



บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงอสมด้า
เขตบางขุนเทียน กรุงเทพมหานคร 10150

SABUY 006/2022

Date February 7, 2022

Subject: Acquisition of ordinary shares in the new company set up in joint venture with OMoney Group and acquisition of CarFinn Inter Group Company Limited ordinary shares. (Revised 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. 2/2022 held on January 30, 2022, which approved the framework for the investment in new business and authorize the Chief Executive Officer to conduct negotiation under the framework as follows:

- 1. Approve the investment in joint venture with OMoney Group (“OMoney”) (OMoney Group comprised of O Money Bangkok Company Limited (“OMB”), O Money Pathumthani Company Limited (“OMP”) and O Money Samutsakhon Company Limited (“OMS”)) in the proportion of no more than 60 percent with the value not exceeding 50,000,000 baht with details as the following:**

Party : Buyer: the Company.
Seller: Original Shareholders of OMoney consisted of 1.) Mr. Nuttapong Tungdajahirun and 2.) Mr. Mr. Nadol Thanyakomdilok. OMoney Group consisted of O Money Bangkok Company Limited (“OMB”), O Money Pathumthani Company Limited (“OMP”) and O Money Samutsakhon Company Limited (“OMS”). Seller is 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).

Business Type : OMoney Group comprised of O Money Bangkok Company Limited (“OMB”), O Money Pathumthani Company Limited (“OMP”) and O Money Samutsakhon Company Limited (“OMS”) which are the holder of Pico Finance license and are the developer of Application and Artificial Intelligent (“AI”) for business related to personal loan and financial service.

Expected benefits : 1) OMoney Group is the holder of 3 Pico Finance Licenses covering 3 provinces and has Digital Lending platform capable of linking to HR Payroll system which can be used for Pico Finance business immediately. In addition, the Company can adapt OMoney’s Digital



Lending platform to serve the Company's other lending and financial services.

2) OMoney has an MOU with a HR management service provider with more than 400,000 individuals as potential customer. This provide opportunity for the Company to expand it's customer in the Company Eco System

3) Customer Base

- Expanding SABUY Eco System into loan and financing services.
- Pico finance can serve as a tool to increase purchase power of customer within the Company's Eco System.
- Provide access to new customer base namely blue collar factor workers, and migrant workers.
- Access to new potential customer for Company's other businesses.

2. Approve the purchase of ordinary shares of CarFinn Inter Group Company Limited ("CarFinn") in the proportion of not more than 20 percent with the value of no more than 30,000,000 baht. In addition, the Company will provide financial support by granting loan to CarFinn. The proceeds from loan shall be used to provide loan to CarFinn's client. The details of the transaction are as follows:

Party : Buyer: the Company.

Seller: CarFinn is 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 : CarFinn is an auto-loan broker and provide short term loan to the client for the purpose of refinancing process. In addition, CarFinn provide short term personal loan to the client with liquidity shortage. CarFinn provide its service via Digital Platform and utilize Online Marketing such as Facebook, Google, and Youtube in order to reach larger audiences, control cost, and able to quickly adapt its marketing strategy according to customer behavior.

Expected benefits : Synergy between Company and CarFinn will resulted in larger variety of financial product provided by the Company, especially loan and credit services under SCAP. In addition, SBMX, Company's business arm in auto-

insurance, can enjoy larger customer base by utilizing CarFinn expertise in auto-loan.

In this regard, the joint venture with OMoney and the purchase of ordinary shares of CarFinn 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 1.27 percent 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 32.50 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 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 30, 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 7.93 percent, 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 – 2.

Transaction Size Calculation of the previous 6 month

BOD's Meeting Date	20 Oct 21		Company has circulated IM2 to shareholders					16 Dec 21
	8 Nov 21	10 Nov 21	FSMART	LTP	PXP	FORTH	CDM	SHIP 14%
Calculation Criteria	TERO SABUY JV	SHIP 5%	SABUY JV	70%	60%	Vending	50%	
1. Net Tangible Asset	0.00%	0.26%	0.00%	0.12%	0.06%	0.00%	0.61%	0.91%
2. Net Operating Profit	0.00%	2.04%	0.00%	0.07%	0.00%	0.00%	1.20%	4.16%
3. Value of Consideration	0.34%	1.29%	0.16%	0.67%	0.38%	5.40%	17.96%	0.89%
4. Value of securities	n/a	n/a	n/a	n/a	n/a	n/a	6.16%	n/a

BOD's Meeting Date	10 Jan 22				
Calculation Criteria	PAYPOST 75%	CITI 60%	LBT 20%	SABUYAC เพิ่มทุน	Transaction Size Previous 6 Month
1. Net Tangible Asset	0.08%	0.33%	0.30%	Negative	2.66%
2. Net Operating Profit	n/a	0.58%	1.64%	Negative	9.68%
3. Value of Consideration	0.89%	0.93%	0.72%	1.59%	31.23%
4. Value of securities	n/a	n/a	n/a	n/a	6.16%



บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ
เขตบางขุนเทียน กรุงเทพมหานคร 10150

Transaction Size Calculation for this transaction

BOD's Meeting Date **30 Jan 22**

Calculation Criteria	OM 60%	CARFINN 20%	Total	Accumulated 6 Month	Deduct Circular Letter	Net Transaction Size
1. Net Tangible Asset	n/a	0.27%	0.27%	2.93%	0.79%	2.14%
2. Net Operating Profit	n/a	n/a	0.00%	9.68%	1.26%	8.41%
3. Value of Consideration	0.79%	0.48%	1.27%	32.50%	24.57%	7.93%
4. Value of securities	n/a	n/a	0.00%	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



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

In the case of acquisition of OMoney Group (List 1)

According to the Board of Directors Meeting No. 2/2022 of Sabuy Technology Public Company Limited (“**Company**”), on January 30, 2022, passed a resolution approving framework to jointly invest with OMoney Group (“**OMoney**”) (OMoney consisted of O Money Bangkok Company Limited (“**OMB**”), O Money Pathumthani Company Limited (“**OMP**”) and O Money Samutsakhon Company Limited (“**OMS**”). OMoney is the holder of Pico Finance Licenses covering the province of Bangkok, Pathumthani and Samutsakhon respectively. The resolution authorize Chief Executive Officer to negotiate terms and conditions whereas the investment in a new company shall be in the value not exceeding 50,000,000 baht and in the proportion of 60%

At the current stage, the Company and OMoney have reach the agreement in investment terms and condition which fall within the framework approved by the Board of Directors. The Company and its Group (“**Company Group**”) and OMoney will jointly set up a newly registered company under the name O Money Capital Company Limited (“**OCap**” or other name as advised by registrar office). Investment by Company Group shall be in the amount of 50,000,000 baht and receive the share of OCap in the proportion of 60 percent. Original Shareholder of OMoney shall hold the remaining 40 percent of the shares in OCap. OCap shall hold 100% shares in O Money Bangkok Company Limited (“**OMB**”), O Money Pathumthani Company Limited (“**OMP**”) and O Money Samutsakhon Company Limited (“**OMS**”). OMB, OMP and OMS are the holder of Pico Finance license and are the developer of Application and Artificial Intelligent (“**AI**”) for business related to personal loan and financial service. OMoney 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).

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 jointly investing with OMoney, the Company Group will in the proportion of no more than 60 percent with total value not exceeding 50,000,000 baht. The transaction size is calculated equal to 0.79 percent according to the total value of consideration. 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 accumulated asset acquisition transaction size is equal to 32.50 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.

The size of the asset acquisition transaction of 32.50 percent 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 30, 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, 7.93 percent, which is not yet exceed 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 OMoney 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 the acquisition of assets mentioned above as follows:

1. Date of the Transaction

Expected completion of transaction to be within April 2022.

2. Relevant parties and relationship with the Company

Buyer : the Company.

Seller : Existing Shareholders of OMoney consisted of 1.) Mr. Nuttapong Tungdajahirun and 2.) Mr. Mr. Nadol Thanyakorndilok. OMoney Group consisted of O Money Bangkok Company Limited (“**OMB**”), O Money Pathumthani Company Limited (“**OMP**”) and O Money Samutsakhon Company Limited (“**OMS**”)

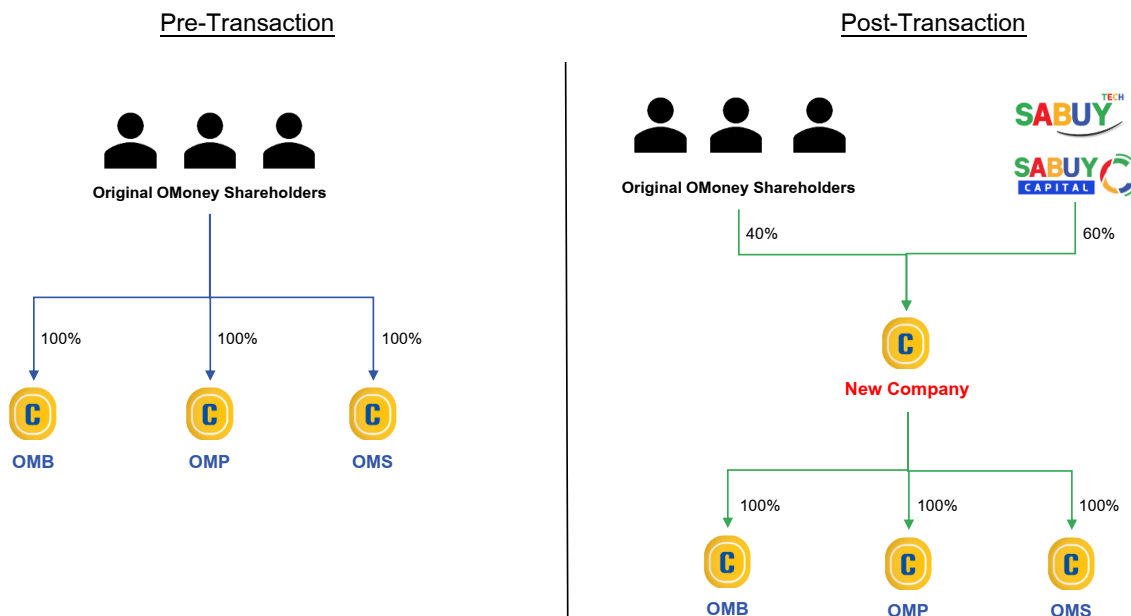
Relationship : Existing shareholder of OMoney Group which is not a connected person of the Company according to the announcement of connected transactions.

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

3.1 General characteristics of the Transaction

As the Company wishes to expand its business in financial service, specifically loan and credit service, the Company Group will jointly with OMoney to invest in the OCap, a newly registered company, by investing in the proportion of no more than 60 percent, with the total value not exceeding 50,000,000 baht. The new company will hold shares of OMB, OMP and OMS in the proportion of 100 percent.

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 Group will invest in OCap, which is a newly registered company, in the proportion of no more than 60 percent with a total the total value not exceeding 50,000,000 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 0.79 percent based on 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 32.50 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 ending on September 30, 2021, as follows:

Computation of an item

Criteria	Calculation Method	calculation (million baht)	transaction size (percent)
Net Tangible Assets ("NTA")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	Calculation not required	
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	Calculation not required	
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{50.00}{6,291.00}$	0.79
Value of Issued Securities	$\frac{\text{Number of shares issued for payment of assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	Calculation not required	

Based of the size of the asset acquisition transaction, the transaction size is 32.50 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 (1 (2,2,3,(3)5, 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 30, 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 7.93 percent, 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 OMoney group is not a connected person of the Company, according to the announcement of connected transactions.

4. Details of the assets to be acquired

Ocap's ordinary shares in the proportion of no more than 60 percent of total issued shares. The total value of the transaction is no more than 50,000,000 baht. The New Company will hold shares in OMB, OMP and OMS in the proportion of 100 percent.

The information about OMoney is summarized as follows:

1) General information

OMB

Name of company	:	O Money Bangkok Company Limited
Date of incorporation	:	19 June 2019
Country of incorporation	:	Thailand
Registration number	:	0105562107251
Registered office	:	1687/1 Phahon 19 Bldg., 1Fl. Phahon Yothin Rd., Chatuchak, Chatuchak, Bangkok
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 50,000 shares at THB 100 per share
Type of business	:	Pico Finance Service
Directors	:	1. Mr. Nuttapong Tungdajahirun 2. Mr. Nadol Thanyakorndilok

OMP

Name of company	:	O Money Pathumthani Company Limited
Date of incorporation	:	20 June 2019
Country of incorporation	:	Thailand
Registration number	:	0135562014954
Registered office	:	2/123 Soi Rangsit-Nakhonnayok, 34/1 Prachathipat, Thanyaburi, Pathum Thani
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 50,000 shares at THB 100 per share
Type of business	:	Pico Finance Service
Directors	:	1. Mr. Nuttapong Tungdajahirun 2. Mr. Nadol Thanyakorndilok

OMS

Name of company	:	O Money Samutsakhon Company Limited
Date of incorporation	:	21 June 2019



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

Attachment 2.

Country of incorporation	:	Thailand
Registration number	:	0745562006051
Registered office	:	1/101 Moo. 1 Tha Chin, Mueang Samut Sakhon, Samut Sakhon
Paid-up capital (as of the date of this information memorandum)	:	THB 5,000,000 / 50,000 shares at THB 100 per share
Type of business	:	Pico Finance Service
Directors	:	1. Mr. Nuttapong Tungdajahirun 2. Mr. Nadol Thanyakorndilok

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

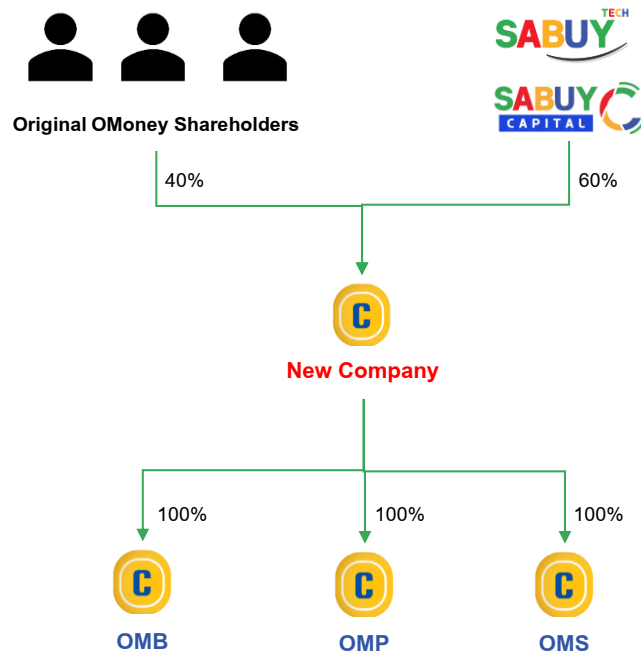
List of Shareholders	OMB		OMP		OMS	
	Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
Mr. Nuttapong Tungdajahirun	24,999	49.99	24,999	49.99	24,999	49.99
Mr. Nadol Thanyakorndilok	24,999	49.99	24,999	49.99	24,999	49.99
Mr. Nawathorn Theekhasathian	2	0.00	2	0.00	2	0.00
Total	50,000	100.00	50,000	100.00	50,000	100.00

3) OMoney key financial information

Financial Information	OMB		OMP		OMS	
	2562 31/12/2018	2563 31/12/2019	2562 31/12/2018	2563 31/12/2019	2562 31/12/2018	2563 31/12/2019
Total Asset	5,051	5,139	5,051	5,139	5,051	5,139
Total Liability	32	38	48	54	82	88
Total Equity	5,019	5,101	5,003	5,085	4,969	5,051
Paid up Capital	5,000	5,000	5,000	5,000	5,000	5,000

Unit : 000' Baht	OMB		OMP		OMS	
	2562 31/12/2018	2563 31/12/2019	2562 31/12/2018	2563 31/12/2019	2562 31/12/2018	2563 31/12/2019
Revenue	51	98	51	98	51	98
Net Profit	19	82	3	82	(31)	82
Net Profit Margin	37.96%	83.68%	6.70%	83.68%	-61.71%	83.68%

Shareholding Structure Post Transaction





5. Basis used to determine the value of consideration

The value of consideration in the amount of not exceeding 50,000,000 baht for the acquisition of the ordinary shares of the OCap in the proportion of no more than 60 percent, in which OCap will hold the shares of OMB, OMP, and OMS in the proportion of 100 percent, is the value negotiated between the Company and OMoney's existing shareholders. The Company considers the purchase price together with the valuation using Discount Cashflow Method, cost to obtain Pico Finance Licenses, Intellectual property and OMoney future growth strategy.

6. Expected benefits for the Company

- 1) OMoney Group is the holder of 3 Pico Finance Licenses covering 3 provinces and has Digital Lending platform capable of linking to HR Payroll system which can be used for Pico Finance business immediately. In addition, the Company can adapt OMoney's Digital Lending platform to serve the Company's other lending and financial services.
- 2) OMoney has an MOU with a HR management service provider with more than 400,000 individuals as potential customer. This provide opportunity for the Company to expand it's customer in the Company Eco System
- 3) Customer Base
 - Expanding SABUY Eco System into loan and financing services.
 - Pico finance can serve as a tool to increase purchase power of customer within the Company's Eco System.
 - Provide access to new customer base namely blue collar factor workers, and migrant workers.
 - Access to new potential customer for Company's other businesses.

7. Source of fund for assets acquisition

The Company Group will make the payment for New Company ordinary shares in the amount not exceeding 50,000,000 million baht 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

Original shareholders of OMoney must agree in the joint venture and structure under the framework approved by the Company.

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,



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

Attachment 2.

because the acquisition of such shares provide the opportunity for the Company to become leader in personal loan and financial service. In addition, the transaction allow the Company to acquire Application and AI system that can be adapted to serve the Company's other loan and financial services. 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 –

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 Carfinn Inter Group Company Limited (List 1) [\(Revised 1\)](#)

According to the Board of Directors Meeting No. 2/2022 of Sabuy Technology Public Company Limited (“**Company**”), on January 30, 2022, passed a resolution to approve the investment framework for the purchase of ordinary shares of Carfin Inter Group Company Limited (“**CarFinn**”), at the value of no more than 30,000,000 baht, representing 20 percent of CarFinn, and for the Company grant credit support for CarFinn. The proceeds from Company’s credit shall be used to provide loan to CarFinn’s customers. The resolution also authorize the Chief Executive to negotiate the terms and condition of the investment within the approved framework.

The Company and CarFinn have now reached a joint investment agreement for the Company to purchase 20 percent of CarFinn's newly issued ordinary shares. CarFinn 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"**), with a total value of no more than 30,000,000 baht. The Company will pay the Seller 30,000,000 baht in cash for the purchase of CarFinn's ordinary shares. Synergy between Company and CarFinn will resulted in larger variety of financial product provided by the Company, especially loan and credit services under Sabuy Capital Plus Company Limited (“**SCAP**”). In addition, Sabuy Maxi Insurance Broker Company Limited (“**SBMX**”), Company’s business arm in auto-insurance, can enjoy larger customer base by utilizing CarFinn expertise in auto-loan. Furthermore, SCAP grant CarFinn with credit lines in the amount of no more than 100,000,000 baht with an annual interest rate of 7 percent [for working capital of CarFinn](#)

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”). The transaction size is calculated to be 0.48 percent based on the total value of consideration criteria by purchasing CarFinn's newly issued ordinary shares in a proportion of not more than 20 percent from existing CarFinn shareholders for a total value of not more than 30,000,000 baht. 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 accumulated asset acquisition transaction size is equal to 32.50 percent based on the total value of the consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been reviewed by a certified public accountant Ended September 30, 2021.

Because of the size of the asset acquisition transaction, the transaction size is 32.50 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 30, 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, 7.93 percent, which is not yet exceed 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 of CarFinn 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 transaction is scheduled to be completed in April 2022.

2. Relevant parties and relationship with the Company

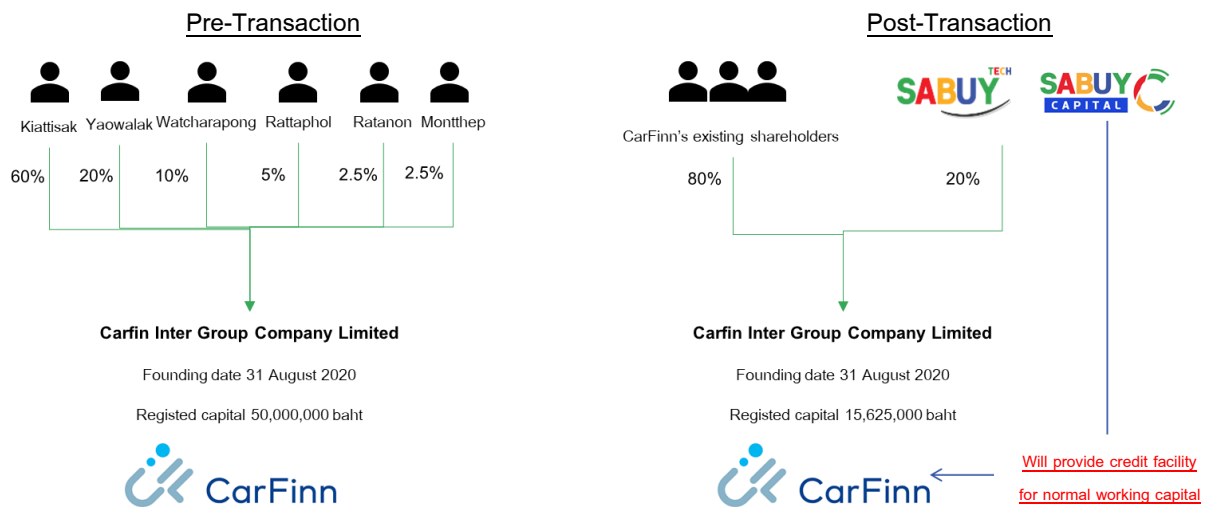
Buyer	:	The Company
Seller	:	Carfin Inter Group Company Limited ("CarFinn")
Relationship	:	According to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions (and as amended), the Company and CarFinn are not connected persons

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

3.1 General characteristics of the Transaction

The company intends create business synergies or order to expand its ecosystem by increasing products and services in the financial services group, especially in terms of customer base for SCAP loan business and to expand SBMX auto insurance customer base. As a result, the company will invest in the purchase of CarFinn's newly issued ordinary shares in the proportion of 20 percent of the shares, with a total purchase price not exceeding 30,000,000 baht.

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



In this regard, CarFinn will reduce its registered capital from 50,000,000 baht to 12,500,000 baht by reducing the unpaid capital. Subsequently, it will issue new shares equal to 20 percent of the registered capital pursuant to the capital increase by the Company at a price of 30,000,000 baht.

3.2 Type and size of the Transaction

The Company will purchase CarFinn's newly issued ordinary shares in an amount equal to 20 percent of the total number of shares sold by CarFinn, with a total purchase price of not exceeding 30,000,000 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 at 0.48 percent based on the total value of consideration criteria, which is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have 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 including this item, the total accumulated size of the asset acquisition transaction is equal to 32.50% 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")	$\frac{\text{NTA of the acquired assets} \times \text{acquisition portion} \times 100}{\text{NTA of the Company}}$	$\frac{12.50 \times 20\%}{939.58}$	0.27
Net Profit	$\frac{\text{Net profit of the acquired assets} \times \text{acquisition portion} \times 100}{\text{Net profit of the Company}}$	Calculation not required	
Total Consideration Value	$\frac{\text{Value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{30.00}{6,691.00}$	0.48
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 32.50 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 30, 2022, and all transactions were approved at the same timeless 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 7.93 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 CarFinn'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

CarFinn's ordinary shares represents 20 percent of the total issued shares and having the right to vote on CarFinn, the total value of the transaction is not more than 30,000,000 baht.

