company group Ecosystems and will strengthen and further expand new businesses of the Company. The Board of Directors of the Company therefore approved this acquisition as proposed.

10. Opinion of the Audit Committee and/or the Company's director if any difference from the opinion of the board of directors of the Company

- None –

The Company hereby certifies that the information contained in this information memorandum is accurate, complete, not false and does not mislead other persons or miss the essential information which should be informed.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure