



(Translation)

SABUY 032/2022

Date June 21, 2022

Subject The investment in a new company (the “**Joint Investment**”), the investment in Blue Parking Company (“**BPARK**”) Limited, the investment in Kumo Company Limited (“**KUMO**”) by SABUY Infrastructure Company Limited, and the establishment of a subsidiary.

To President
The Stock Exchange of Thailand

Enclosure

1. Information Memorandum on Acquisition of Assets (Schedule 1)

SABUY Technology Public Company Limited (the “Company”) wishes to inform that the Board of Directors of the Company No. 11/2022 on 21 June 2022 as the following:

1. The investment in a new company (the “**Joint Investment Company**”), which its name will later be determined, with a registered capital of THB 1,000,000, separated into 100,000 ordinary shares, with a par value of THB 10 per share. The Company and myHR Corporation Limited (“**myHR**”) will respectively hold 51 percent and 49 percent of the registered capital of the Joint Investment Company, which will operate a human resource management business, which is a process for managing personnel in the so that personnel can perform their duties at maximum efficiency as well as the development of personnel to have more potential for more efficient operation and success of the organization. Company will make the payment at the amount of not exceeding THB 510,000 (the “**Establishment of Joint Investment Company Transaction**”).
2. The investment in Blue Parking Company Limited (“**BPARK**”) by purchasing the newly issued ordinary shares of BPARK in the amount of no more than 71,865 shares or equivalent to 30 percent of BPARK registered capital after the issuance of new ordinary shares. BPARK operates the cloud parking management system that connects service users and parking service providers together by finding partners with parking spaces and develop the area by installing innovative intelligent parking management systems, including automatic license plate recognition, barriers in parking spaces, etc. Company will make the payment at the amount of not exceeding 7,186,500 baht to BPARK (the “**BPARK Transaction**”).
3. The investment of SABUY Infrastructure Company Limited (“**SABUY Infra**”); a wholly owned subsidiary of the Company, by purchasing the ordinary shares of KUMO Company Limited (“**KUMO**”) in the amount of no more than 100,000 shares at par value of 100 baht per share (equal to paid up capital



of 10,000,000 baht), or equivalent to 100 percent of KUMO registered capital. KUMO is the service provider of Cloud Hosting. SABUY Infra will make the payment at the amount of not exceeding 10,000,000 baht to shareholders of KUMO in cash (“**KUMO Transaction**”)

4. The establishment of SABUY Wash Company Limited. The Company shall hold 99.99 of the shares with the details as the following

Established company	SABUY Wash Company Limited (“ SABUY Wash ”) Authorize the CEO of the Company to register the company with appropriate name and as approved by the office of registrar.
Company Address	230 Bang Khun Thian-Chaithale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok
Capital	With registered and paid-up capital of 5,000,000 Baht, divided into 500,000 ordinary shares with a par value of 10 baht per share.
Objectives	To conduct business in self-service laundry and to accommodate future investment by partner(s)
Shareholder	SABUY Technology Public Company Limited hold 99.99 percent of total shares. The remaining shares will be held by individual representing the Company as required by law.
Director and Authorized Director	Authorize the Company CEO to manage and appoint the directors as appropriate, but in any case, the maximum number of directors is 4.
Source of funds	Internal cash flow, loans from financial institutions.



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

Please be informed accordingly.

Sincerely yours,

SABUY Technology Public Company Limited

Ms. Duangruthai Sriwarom

Company Secretary

Authorized Person for Information Disclosure



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

According to the Board of Directors Meeting No. 11/2022 of Sabuy Technology Public Company limited (the "Company") held on June 21, 2022, the Board of Directors passed the resolution to acquire asset as the following:

1. The investment in a new company (the "**Joint Investment Company**"), which its name will later be determined, with a registered capital of THB 1,000,000, separated into 100,000 ordinary shares, with a par value of THB 10 per share. The Company and myHR Corporation Limited ("**myHR**") will respectively hold 51 percent and 49 percent of the registered capital of the Joint Investment Company, which will operate a human resource management business, which is a process for managing personnel in the so that personnel can perform their duties at maximum efficiency as well as the development of personnel to have more potential for more efficient operation and success of the organization. Company will make the payment at the amount of not exceeding THB 510,000 (the "**Establishment of Joint Investment Company Transaction**").

2. The investment in Blue Parking Company Limited ("**BPARK**") by purchasing the newly issued ordinary shares of BPARK in the amount of no more than 71,865 shares or equivalent to 30 percent of BPARK registered capital after the issuance of new ordinary shares. BPARK operates the cloud parking management system that connects service users and parking service providers together by finding partners with parking spaces and develop the area by installing innovative intelligent parking management systems, including automatic license plate recognition, barriers in parking spaces, etc. Company will make the payment at the amount of not exceeding 7,186,500 baht to BPARK (the "**BPARK Transaction**").

3. The investment in Sabuy Infrastructure Company Limited ("**SABUY Infra**"), a 100% subsidiary, will purchase ordinary shares of Kumo Recon Company Limited ("**KUMO**") as a contributor Cloud Hosting service not more than 100,000 shares, par value not more than 10,000,000 baht or 100 baht per share, equal to the par value. or equal to 100 percent of the total paid-up capital, whereby SABUY Infra will pay compensation in the amount of not more than Baht 10,000,000 to the existing shareholders of KUMO in full cash ("**KUMO transaction**").

The aforementioned transactions are considered as 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 Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets ("**Acquisition and Disposal of Assets Notifications**"). The size of each transaction calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending March 31, 2022. The transaction size are as the following:

- (1) The maximum transaction size of Establishment of Joint Investment Company Transaction is 0.01 percent based on Total Value of Consideration criteria.

- (2) The maximum transaction size of BPARK Transaction is 0.13 percent based on Total Value of Net Tangible Assets
- (3) The maximum transaction size of BPARK Transaction is 0.46 percent based on Total Value of Net Tangible Assets

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 49.79 percent based on Net Profit from Operation 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.

However, when considering the size of the cumulative transactions for the past 6 months until 20 June 2022 and the items approved at the same time this time deducted from the size of the transaction that the company. The circular letter has been sent to the shareholders, as detailed as disclosed to the SET on May 23, 2022, the transaction size is based on the 1.03 percent consideration value criteria, which is not yet 15 percent. The circular letter must be sent to the shareholders of the Company within 21 days.

The aforementioned transactions are not connected transactions as the counter parties of the transactions are not connected person of the Company. According to the Announcement of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, B.E.2551 (2008) (and as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand RE: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (2003) dated November 19, B.E.2546 (2003) (and as amended) (“**Connected Transaction Notifications**”)

The Company would like to inform the details of acquisition of assets abovementioned as follow:

1. Transaction Date

1.1 Establishment of Joint Investment Company Transaction

Subsequent to Board of Directors Meeting No. 11/2022 which held on June 21, 2022 with the resolution approving the Transaction, the Company is expected to enter into Joint Venture Agreement with the myHR within June 2022 and the closing of the Transaction to be within July 2022 or as mutually agreed by both parties, but in any case, subsequent to the completion of condition precedent as stipulated in the Joint Venture Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Joint Venture Agreement.

1.2 BPARK Transaction

Subsequent to Board of Directors Meeting No. 11/2022 which held on June 21, 2022 with the resolution approving the Transaction, the Company is expected to enter into Share Subscription Agreement with the BPARK within July 2022 and the closing of the Transaction to be within August 2022 or as mutually agreed by both parties, but in any case, subsequent to the completion of condition precedent as stipulated in the Share Subscription Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Subscription Agreement.

1.3 KUMO Transaction

Subsequent to Board of Directors Meeting No. 11/2022 which held on June 21, 2022 with the resolution approving the Transaction, the Company is expected to enter into Share Purchase Agreement with the existing shareholder of KUMO within July 2022 and the closing of the Transaction to be within August 2022 or as mutually agreed by both parties, but in any case, subsequent to the completion of condition precedent as stipulated in the Share Subscription Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Subscription Agreement.

2. **Parties involved and Relationship**

2.1 Establishment of Joint Investment Company Transaction

Joint investor No. 1	:	Company
Joint investor No. 2	:	myHR Corporation Limited
Relationship	:	Joint investor including parties related to Joint investor and the Ultimate Shareholder of Joint investor is not a connected person of the Company according to the announcement of connected transactions.

2.2 BPARK Transaction

Buyer	:	Company
Seller	:	Blue Parking Company Limited
Relationship	:	Seller including parties related to Seller and the Ultimate Shareholder of Seller is not a connected person of the Company according to the announcement of connected transactions.