The information about CarFinn is summarized as follows:

1) General information

Name of company	:	Carfinn Inter Group Co., Ltd.
-----------------	---	-------------------------------

Date of incorporation	:	31 August 2020
Country of incorporation	:	Thailand
Registered office	:	2158 Sukhumvit Road, Phra Khanong Tai, Phra Khanong District, Bangkok
Registered capital	:	THB 50,000,000 / 500,000 shares at THB 100 per share
Paid-up capital	:	THB 12,500,000 / 500,000 shares at THB 25 per share
Type of business	:	A service that assists in the search for all forms of car loans
Directors	:	Mr. Kiattisak Kiratiyakomsakul One of the company's directors signs and seals the seal

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

	list of shareholders	number of shares	percentage
1	Mr. Kiattisak Kiratiyakomsakul	300,000	60.00
2	Ms. Yaowalak Techarungrojwong	100,000	20.00
3	Mr. Watcharapong Saovawattanapat	50,000	10.00
4	Mr. Ratanon Planon	25,000	5.00
5	Mr. Rattaphol Sakkampnuson	12,500	2.50
6	Mr. Montthep Panyayong	12,500	2.50
	Total	500,000	100.00

In this regard, CarFinn will reduce its registered capital from 50,000,000 baht to 12,500,000 baht by reducing the unpaid capital. Subsequently, it will issue new shares equal to 20 percent of the registered capital pursuant to the capital increase by the Company or SCAP at a price of 30,000,000 baht.

3) CarFinn's key financial information

Statement of financial position (Unit: Million Baht)	31 December 2020
Total assets	12.51
Total liabilities	0.01
Total Shareholders' Equity	12.50

Statement of Comprehensive Income (Unit: Million Baht)	31 December 2020
Total income	0.03
Total expenses	0.04

Statement of Comprehensive Income (Unit: Million Baht)	31 December 2020
Profit before Tax	-0.004
Net profit	-0.004

5. Basis used to determine the value of consideration

The value of consideration in the amount of 30,000,000 baht for the purchase of 20 percent of CarFinn's shares is the value that the Company considers the purchase price using the discounted cash flow method to determine the value of a business, the licensing fee, and the intellectual property to be acquired, as well as the earnings performance from car refinancing, credit issuing, and other activities, as well as negotiating between the company and the seller.

6. Expected benefits for the Company

Synergy between Company and CarFinn will resulted in larger variety of financial product provided by the Company, especially loan and credit services under SCAP. In addition, SBMX, Company's business arm in auto-insurance, can enjoy larger customer base by utilizing CarFinn expertise in auto-loan.

7. Source of fund for assets acquisition

The Company will utilize its working capital as first priority to invest in CarFinn in the amount not exceeding 30,000,000 baht. In the event that the Company's working capital is insufficient, additional loans from financial institutions may be considered.

8. Condition for the Transaction

CarFinn shall i.) proceed with the reduction of the registered capital from 50,000,000 baht to 12,500,000 baht, ii.) issue 20 percent of the common shares of the registered capital following the capital increase for sale at a total price of 30,000,000 baht, and iii.) appoint one representative director from the Company.

9. Opinion of the board of directors of the Company

The meeting of the Company's board of directors has determined that it is reasonable and beneficial to both the company and its shareholders to enter into such transactions, because the purchase of such shares help acerate the Company growth as the transaction resulted in broader range of financial product and service within the company's business ecosystem. Furthermore, engaging in such transactions leads to business synergies with CarFinn, especially in terms of loan customer base for SCAP and growth in the vehicle insurance



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

Attachment [2](#).

client base for SBMX due to the cooperation with CarFinn, a specialist credit and auto-loan business. In addition, such transactions will generate returns. The rate of asset growth and cash flow provides for the company and shareholders over a long period of time. Therefore, it was resolved to approve the transaction as mentioned above.

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