บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ
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., Capital increase of SABUY Accelerator Co., Ltd., and SABUY Accelerator Co., Ltd. investment in start-up business comprised of EATLAB Co., Ltd., Keene Profile (Thailand) Co., Ltd. (Edited 1)

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. 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).
Business Type	:	Payspost operates business in the form of franchise sales to operators in courier and postal services under PAYSPOST trademark by collecting leading domestic courier and postal in one store, such as KERRY Express Flash Express, Thailand Post and J&T Express, etc, bank loan, money transfer, car registration loan, insurance work, document work, bill payment, various services in one shop. At present, PAYSPOST has 1,317 franchise branches and has also opened a management system (Operating Platform) for Pay Point Company Limited (Pay Point), who operate business similar to Pay Post, with has 500 franchise branches.
Expected benefits	:	Enhance growth strategy 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 top-up point Channels to expand the vending machine business, providing services linked to commercial banks such as deposits and withdrawals, and

increasing the number of branches and amount of package delivered in the courier and postal group with the goal of becoming a leader in the Drop-off 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. 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).
Business Type	:	LBT is a franchiser and service provider of Self-service laundromat (Self-Service Laundry) under LAUNDRYBAR trademark and is the innovator of automatic detergent dispenser innovation. LBT equipment automatically inject the laundry detergent, softener, and disinfectant into the machine to ensure cleanliness, full comfort, and provide washing and drying machines with fast, high standards, and hygienic. Full circle of 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 with the uses of 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 60% 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. 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).

Business Type : CITY is one of the leaders in software developer (Computer software packages) for various type businesses. Majority of CITY customers are in retail business of various categories, including grocery chains (convenience stores, mini-marts, supermarkets, and department stores), general retail stores (fashion, shoes, jewelry, books, pharmacy, gift shops, sporting goods, pet shops, IT products, mobile phones retailers, etc.), food and beverages (coffee shop, bakery, ice cream shop, restaurants). Product of CITY can be catered of both Quick service and Full service to meet the needs of various customers. Standard package include POWERPOS and POWERACC which can accommodate store management tasks and accounting tasks.

Expected Benefits :

1. Save time in creating a development team of SABUY POS and SABUY Counter systems in the future because City already has more than 20 years of experience in POS systems.
2. Provide 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 with City POS system where existing CITY's customer consisted of well recognized brands in various type of retail businesses.

4. Approve to increase the capital of SABUY Accelerator Company Limited ("SABUYAC") and increase the Company's stake in SABUYAC's share to 100%

Follow the Board of Directors meeting No. 11/2021 dated December 15, 2021 passing a resolution to approve the establishment of SABUYAC to expand the investment of the group of companies related to innovation and technology businesses in order to increase the potential of products and services within the ecosystem of the group of companies with a registered capital of 10 million baht, whereas SABUY investing in the proportion of 90%, SABUYAC. SABUYAC has initiated consideration processes to invest in 2 companies namely **EATLAB** and **KEEN PROFILE** with an investment amount of 37,550,000 baht. In order to enable SABUYAC to invest in additional businesses in the future, and to accommodate flexible investment management of SABUYAC, a proposal is made

to request for a capital increase from 10 million baht to 100 million baht and giving the Board of SABUYAC the authority to call for an increase in the paid-up capital according to the amount that SABUYAC invest in additional businesses. In addition, SABUY will increase its stake in SABUYAC to 100% (from 90 percent). The details of SABUYAC investment in **EATLAB** and **KEEN PROFILE** are as the following

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: SABUY Accelerator Co., Ltd. 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).
Business Type	:	EATLAB is SaaS (Service as a Solution) provider for restaurants to create food menu design, promotions, and campaigns to boost sales by utilizing AI to study behavior and patterns of most customers in order to define a Decision Model for the restaurant. EATLAB slogan: "Think of promotions for you, help you 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: SABUY Accelerator Co., Ltd. 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).
Business Type	:	KEEN PROFILE is a service provider in Human Resource and Organization Development: HROD Tech. Currently, there are very few HROD Tech provider in Thailand. Common HR Management/Development typically cover only employee welfare

and/or employee development through training and workshop. HROD Tech take additional steps by extending its software development package to cover management of employee engagement, employee performance management through various metrics such as KPIs/OKRs, etc.