2.3 KUMO Transaction

Buyer	:	SABUY Infra
Seller	:	Existing shareholder of KUMO
Relationship	:	Seller including parties related to Seller and the Ultimate Shareholder of Seller is not a connected person of the Company according to the announcement of connected transactions.

3. General Characteristics and Size of the Transaction

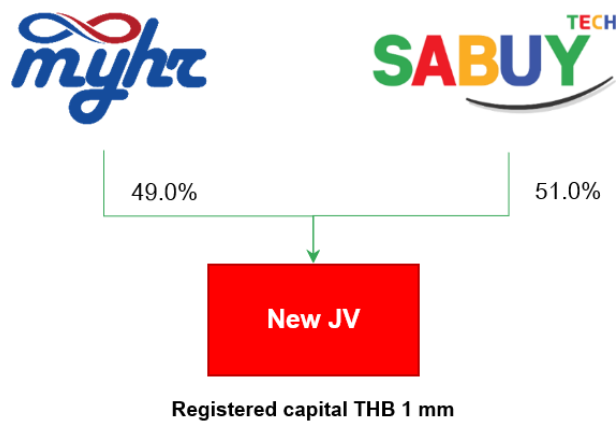
3.1 General Characteristics

3.1.1 Establishment of Joint Investment Company Transaction

The Company will invest in Joint Investment Company with a registered capital of THB 1,000,000, separated into 100,000 ordinary shares, with a par value of THB 10 per share. The Company and myHR will respectively hold 51 percent and 49 percent of the registered capital of the Joint Investment Company. Company will make the payment at the amount of not exceeding THB 510,000 with details as the following:

- Assets** : Establish a Joint Investment Company with a registered capital of THB 1,000,000, separated into 100,000 ordinary shares, with a par value of THB 10 per share. The Company will hold 51 percent of the registered capital of the Joint Investment Company.
- Purchase Price** : Company will make the payment at the amount of not exceeding THB 510,000
- Closing Date** : Within July 2022 or as mutually agreed by both parties
- Key Condition Precedent** : Condition Precedent standard to Joint Venture Agreement

Shareholding Structure of Joint Investment Company is as the following



3.1.2 BPARK Transaction

The Company will invest in BPARK newly issued ordinary shares in the amount of no more than 71,865 shares or equivalent to 30 percent of BPARK registered capital after the issuance of new ordinary shares with details as the following:

- Assets** : BPARK newly issued ordinary shares in the amount of no more than 71,865 shares or equivalent to 30 percent of BPARK registered capital after the issuance of new ordinary shares
- Purchase Price** : The Company will make payment to the Seller for the purchase of BPARK Shares in the amount of no more than THB 7,186,500.
- Closing Date** : Within July 2022 or as mutually agreed by both parties
- Key Condition Precedent** : 1) Due Diligent of BPARK yield satisfactory result to the Company
 2) Condition Precedent standard to Share Subscription Agreement, Share Holder Agreement, and other related agreements

Shareholding Structure of BPARK before and after the Transaction are as the following



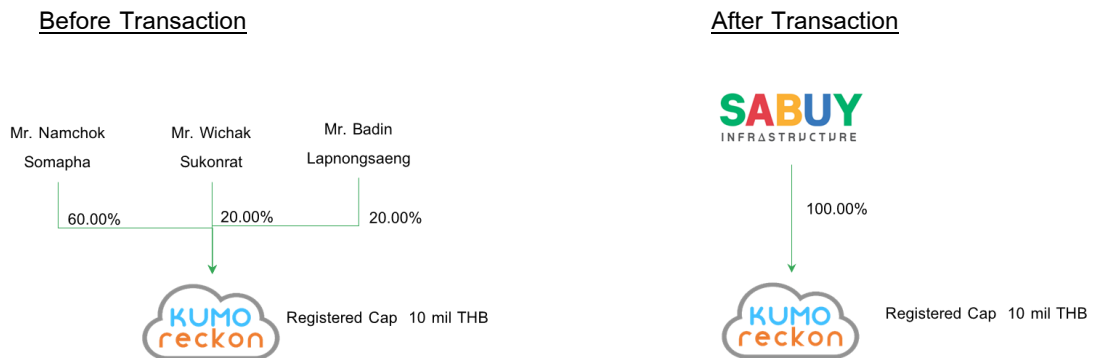
3.1.3 KUMO Transaction

Sabuy Infrastructure Company Limited ("SABUY Infra") will purchase ordinary shares of Kumo Reconn Company Limited ("KUMO") in the amount of not more than 100,000 shares with a par value of not more than 10,000,000 baht or equivalent to 100 baht per share, equal to the value or equal to 100 percent of the total paid-up capital. SABUY Infra will pay compensation in the amount of not more than 10,000,000 baht to the existing shareholders of KUMO in full cash. The details of the transaction are as follows:

- Assets** : No more than 100,000 ordinary shares of KUMO or 100 percent
- Purchase Price** : SABUY Infra must pay cash not more than 10,000,000 baht, which is equal to the paid-up capital of KUMO.

- Closing Date** : Within August 2022 or as mutually agreed by the parties involved
- Key Condition Precedent** : 1) Due Diligent of KUMO yield satisfactory result to the Company
2) Condition Precedent standard to Share Purchase Agreement, Share Holder Agreement, and other related agreements

Shareholding Structure of KUMO before and after the Transaction are as the following



3.2 Type and Size of the transaction

3.2.1 Establishment of Joint Investment Company Transaction

The total transaction size that the Company will make for the Transaction is no more than THB 510,000. The transaction size is calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending March 31, 2022. The maximum transaction size for the Transaction is 0.01 percent based on total value of consideration criteria.

Financial Information

(Unit: million)	The Company at March 31, 2022	Joint Venture Company at December 31, 2021
Total Assets	6,577.04	The company has not yet been established.
Intangible Assets	1,890.34	
Total Liabilities	2,221.19	
Non-controlling Equity (If any)	635.99	
Net Tangible Assets	1,829.53	
Net Profit (Loss)	287.21	

Calculation

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on the value of	(NTA of investment in the Company x Proportion of	Not required	Not required



Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Net Tangible Assets	$\frac{\text{assets acquired or disposed}}{\text{NTA of the Company}} \times 100$		
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio})}{\text{Net operating profits of the Company}} \times 100$	Not required	Not required
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received}}{\text{Total assets of the Company}} \times 100$	$\frac{0.51}{6,577.04}$	0.01
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets}}{\text{Paid-up shares of the Company}} \times 100$	Not required	Not required

3.2.2 BPARK Transaction

The total transaction size that the Company will make for the Transaction is no more than THB 7,186,500. The transaction size is calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending March 31, 2022. The maximum transaction size for the Transaction is 0.13 percent based on total value of net tangible assets criteria.

Financial Information

(Unit: million)	The Company at March 31, 2022	BPARK at December 31, 2021
Total Assets	6,577.04	13.21
Intangible Assets	1,890.34	-
Total Liabilities	2,221.19	5.18
Non-controlling Equity (If any)	635.99	-
Net Tangible Assets	1,829.53	8.03
Net Profit (Loss)	287.21	(1.51)

Calculation

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed})}{\text{NTA of the Company}} \times 100$	$\frac{8.03 \times 30\%}{1,829.53}$	0.13
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio})}{\text{Net operating profits of the Company}} \times 100$	BPARK has a loss that cannot be calculated.	
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received}}{\text{Total assets of the Company}} \times 100$	$\frac{7.19}{6,577.04}$	0.11

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
received	Total assets of the Company		
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets}}{\text{Paid-up shares of the Company}} \times 100$	Not required	Not required

3.2.3 KUMO Transaction

Total value of consideration that the company must pay for entering into such a transaction will not exceed 10,000,000 baht. The transaction size, which is calculated from the consolidated financial statements of the Company, that were reviewed by the Certified Public Accountant for the three-month period. Ending March 31, 2022 on the net tangible asset basis This is the criterion that calculates the maximum transaction size. amounted to 0.46 percent

Financial Information

(Unit: Million Baht)	The Company at March 31, 2022	KUMO At June 30, 2022*
Total assets	6,577.04	12.69
Intangible assets	1,890.34	-
Total liabilities	2,221.19	4.25
Non-controlling shareholders (if any)	635.99	-
Tangible assets (nta)	1,829.53	8.44
Net Profit (Loss)	287.21	(1.51)

* Internal statements from the management of KUMO, which have not been reviewed. Since it opened for business on September 14, 2021 and a capital increase of 10 million baht was called up during January 2022.

Calculation

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed})}{\text{NTA of the Company}} \times 100$	$\frac{8.44 \times 100\%}{1,829.53}$	0.46
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio})}{\text{Net operating profits of the Company}} \times 100$	KUMO has a loss that cannot be calculated	
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received}}{\text{Total assets of the Company}} \times 100$	$\frac{10.00}{6,577.04}$	0.15
Based on value of equity shares issued	$\frac{\text{Equity shares issued for the payment of assets}}{\text{Paid-up shares of the Company}} \times 100$	Not required	Not required

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
for the payment of assets			

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 47.97 percent based on Net Profit from Operation 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.

However, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company deducted by the size of the transactions which has been disclosed and sent to the shareholders dated May 23, 2022 is 1.03 percent based on Total Value of Consideration criteria which is lower than 15 percent. Therefore, the Company is not obliged to inform the shareholders in terms of written documents within 21 days.

Furthermore, the transactions as stipulated in this Information Memorandum are not considered as the Connected Person Transaction as the counter parties of the transactions are not connected person of the Company according to the Connected Transaction Notifications.

4. Details of the acquired assets

4.1 Establishment of Joint Investment Company Transaction

After the completion of the Transaction, the Company will hold no more than 51,000 ordinary shares of Joint Venture Company or equivalent to 51 percent of Joint Venture Company. Details of Joint Venture Company can be summarized as the following:

4.1.1 General Information

Name	Will later be determined
Business Type	Human resource management business
Head Office	230 Bang Khun Tian-Chai Talay Road, Samae Dam Sub-District, Bang Khun Tian District Bangkok
Registered Date	Will later be incorporated
Registered Capital	THB 1,000,000
Total Number of Shares	100,000 shares

Par value (per share)	THB 10
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4.1.2 List of shareholders

No	Shareholder Name	No. of Share	Percent
1	Sabuy Technology Public Company Limited	51,000	51.00
2	myHR Corporation Limited	49,000	49.00
	Total	100,000	100.00

There will be representatives of the company to hold shares on behalf of the company in order to complete the legal requirements.

4.1.3 Directors of Joint Venture Company

The Directors of the Joint Investment Company will comprise four seats; two seats will be nominated by the Company, and two seat will be nominated by myHR.

4.1.4 Financial Statement of Joint Venture Company

No information since it is a newly established company.

4.2 BPARK Transaction

After the completion of the Transaction, the Company will hold no more than 71,865 ordinary shares of BPARK or equivalent to 30 percent of BPARK. Details of BPARK can be summarized as the following:

4.2.1 General Information

Name	Blue Parking Company Limited
Business Type	Information technology and computer service activities
Head Office	134/4 Si Lom Rd. Suriyawong, Bang Rak, Bangkok 10500
Registered Date	September 26, 2017
Registered Capital	THB 16,768,400
Paid-up Capital	THB 16,768,400
Total Number of Shares	167,684 shares
Par value (per share)	THB 100

4.2.2 List of shareholders as of March 24, 2022

No	Shareholder Name	No. of Share	Percent
1	Virtu Ventures Company Limited ^{/1}	146,868	87.59
2	THS Growth Company Limited ^{/2}	15,982	9.53

No	Shareholder Name	No. of Share	Percent
3	Mr. Pachara Arayakarnkul	3,000	1.80
4	Mr. Khakna Thimachai	1,500	0.89
5	Mr. Xi Chen	334	0.20
	Total	167,684	100.00

List of shareholders after transaction completed

No	Shareholder Name	No. of Share	Percent
1	Virtu Ventures Company Limited ^{/1}	146,868	61.31
2	THS Growth Company Limited ^{/2}	15,982	6.67
3	Mr. Pachara Arayakarnkul	3,000	1.25
4	Mr. Khakna Thimachai	1,500	0.63
5	Mr. Xi Chen	334	0.14
6	SABUY	71,865	30.00
	Total	239,549	100.00

^{/1}List of shareholders of Virtu Ventures Company Limited as of August 24, 2021

No	Shareholder Name	No. of Share	Percent
1	BB Global Capital Limited	71,032	48.99
2	Mr. Pachara Arayakarnkul	40,751	28.10
3	Mr. Pakorn Jiamsakulthip	25,816	17.80
4	Miss Chatchara Mak-on	7,401	5.10
	Total	145,000	100.00

^{/2}List of shareholders of Virtu Ventures Company Limited as of April 29, 2022

No	Shareholder Name	No. of Share	Percent
1	Subsin Phaisan Company Limited ^{/3}	2,750,000	55.00
2	Mrs. Vatcharee Sirirat-usdorn	375,000	7.50
3	Miss Petcharat Sirirat-usdorn	375,000	7.50
4	Miss Kanyakon Sirirat-usdorn	375,000	7.50
5	Mr. Theparit Sirirat-usdorn	375,000	7.50
6	Mr. Pornthep Sirirat-usdorn	375,000	7.50
7	Mr. Vorathep Sirirat-usdorn	375,000	7.50
	Total	5,000,000	100.00

^{/3}List of shareholders of Subsin Phaisan Company Limited as of April 29, 2022

No	Shareholder Name	No. of Share	Percent
1	Mrs. Vatcharee Sirirat-usdorn	22,170	16.92
2	Miss Petcharat Sirirat-usdorn	21,766	16.61
3	Miss Kanyakon Sirirat-usdorn	21,766	16.61
4	Mr. Theparit Sirirat-usdorn	21,766	16.61
5	Mr. Pornthep Sirirat-usdorn	21,766	16.61
6	Mr. Vorathep Sirirat-usdorn	21,766	16.61
	Total	131,000	100.00

4.2.3 Directors of BPARK

- 1) Mr. Pachara Arayakarnkul
- 2) Mr. Pakorn Jiamsakulthip
- 3) Mr. Khakna Thimachai

4.2.4 Financial Statement of BPARK

Balance Sheet

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
Total Assets	4,805,104	8,170,077	13,209,254
Current Assets	3,714,489	5,351,247	3,102,592
Non-current Assets	1,090,616	2,818,830	10,106,662
Total Liabilities	11,066,722	11,892,827	5,178,688
Current Liabilities	10,957,455	11,630,763	4,905,729
Non-current Liabilities	109,267	262,064	272,959
Shareholders' Equity	(6,261,618)	(3,722,750)	8,030,566

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
Total Shareholders' Equity	(6,261,618)	(3,722,750)	8,030,566

Income Statement

Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Revenue from Sales and Services	1,926,509	10,379,798	5,104,826
Other Incomes	152,851	40,222	54,000
Total Revenue	2,079,360	10,420,020	5,158,826
Cost of Sales and Services	5,877,288	7,514,255	4,149,347
Others Expenses	2,837,211	2,409,559	2,433,759
EBIT	(6,635,139)	496,207	(1,424,280)
Financial Expenses	72,125	127,231	86,404
Income Tax	-	-	-
Net Profit (loss)	(6,707,265)	368,975	(1,510,684)

4.3 KUMO Transaction

4.3.1 General Information

Name	KUMO REACON COMPANY LIMITED (“KUMO”)
Business Type	Infrastructure service to host websites and related customer files for quick and reliable use when connected over the Internet. server depository service
Head Office	75 Soi Ramintra 5 Intersection 2, Anusawari Subdistrict, Bang Khen District, Bangkok
Registered Date	September 14, 2021
Registered Capital	10,000,000 baht
Paid-up Capital	10,000,000 baht
Total Number of Shares	100,000 shares
Par value (per share)	100 baht

4.3.2 List of shareholders as of May 31, 2022

No.	List of Shareholder	Number of Share	Percentage
1	Mr. Namchok Somapha	60,000	60.00
2	Mr. Wichak Sukonrat	20,000	20.00
3	Mr. Badin Lapnongsaeng	20,000	20.00
	Total	100,000	100.00

List of shareholders after entering into the transaction

No.	List of Shareholder	Number of Share	Percentage
1	Sabuy Infrastructure Co., Ltd.	100,000	100.00
	Total	100,000	100.00

There will be 2 representatives of the company to hold shares on behalf of the company in order to complete the legal requirements.

4.3.3 Currently, KUMO has 3 directors as follows:

- (1) Mr. Namchok Somapha
- (2) Mr. Wichak Sukonrat
- (3) Mr. Badin Lapnongsaeng

In this regard, the Company will appoint directors to hold positions in proportion to their shareholding.

