



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

SABUY 033/2022

June 24, 2022

Subject: The acquisition in iSoftel (Thailand) Company Limited, Softel Communication (Thailand) Company Limited, Oops Network Company Limited and Redhouse Digital Company Limited, Capital Increase, Allocation of newly-issued ordinary shares to a specific person (private placement), Cancellation of issuance and offering of Previous Set of SABUY-W2, Issuance warrants to purchase New Set of Sabuy-W2, Appointment of directors and Convention of EGM1/2022

To: President

The Stock Exchange of Thailand

- Attachment: 1. Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited.
2. Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in Oops Network Company Limited and Redhouse Digital Company Limited.
3. Capital Increase Report (F53-4).
4. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to ISF Holding Company Limited, which is Private Placement.
5. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to MKO Holding Company Limited, which is Private Placement.
6. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to MR. ARNONCHAI VEERAPRAVATI, who is Private Placement and related person.
7. The summary of key features of warrants to purchase newly-issued ordinary shares Sabuy-W2.

Sabuy Technology Public Company Limited (the “**Company**”) would like to inform the resolutions of the Board of Directors meeting No.12/2022 held on June 23, 2022, with the details as follows:

1. Approved to propose to the shareholders’ meeting to consider and approve the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited of which are not connected persons of the Company. According to the Board of Directors Meeting No.8/2022 held on May 4, 2022, the Board of Directors meeting had resolved to approve the investment in iSoftel (Thailand) Company Limited (“**iSoftel**”) and Softel Communication (Thailand) Company Limited (“**Softel**”) in the proportion of 25.01

percent by purchasing not exceeding of 25,010 ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding Company Limited (“**ISF Holding**”). The compensation will be fully paid by cash of not exceeding THB 120,048,000. In this regard, because the Company sees the benefits and cooperation between the Company and iSoftel, the Company intends to adjust the terms and conditions of the investment in iSoftel as follows:

1.1 The Company will adjust the proportion of the investment in iSoftel from 25.01 percent to be 51.00 percent, equivalent to 51,000 shares; and

1.2 The Company and iSoftel will adjust the investment method from purchasing the ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding to be the investment in iSoftel and Softel through the purchasing and accepting all business assets and liabilities from ISF Holding (ISF Holding currently holds 51 percent of the total shares of iSoftel and will indirectly hold the shares of Softel through iSoftel)

In this regard, the purchase and the entire business transfer from ISF Holding will be processed as follows:

1) ISF Holding will transfer the entire business of ISF Holding, consisting of the ordinary shares of iSoftel held by ISF Holding in the proportion of 51.00 percent of the total paid-up shares of iSoftel and the ordinary shares of Softel held by iSoftel in the proportion of 99.99 percent of the total paid-up shares of Softel, to the Company.

2) The compensation of the purchase and the acceptance of the entire business transfer from ISF Holding will be paid by issuing 8,742,857 newly-issued ordinary shares of the Company to ISF Holding at the offering price of THB 28 per share, totaling THB 244,800,000.

The aforementioned transaction is considered as an acquisition of assets 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 compensation of the purchase and the acceptance of the entire business of ISF Holding will be paid by issuing 8,742,857 newly-issued ordinary shares to ISF Holding at the offering price of THB 28 per share, totaling THB 244,800,000. The transaction size is calculated to 6.51 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 57.62 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. The transaction size is higher than 50 percent. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition

transaction of the Company to the Stock Exchange of Thailand (“SET”) according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders’ meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

The details of the investment in iSoftel and Softel under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of ISF Holding are set out in the Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited, Attachment 1.

2. Approved to propose to the shareholders’ meeting to consider and approve the investment in Oops Network Company Limited (“MKO”) by purchasing the ordinary shares in the proportion of 50 percent of the total paid-up shares of MKO. In addition, the Company intends to invest in Redhouse Digital Company Limited (“RH”) by purchasing the ordinary shares in the proportion of 50 percent of the total paid-up shares of RH through the purchasing and accepting all business assets and liabilities from Oops Media Holding Company Limited (“MKO Media Holding”) of which is set up to accommodate the transactions of the investment in MKO and RH.

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications. The compensation of the purchase and the acceptance of the entire business of MKO Holding will be paid by issuing 3,571,428 newly-issued ordinary shares to MKO Holding at the offering price of THB 28 per share, totaling THB 99,999,984. The transaction size is calculated to 1.52 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 have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 57.62 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. The transaction size is higher than 50 percent. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition transaction of the Company to SET according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders’ meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

The details of the investment in MKO and RH under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of MKO Holding are set out in the Information

Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in Oops Network Company Limited and Redhouse Digital Company Limited, Attachment 2.

3. Approved to propose to the shareholders' meeting to consider and approve the change of compensation method of the purchase of warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 ("**Warrants AIT-W2**") from the existing shareholder of Advance Information Technology Public Company ("**AIT**") who is a connected person of the Company whereby the 2022 Annual General Meeting of Shareholders of the Company (the "**2022 AGM**") held on April 27, 2022 had resolved to approve the Company to invest in AIT as follows:

1) Approved the purchase of ordinary shares of AIT and Warrants AIT-W2 from MR. ARNONCHAI VEERAPRAVATI ("**MR. ARNONCHAI**"), who is the existing shareholder of AIT, by purchasing 30,000,000 ordinary shares, or equivalent to 2.91 percent of the total paid-up shares of AIT, at the offering price of THB 7.08 per share, totaling THB 212,400,000, and by purchasing 140,000,000 units of Warrants AIT-W2 at the offering price of THB 3.55 per unit, totaling THB 497,000,000. After the investment in AIT, the Company is entitled to exercise the conversion right of Warrants AIT-W2 in the amount of 140,000,000 units with AIT at the conversion price of THB 2, totaling THB 280,000,000. Therefore, in case that the Company fully exercise the conversion right of Warrants AIT-W2 in the amount of 140,000,000 units, the transaction value of the investment in AIT of the Company will be THB 989,400,000. The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications, and is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, 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 the Connected Transactions, 2003 (B.E. 2546) ("**Notification on Connected Transactions**"). In this regard, the Company had already disclosed the information memorandum of the acquisition transaction of the Company and the connected transaction of the Company to SET. The 2022 AGM held on April 27, 2022 had resolved to approve the purchase of the ordinary shares of AIT and Warrants AIT-W2 by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

2) Approved the Company to pay the compensation of the purchase of the ordinary shares of AIT and Warrants AIT-W2 to MR. ARNONCHAI by issuing 25,111,504 newly-issued ordinary shares at the offering price of THB 28.25 per share, of which such offering price is no less than 90 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placements ("**Notification TorJor. 72/2558**") (whereas the market price is calculated from the weighted average price for the past 7 consecutive business days prior to the date that the Board of Directors resolved to approved the investment in AIT and the issuance and offering of newly-issued ordinary shares for MR. ARNONCHAI as the compensation, from February 9 – February 18, 2022 (business days only) of which was equal to THB 30.6413 per share). The 2022 AGM had resolved to approve the issuance and offering of 25,111,504 newly-issued ordinary shares of the Company for MR. ARNONCHAI at

the offering price of THB 28.25 per share, totaling THB 709,399,988. The issuance and offering of the newly-issued ordinary shares of the Company for MR. ARNONCHAI was the issuance and offering of newly-issued ordinary shares of the Company for a specific person (Private Placement) of which later was approved by the Securities and Exchange Commission (“SEC”) from June 12, 2022 onwards to issue and to offer such newly-issued ordinary shares of the Company to MR. ARNONCHAI as specified in Notification Tor Jor. 72/2558.

On June 13, 2022, the Company has already acquired 30,000,000 ordinary shares of AIT and Warrants AIT-W2 from MR. ARNONCHAI, and issued 7,518,584 newly-issued ordinary shares as the compensation to MR. ARNONCHAI. However, the Company has been informed of the obstacle by the department of business that the Company could not purchase Warrants AIT-W2 by issuing the newly-issued ordinary shares of the Company as the compensation. The registrar clarified that Warrants AIT-W2 is the property with the term of right to claim. Even though Warrants AIT-W2 has the trading price in SET and it can be exchanged its ownership, there is uncertain risk whether Warrants AIT-W2 may not be exercised its conversion right. Therefore, the compensation of Warrants AIT-W2 cannot be registered for the increase of the paid-up capital until Warrants AIT-W2 has been exercised its conversion right to be ordinary shares. The executive team suggested the Board of Directors meeting to change the compensation method from the issuance of newly-issued ordinary shares to be replaced by the payment of cash in order to further proceed such transaction without neither obstacle nor the conversion period issue.

As the 2022 AGM had resolved to approve the Company to purchase Warrants AIT-W2 from MR. ARNONCHAI of which would be paid by issuing newly-issued ordinary shares of the Company. Therefore, the Company must propose to the Shareholders’ meeting to consider and approve the change of the compensation method for the purchase of Warrants AIT-W2 to be paid by cash.

The aforementioned issuance and offering for newly-issued ordinary shares of the Company for MR.ARNONCHAI is considered as a connected transaction because it is the transaction between the major shareholder of the Company and the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (and as amended), 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 the Connected Transactions, dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand (“SET”) Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, November 19, 2003 (and as amended) (“**Notification on Connected Transactions**”). The transaction size is calculated to 27.17 percent based on the net tangible asset value of the Company according to the consolidated financial statements of the Company that have been audited by a certified public accountant for the period of 3 month ending March 31 2022, of which such transaction size is more than THB 20 million and more than 3 percent based on the net tangible asset of the Company. Therefore, the Company is obligated to prepare the report and disclose the information of the connected transaction to SET and to appoint the independent financial advisor to express the opinion, as well as the transaction must be approved by the by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote. Even though, the Company has been approved by the shareholders’ meeting to issue and offer newly-issued ordinary

shares of the Company. The Company must also be approved by SEC according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.

4. Approved to propose to the shareholders' meeting to consider and approve the cancellation of the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) of which had been previously approved, and to consider and approve the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set.