In this regard, the purchase of ordinary shares of Payspost, LBT, CITY, and SABUYAC above are considered an asset acquisition transaction according to the announcement of the acquisition or disposition of assets. The calculated transaction size is equal to 4.13% 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 6months of the Company included with this item, the size of the asset acquisition transaction will have a total transaction size of 31.23% 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. However, when considering the size of the cumulative transaction for the past 6 months until January 10, 2022, less the size of the transaction that the Company 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 6.65%, which is not yet exceed 15%. Eligible to submit a circular letter to the shareholders of the Company within 21 days. The details of the asset acquisition transaction are shown in Enclosures 1- 4.

Transaction Size Calculation of the previous 6 month

Board of Director Meeting Date	20 Oct 21	8 Nov 21	Company has circulated IM2 to shareholders 10 Nov 21					16 Dec 21	
Calculation Criteria	TERO SABUY JV	SHIP 5%	FSMART SABUY JV	LTP 70%	PXP 60%	FORTH Vending	CDM 50%	SHIP 14%	Transaction Size Previous 6 Month
1. Net Tangible Asset	0.00%	0.26%	0.00%	0.12%	0.06%	0.00%	0.61%	0.91%	**1.95%**
2. Net Operating Profit	0.00%	2.04%	0.00%	0.07%	0.00%	0.00%	1.20%	4.16%	**7.46%**
3. Value of Consideration	0.34%	1.29%	0.16%	0.67%	0.38%	5.40%	17.96%	0.89%	**27.10%**
4. Value of securities	Not Required	Not Required	Not Required	Not Required	Not Required	Not Required	6.16%	Not Required	**6.16%**

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Transaction Size Calculation for this transaction

Board of Director Meeting Date **10 Jan 22**

Calculation Criteria	PAYPOST 75%	CITI 60%	LBT 20%	SABUYAC Increase Capital	Total	Accumulated 6 Month	Deduct Circular Letter	Net Transaction Size
1. Net Tangible Asset	0.08%	0.33%	0.30%	Negative	**0.71%**	**2.66%**	0.79%	**1.87%**
2. Net Operating Profit	Negative	0.58%	1.64%	Negative	**2.22%**	**9.68%**	1.26%	**8.41%**
3. Value of Consideration	0.89%	0.93%	0.72%	1.59%	**4.13%**	**31.23%**	24.57%	**6.65%**
4. Value of securities	Not Required	Not Required	Not Required	Not Required	**Not Required**	**6.16%**	6.16%	**0.00%**

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 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

Attachment 1.

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 approving the purchase of ordinary shares of Paypost Service Co., Ltd. ("**PAYSPOST**") in the proportion of 75 percent of PAYSPOST's total issued shares, amounting to not more than 56,250,000 baht to expand the company's business in the form of being a franchised distributor of a collection point for domestic courier and postal services.

As a result, the Company will purchase ordinary shares of PAYSPOST in the proportion of 75 percent of the total issued shares of PAYSPOST from the existing shareholders of PAYSPOST, 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**"), the total value shall not exceed 56,250,000 baht. The company will pay for the purchase of PAYSPOST's ordinary shares to the seller in cash in the amount of 56,250,000 baht. This is to increase sales channels for products in the ecosystem of the group of the company and increase the bargaining power of the company's increasing number of parcels purchased through PAYSPOST, as well as bring POS machines and systems to be installed in PAYSPOST branches to provide various services for the company.

PAYSPOST is a newly established company. To support the drop-off business under the name of PAYSPOST, which was originally operated under the supervision and management of the franchise by Siam Enterprise Corporation Company Limited, which has the same group of shareholders as PAYSPOST and after the transaction, the company Siam Enterprise Corporation Co., Ltd. will operate other businesses that do not compete with PAYSPOST.

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 PAYSPOST's ordinary shares, the seller, who is the former shareholder of PAYSPOST, in the proportion of 75 percent, with a total value of not more than 56,250,000 baht. The transaction size is calculated equal to 0.89 percent 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, including this item, the size of the asset acquisition transaction will have a total transaction size equal to 31.23 percent 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 31.23 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 percent but lower than 50 percent. 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, 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 6.65 percent, which is not yet 15 percent. 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 PAYSPOST 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

It is expected that the transaction will be completed by 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)

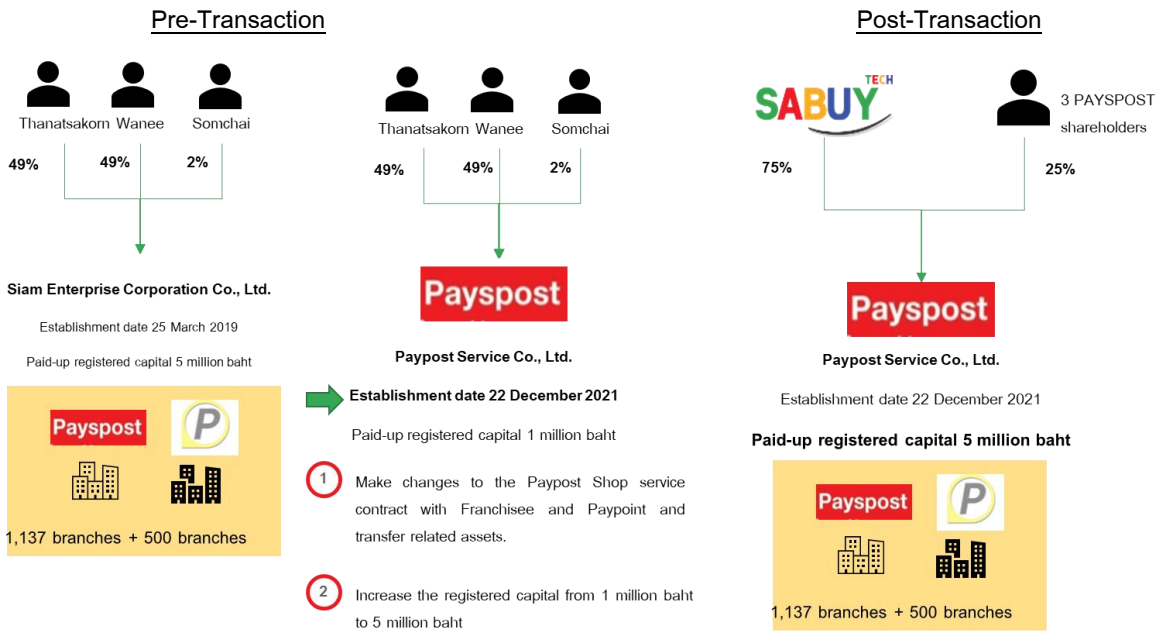
Relationship : Existing shareholder who is not a connected person of the Company according to the announcement of connected transactions.

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 courier and postal services from leading logistics companies, therefore the Company will invest in the purchase of ordinary shares of PAYSPOST by purchasing from the group of existing shareholders of PAYSPOST in the proportion of 75 percent of the total number of shares sold of PAYSPOST, with a total value of not more than 56,250,000 baht.

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



Shareholding Structure Pre-Transaction			Shareholding Structure Post-Transaction		
Name of Shareholders	**Number of Shares**	**Percentage**	**Name of Shareholders**	**Number of Shares**	**Percentage**
Mr. Thanatsakorn Kongnukul	98,000	49.0	Mr.Thanatsakorn Kongnukul	125,000	25.00
Miss Wanee Sihanam	98,000	49.0	Miss Wanee Sihanam		
Mr. Somchai Sihanam	4,000	2.0	Mr. Somchai Sihanam		
			SABUY	375,000	75.00
Total	**200,000**	**100.00**		**500,000**	**100.00**

3.2 Type and size of the Transaction

The Company will purchase ordinary shares from the existing shareholders of PAYSPOST in the proportion of 75 percent of the total issued shares of PAYSPOST with a total value of not more than 56,250,000 baht, which is considered an acquisition of assets of the Company. According to the announcement of the acquisition or disposition of assets, which calculated the transaction size equal to 0.89 percent based on the total value of consideration criteria, 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 size of 31.23 percent 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 on September 30, 2021, as follows:

Computation of an item

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

Because of the size of the asset acquisition transaction, the transaction size is 31.23 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 percent but lower than 50 percent. ***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, 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 6.65 percent, which is not yet 15 percent. Eligible to submit a circular letter to the shareholders of the Company within 21 days.

However, the said transaction is not a connected transaction. Because PAYSPOST's existing shareholders are not connected persons of the Company, according to the announcement of connected transactions.

4. Details of the assets to be acquired

PAYSPOST's ordinary shares account for 75 percent of the total issued shares and has the right to vote for PAYSPOST, with a total transaction value of not more than 56,250,000 baht

The information about PAYSPOST 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.

After the purchase of PAYSPOST shares is completed, SABUY will consider nominating representative directors in PAYSPOST in proportion to its stake.

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**

3) PAYSPOST"s key financial information

There is no information yet, since the company was just established on December 22, 2021. However, PAYSPOST will receive a business transfer from a company that operates the former business, namely Siam Enterprise Corporation Company Limited, which operates the same business. The operating results for the year 2019-2020 of the transferred business are as follows:

Ending (Million Baht)	31 Dec 2019	31 Dec 2020
Total Asset	0.99	1.85
Total Liability	0.00	0.18
Total Equity	0.99	1.67

Fiscal Year (Million Baht)	1 Jan 2018 – 31 Dec 2019	1 Jan 2019 – 31 Dec 2020
Revenue	0.00	20.49
Gross Profit	0.00	1.25
Gross Profit Margin	*0.00*	*6.10*
Net Profit	-0.00	0.68
Net Profit Margin	*n.a.*	*3.32*

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 percent of PAYSPOST's shares is the value that was negotiated between the Company and the group of existing shareholders of PAYSPOST, whereby the Company considers the purchase price and the valuation method of this business with other peers (Peer Comparison) in terms of revenue generation capability (Price/revenue), number of branches (Price/branch), average number of parcels per day (Price/parcel), etc., and the negotiation between the company and the seller.

6. Expected benefits for the Company

Supporting the strategy for the growth of the group of Company in related businesses, especially the expansion of the payment points, electronic payment services, POS services, and money transfer services may also be included. Adding a top-up point Channels to expand the vending machine business Providing services for representatives of commercial banks, such as deposits and withdrawals, etc., adding branches and increasing the number of parcels in the convenience group as well as becoming a market leader in drop-off services.

7. Source of fund for assets acquisition

Cash in the amount of 56,250,000 baht will be taken from the Company's working capital first, and it may consider borrowing more from financial institutions if its working capital is insufficient.

8. Condition for the Transaction

- None –

9. Opinion of the board of directors of the Company

At the meeting of the Board of Directors of the Company it was considered reasonable and would be beneficial to the Company to enter into such transactions. Because the acquisition of such shares is an important opportunity that makes the company become a leader in the drop-off business and with the number of parcels delivered per day of the group increasing, there is an economy of scale in business management and synergy between PAYSPOST and SABUY. This will be an important channel in SABUY's ecosystem. In addition, such businesses will generate returns and long-term asset, profit, and cash flow growth rates for the company and its shareholders. Therefore, it was resolved to approve the entry into the aforementioned transaction.

After the acquisition of PAYSPOST, the Company will have franchise stores in the drop-off business, namely SHIPSMILE, LETTERPOST, POINTEXPRESS, PLUSEXPRESS, SPEEDYEXPRESS and PAYSPOST.

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.

Attachment 1.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person for Information Disclosure

Attachment 2.

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)

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") by purchasing LBT's ordinary shares from the seller, who is the former shareholder of LBT, in the proportion of no more than 20% with the total 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 under Laundry Bar trademark. Currently, Laundry Bar has established approximately 138 branches in major provinces across Thailand.

As a result, the Company will purchase ordinary shares of LBT in the amount not exceeding 20% from the existing shareholders, 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 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 not exceeding 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.

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 net operating profit 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 31.23% 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.

The size of the asset acquisition transaction of 31.23% 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, less the size of the transaction that the Company 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 6.65%, which is not yet exceed 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.

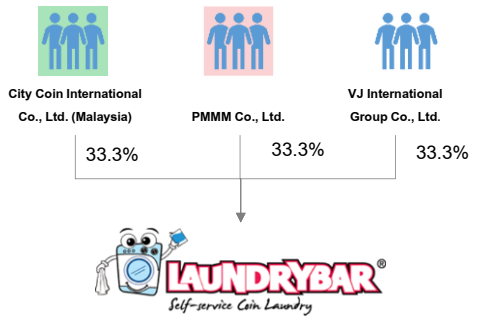
3. General characteristics of the Transaction and size of the Transaction

3.1 General characteristics of the Transaction

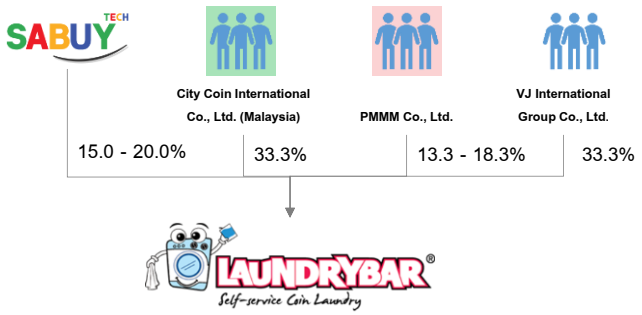
Because the company wishes to expand the business of the company in franchiser and service provider of Self-Service Laundry business, therefore the Company will invest in LBT by purchasing LBT ordinary share from the LBT's existing shareholders in the proportion of not more than 20% of the total issued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

Pre-Transaction



Post-Transaction



list of shareholders	number of shares	percentage	list of shareholders	number of shares	percentage
City Coin International Co., Ltd.	10,000	33.33	City Coin International Co., Ltd.	10,000	33.33
PMMM Co., Ltd.	10,000	33.33	PMMM Co., Ltd.	4,000-5,500	13.33-18.33
VJ International Group Co., Ltd.	10,000	33.33	VJ International Group Co., Ltd.	10,000	33.33
			SABUY	4,500-6,000	15.00 – 20.00
รวม	**30,000**	**100.00**		**30,000**	**100.00**

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 1.64% based on Net Operating Profit 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 31.23% 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")	NTA of the acquired assets x acquisition portion x 100 / NTA of the Company	$\frac{14.12x20\%}{939.58}$	0.30
Net Profit	Net profit of the acquired assets x acquisition portion x 100 / Net profit of the Company	$\frac{11.08x20\%}{135.11}$	**1.64**
Total Consideration Value	Value of consideration received x 100 / Total assets of the Company	$\frac{45.00}{6,291.00}$	0.72
Value of Issued Securities	Number of shares issued for payment of assets x 100 / 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 31.23%, 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 ((1attached 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 (1 (2,2,3,(3)5, 7and 8attached 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 approved in the same time less the size of the transaction that the Company 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 6.65%, which is not yet exceed 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 no more than 20% of the total issued shares, the total value of the transaction is not more than 45,000,000 baht.

The information about LBT is summarized as follows:

1) General information

Name of company	:	Laundry Bar Thai Company Limited
Date of incorporation	:	27 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

After the closing of LBT share acquisition transaction, SABUY will make consideration to appoint director(s) to represent SABUY according to its stake.

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

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

[1]Shareholders of City Coin International Co., Ltd.

	list of shareholders	number of shares	percentage
1	Mr. Beng Teck Ang	500,000	50
2	Wuan Yeen Chua	500,000	50

	Total	**100,000**	**100.00**

[2]Shareholders of PMMM Co., Ltd.

	list of shareholders	number of shares	percentage
1	Mr. Chanon Tovikai	10,000	50.00
2	Miss Pimonwan Cheewakriangkrai	9,800	49.00
3	Miss Suwimol Limlengloet	200	1.00
	Total	**20,000**	**100.00**

[3]Shareholders of VJ International Co., Ltd.

	list of shareholders	number of shares	percentage
1	Miss Vanda Dechasamit	20,398	60.00
2	Mr. Chin Yee Hong	12,000	30.00
3	Mr. Chin Lee Hong	7,600	19.00
4	Mr. Chalongrat Phanthaksin	1	0.00
5	Mrs. Raphee Jirapirilert	1	0.00
	Total	**40,000**	**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
Fiscal Year	**1 Jan 2018 – 31 Dec 2018**	**1Jan 2019 – 31 Dec 2019**	**1 Jan 2020 – 31 Dec 2020**
Revenue	-	26.9	128.8
Gross Profit	-	7.5	46.4
Gross Profit Margin	*N/A*	*27.81%*	*36.14%*
Net Profit	(0)	(0.8)	11.1
Net Profit Margin	*N/A*	*N/A*	*8.63%*

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 Company and LBT's existing shareholders. The Company considers the purchase price together with the valuation using Discount Cashflow Method and LBT future growth strategy along with 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 using world class equipment and 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 as first priority, and may seek financing support from financial institution in the even that there is insufficient liquidity for the transaction.