4.3.4 Financial Information

Financial Position

statement of financial position (Unit : Baht)	31 December 2021	20 June 2022
Total Assets	250,000	12,629,108
Total Liabilities	42,122	4,219,738
Equity	207,878	8,409,370

Income Statement

Statement of Comprehensive Income (Unit : Baht)	31 December 2021	20 June 2022
Revenue from sales and services - net		2,292,000
Cost of sales and/or services		2,066,467
Gross profit (loss)		225,533
Total operating expenses	42,122	1,740,529
Profit (loss) from operations	-42,122	- 1,514,997
tax paid	-	-
Net Profit (Loss)	-42,122	- 1,514,997

5. The total value of consideration

5.1 Establishment of Joint Investment Company Transaction

The value of Transaction is no more than 510,000 baht as detailed in Clause 3.2.1 The Company will make payment to seller in cash after the completion of condition precedent as stipulated in the Joint Venture Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Joint Venture Agreement.

5.2 BPARK Transaction

The value of Transaction is no more than 7,186,500 baht as detailed in Clause 3.2.2 The Company will make payment to seller in cash after the completion of condition precedent as stipulated in the Share Subscription Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Subscription Agreement.

5.3 KUMO Transaction

The value of Transaction is no more than 10,000,000 baht as detailed in Clause 3.2.3 The Company will make payment to seller in cash after the completion of condition precedent as stipulated in the Share Purchase Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Purchase Agreement.

6. The value of assets purchased

The value of assets to be acquired by the Company as stipulated in this Information Memorandum have the value equivalent to the value of the transaction in Clause 5.

7. The basis used to determine the value of the Consideration

7.1 Establishment of Joint Investment Company Transaction

The basis used to determine the value of the Consideration equals to the par value of 10 baht per share.

7.2 BPARK Transaction

The basis used to determine the value of the Consideration equals to the par value of 100 baht per share.

7.3 KUMO Transaction

The basis used to determine the value of the Consideration equals to the par value of 100 baht per share.

8. Benefits to the Company from the transaction

8.1 Establishment of Joint Investment Company Transaction

The Company anticipate benefit from the Transaction as the following:

- Provide human resource management system which will enhance operational efficiency for both within the group of companies, alliances and trading partners as well as supporting the growth of the Company's group
- Strengthen the ecosystem and vision of 7 convenience and 7 SMART to provide more comprehensive and strong services
- The Transaction is expected to yield profit, growth and cashflow stream to the Company, benefiting shareholders of the Company in the long run

8.2 BPARK Transaction

The Company anticipate benefit from the Transaction as the following:

- Increase the source of income for the group of companies. and expanding the business ecosystem of the group of companies from increasing the opportunity to offer cloud parking management system services, as well as strengthening the Ecosystem and the vision of 7 CONVENIENCE and 7 SMART to provide more comprehensive and robust services, especially in the SMART Parking section, by connecting the payment system in SABUYVERSE to the Parking technology, as well as easy payment for parking via mobile phone or various other channels in accordance with customer needs
- The Transaction is expected to yield profit, growth and cashflow stream to the Company, benefiting shareholders of the Company in the long run

8.3 KUMO Transaction

The Company anticipate benefit from the Transaction as the following:

- Have a partner and an experienced management team. Have knowledge in Cloud to manage in SABUY Infra business
- Reduce the cost of doing business related to providing information services. in the use of various program services of the group of companies
- Extending the service of Cloud Hosting Service to third parties to become a Storage Cloud Memory Cloud Computing Cloud, etc.

9. **Source of Funds for the investment**

Cash flow within the company and/or from the issuance of debentures approved by the shareholders for the year 2022



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

Attachment 1

10. Opinion of the Board of Directors regarding the Entry into Transaction

Board of Director considered and opined that the value of the Transaction as detailed in Article 7 is reasonable and the transactions will benefit the Company and shareholders in long term as described in Clause 8. Hence the Board of Director anonymously approve the Company to enter into the Transaction.

11. Opinions of the Audit Committee and/or Directors are different from Opinions of the Board of Directors.

Audit Committee concur with the opinion of the Board of Directors as in Clause 10.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Forwarded for your information

Sincerely Yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information