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 franchiser and service provider of Self-Service Laundry business. The transaction will especially enhance SABUY WASH, which is a Self-Service Laundry business unit under the Company, to compete in the market. In addition 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 –

Attachment 2.

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

Attachment 3.

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. Standard packages include POWERPOS and POWERACC which can accommodate store management tasks and accounting tasks.

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 31.23% 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 31.23 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 6.55%, 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

The Company will purchase CITY's shares and complete the transaction 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.

Shareholding Structure Pre-Transaction			Shareholding Structure Post-Transaction		
Name of Shareholders	**Number of Shares**	**Percentage**	**Name of Shareholders**	**Number of Shares**	**Percentage**
Mr. Jirameth Bunthamraksa	369,990	73.9980	Mr. Jirameth Bunthamraksa	200,000	40.00
Ms. Pak Bunthamraksa	130,000	26.0000	Ms. Pak Bunthamraksa		
Mrs. Thanyanan Nakyueng	10	0.0020	Mrs. Thanyanan Nakyueng		
			SABUY	300,000	60.00
รวม	**500,000**	**100.00**		**500,000**	**100.00**

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 31.23% 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")	$\frac{\text{NTA of the acquired assets x acquisition portion x 100}}{\text{NTA of the Company}}$	$\frac{5.15 \times 60\%}{939.58}$	0.33
Net Profit	$\frac{\text{Net profit of the acquired assets x acquisition portion x 100}}{\text{Net profit of the Company}}$	$\frac{1.3 \times 60\%}{135.11}$	0.58
Total Consideration Value	$\frac{\text{Value of consideration received x 100}}{\text{Total assets of the Company}}$	$\frac{58.5}{6,291.00}$	**0.93**
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets x 100}}{\text{Number of issued and paid-up shares of the Company}}$	There is no need to calculate.	

Because of the size of the asset acquisition transaction, the transaction size is 31.23 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 6.65%, 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.

After the closing of CITI share acquisition transaction, SABUY will make consideration to appoint director(s) to represent SABUY according to its stake.

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

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

Fiscal Year (Million Baht)	1 Jan 2018 – 31 Dec 2018	1 Jan 2019 – 31 Dec 2019	1 Jan 2020 – 31 Dec 2020
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) in terms of revenue generation capability and estimated net profits and the negotiation between the Seller and the Company.

6. Expected benefits for the Company

1) 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;
2) To learn (Learning Curve) in management and technology related to the provision of POS machines and software systems; and

3) To increase 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 in the total amount of 58,500,000 by cash, using the company's working capital flow and may consider using loan from financial institutions in the case where the Company's working capital flow is not sufficient.

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 entering into such transaction by the Company is reasonable and will be beneficial to the Company and its shareholders 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. Also, it will support SABUY POS, which is one of the Company's business units, develop products and services more efficiently due to CITY team's experiences, and help expand products and services to SABUY's and CITY's customers. In addition, 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. 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

Attachment 5.

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

In the case of increasing registered capital of SABUY Accelerator Company Limited ("SABUYAC")

to acquire EATLAB Company Limited ("EATLAB")

and Keen Profile (Thailand) Company Limited ("KEEN PROFLIE") (List 1)

In relation to the Board of Directors' resolution, in the Board of Directors Meeting No. 11/2021 of Sabuy Technology Public Company Limited ("**Company**"), on December 15, 2021, to approve the Establishment of SABUYAC, in order to expand investments of the Company group related to innovation and enhance products and services capabilities in the ecosystem of the Company group, with the registered capital of 10,000,000 baht (which is not included in transaction size calculation), where SABUY holds 90 percent of shares (another 10 percent of shares is held by another shareholder who is not a related party to the Company), the Board of Directors Meeting No. 1/2022 of the Company, on January 10, 2022, passed a resolution to approve an increase of SABUYAC registered capital from 10,000,000 baht to 100,000,000 baht and to authorize SABUYAC's board of directors to call for an increase of SABUYAC paid-up capital at the same amount of SABUYAC investments in any other businesses. Moreover, SABUY will increase its shareholding proportion in SABUYAC from 90 percent to 100 percent (previously another 10 percent held by another shareholder). As a result, SABUYAC increases its registered capital purpose is to invest in startup businesses and currently has two investments, which are EATLAB Company Limited ("EATLAB") and Keen Profile (Thailand) Company Limited ("KEEN PROFILE"), that were approved by the Company's Board of Directors, totaling to the investment amount of 37,550,000 baht. In addition, SABUYAC plan to invest in other startup businesses in the future, and to facilitate the management of SABUYAC, the Company's Board of Directors authorizes SABUYAC's board of directors the authority to approve an investment in each startup business for the amount not greater than 10,000,000 baht with the investment proportion not greater than 10 percent, in the case for an investment that is over this authority, SABUYAC's need to propose that investment to the Company's Board of Directors for approval.

In this regard, the investment amount of 100,000,000 baht for the establishment of SABUYAC to invest in startup business 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**"), the transaction size is calculated equal to 1.59% 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 31.23% 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 31.23%, 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 6.65% 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 SABUYAC is the Company's subsidiary which is 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 startup businesses that SABUYAC considered to invest as follows:

1. Date of the Transaction

SABUY will incorporate SABUYAC and increase SABUYAC's registered capital within January 2022, and SABUYAC will purchase newly issued ordinary shares of EATLAB and KEEN PROFILE within February 2022. SABUYAC is also in consideration of investing in other businesses in the future.

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

2.1 General characteristics of the Transaction

Attachment 5.

In relation to the Board of Directors' resolution, in the Board of Directors Meeting No. 11/2021 of Sabuy Technology Public Company Limited (" **Company**"), on December 15, 2021, to approve the Establishment of SABUYAC, in order to expand investments of the Company group related to innovation and enhance products and services capabilities in the ecosystem of the Company group, with the registered capital of 10,000,000 baht (which is not included in transaction size calculation), where SABUY holds 90 percent of shares (another 10 percent of shares is held by another shareholder who is not a related party to the Company), the Board of Directors Meeting No. 1/2022 of the Company, on January 10, 2022, passed a resolution to approve an increase of SABUYAC registered capital from 10,000,000 baht to 100,000,000 baht and to authorize SABUYAC's board of directors to call for an increase of SABUYAC paid-up capital at the same amount of SABUYAC investments in any other businesses. Moreover, SABUY will increase its shareholding proportion in SABUYAC from 90 percent to 100 percent (previously another 10 percent held by another shareholder). As a result, SABUYAC increases its registered capital purpose is to invest in startup businesses and currently has two investments, which are EATLAB Company Limited ("EATLAB") and Keen Profile (Thailand) Company Limited ("KEEN PROFILE"), that were approved by the Company's Board of Directors, totaling to the investment amount of 37,550,000 baht. In addition, SABUYAC plan to invest in other startup businesses in the future, and to facilitate the management of SABUYAC, the Company's Board of Directors authorizes SABUYAC's board of directors the authority to approve an investment in each startup business for the amount not greater than 10,000,000 baht with the investment proportion not greater than 10 percent, in the case for an investment that is over this authority, SABUYAC's need to propose that investment to the Company's Board of Directors for approval.

Attachment 5.

Detail of an investment in EATLAB

3. 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.

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	:	24 January 2018
Country of incorporation	:	Thailand
Paid-up capital (as of the date of this information memorandum)	:	THB 15,000,000 / 150,000 shares at THB 100 per share
Type of business	:	Consult, design, and programming, including developing software as per customers' needs for all categories of foods and beverages businesses
Directors	:	1. Miss Chanikarn Wongviriyawong 2. Mr. Yosawat Jirachokchaiwong

SABUYAC has not yet nominated director in EATLAB and may negotiate about director nomination in EATLAB later.

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

	list of shareholders	number of shares	percentage
1	Miss Chanikarn Wongviriyawong	94,900	63.2667%
2	Khunying Chamnongsri Hanchanlash	7,125	4.7500%
3	NAWAWIWAT COMPANY LIMITED	6,495	4.3300%

4	JOVIAL JOURNEY LIMITED	5,892	3.9280%
5	Miss Natthakul Taepaisitphongse	5,700	3.8000%
6	Other shareholders	29,888	19.9254%
	Total	**34,000**	**100.000%**

EATLAB will raise funds in Series A in the amount of 54,106,750 baht by issuing new ordinary shares, where SABUYAC will invest in the amount of 27,550,000 baht, equivalent to 10.15 percent after the fundraising. EATLAB will be an investment company of SABUYAC

3) EATLAB key financial information

financial information

Item	Unit: THB Million		
Ending	31 Dec 2018	31 Dec 2019	31 Dec 2020
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		
Fiscal Year	1 Jan 2018 – 31 Dec 2018	1 Jan 2019 – 31 Dec 2019	1 Jan 2020 – 31 Dec 2020
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

Attachment 5.

Detail of an investment in KEEN PROFILE

3. 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.

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

SABUYAC has not yet nominated director in KEEN PROFILE and may negotiate about director nomination in KEEN PROFILE later.

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%**

KEEN PROFILE will raise funds in Pre-Series A in the amount not exceeding 20,000,000 baht by issuing new ordinary shares, where SABUYAC will invest in the amount of 10,000,000 baht, equivalent to 15.00 percent after the fundraising. KEEN PROFILE will be an investment company of SABUYAC

3) KEEN PROFILE key financial information

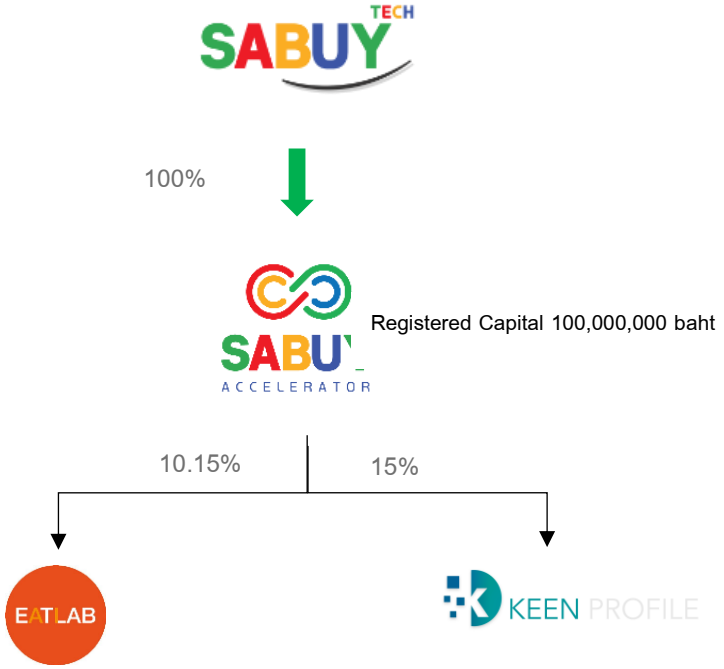
financial information

Item	Unit: THB Million		
Ending	31 Dec 2018	31 Dec 2019	31 Dec 2020
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		
Fiscal Year	Jan 2018 – 31 Dec 2018	Jan 2019 – 31 Dec 2019	1 Jan 2020 – 31 Dec 2020
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

Attachment 5.

SABUYAC Shareholding Structure after the Transactions



5. Basis used to determine the value of consideration of EATLAB and KEEN PROFILE

The Company considered the purchase prices by using Peer Comparable method and estimating revenue generation capabilities, future profits and business models

6. Expected benefits for the Company for investing in EATLAB and KEEN PROFILE

1) Enhance and Strengthen products and services capabilities in the Ecosystem of SABUY
2) Apply new innovative businesses into the Company group and its Ecosystem
3) Support and develop Startup businesses who have business potential but lack of capital and business know-how

7. Source of fund for assets acquisition

From capital of SABUYAC which is the Company's subsidiary. SABUYAC will make the payments for the acquisitions of newly issued ordinary shares in the total amount of 37,550,000 baht by cash, using the Company's working capital and may consider using loan from financial institutions in the case where the Company's working capital is not sufficient.

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. However, the investments of SABUYAC are investments in startup businesses with the prioritization to enhance and develop SABUY's Ecosystem and create opportunities for entrepreneurs who possess business innovation that needs funding to build their businesses. SABUYAC will consider the Business model and its prospect as well as Technology and Business synergy that potentially strengthen the Company group rather than the previous financial performance.

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