As the 2022 AGM held on April 27, 2022 had resolved to approve the Company to issue and to offer for sale of warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) of which had been previously approved ("**Previous Set of Warrants SABUY-W2**") in the amount of not exceeding 508,551,983 units, with a free of charge (THB 0), in order to allocate them to the existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of five ordinary shares to two units of warrants (5:2), (any fraction will be rounded down). In case of any fraction remaining from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction must be rounded down. In this regard, the Company determined the record date for the shareholders entitled to receive the Previous set of Warrants SABUY-W2 on August 5, 2022 and determined that the Previous Set of Warrants SABUY-W2 of 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary share of the Company (In this regard, the details may be changed according to the right adjustment condition) at the exercise price of THB 5 per share.

Due to the obstacles of the registration of the increase of paid-up capital at the department of business, ministry of commerce, some part of the increase paid-of up capital as resolved to approve by the 2022 AGM cannot be registered. This affected the investment in the transaction involved in the capital increase of the Company in order to be paid as the compensation for the investment, and will affect the shareholders of the Company if the Company further issues and offer Previous Set of Warrants SABUY-W2. Therefore, the Company wishes to cancel the issuance and offering of the whole amount of Previous Set of Warrants SABUY-W2 in the amount of 508,551,983 units, and to cancel the record date for the shareholders entitled to receive Previous Set of Warrants SABUY-W2, which was previously determined to be on August 5, 2022.

In this regard, the Company wishes to issue and to offer warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 which is the new set ("**New Set of Warrants SABUY-W2**") in the replacement of the issuance and offer of Previous Set of Warrants SABUY-W2, of which is proposed to be cancelled as abovementioned in order to prepare and strengthen the finance of the Company to have financial flexibility to perform any projects in the future, and in order to reserve the working capital of the Company when New Set of Warrants SABUY-W2 have been exercised.





The Company will issue and offer New Set of Warrants SABUY-W2 in the amount of 616,428,376 units, at the offering price with a free of charge (THB 0) by allocating them to the existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 5 (five) ordinary shares to 2 (two) units of warrants (5:2), (any fraction will be rounded down). In case of any fraction remained from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction will be rounded down. In this regard, the Company determined the record date for the shareholders entitled to receive the warrant on September 2, 2022 and determined that the New Set of Warrants SABUY-W2 of 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary share of the Company (in this regard, the details may be changed according to the right adjustment condition) at the exercise price of THB 5 per share.

The details of the warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set are set out in the Summary of Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 2 (SABUY-W2), Attachment 7.

After the Company cancels the issuance and offering of Previous Set of Warrants SABUY-W2 and further issues New Set of Warrants SABUY-W2, the allocation of newly-issued ordinary shares in order to accommodate New Set of Warrants SABUY-W2. The amount of newly-issued ordinary shares allocated for the accommodation of New Set of Warrants SABUY-W2 will not exceed 50 percent of the total paid-up shares of the Company. The Company will propose agenda item relating to the capital increase of the Company in agenda item 4.7 and agenda item relating to the allocation of newly-issued ordinary shares in order to accommodate New Set of Warrants SABUY-W2 in agenda item 4.9.

In order to issue and offer New Set of Warrants SABUY-W2, the Board of Directors meeting proposed to authorize the chief executive officer of the Company to have the powers to consider as follows:

1) To determine, to amend and to change conditions and details relating to the allocation of New Set of Warrants SABUY-W2, including but not limited to the issuance date of New Set of Warrants SABUY-W2, the details on offering of New Set of Warrants SABUY-W2, the allocation method of New Set of Warrants SABUY-W2, the term of New Set of Warrants SABUY-W2, the exercise period of New Set of Warrants SABUY-W2, the expiration date of New Set of Warrants SABUY-W2;

2) To sign any documents, any permits and any proofs as necessary and relating to the issuance of New Set of Warrants SABUY-W2, including but not limited to contacting and submitting any permission requests, waiver request, such documents and proofs to government agencies or agencies involved in the issuance of New Set of Warrants SABUY-W2, and listing New Set of Warrants SABUY-W2 in SET; and

3) To have powers to proceed any matters as necessary and appropriate relating to the issuance of New Set of Warrants SABUY-W2.

5. Approved to propose to the shareholders' meeting to consider and approve the capital decrease of the Company from the existing registered capital of THB 2,078,059,025 to be the new registered capital of



THB 1,523,053,760 by eliminating the total ordinary shares remaining from the allocation of 555,005,265 shares, at the par value of THB 1 per share as follows:

1) 508,551,983 newly-issued ordinary shares for the accommodation of the exercise of Previous Set of Warrants SABUY-W2.

2) 17,592,920 newly-issued ordinary shares for the allocation to MR. ARNONCHAI as the compensation for the purchase of Warrants AIT-W2.

3) 28,860,362 newly-issued ordinary shares for the General Mandate to specific persons (Private Placement).

However, the elimination of the ordinary shares remaining from the allocation will not include newly-issued ordinary shares, of which have been issued to accommodate the exercise of warrants to purchase newly-issued ordinary shares, as follows:

1) 34,155,210 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1).

2) 9,407,134 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1

3) 8,327,681 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 2

4) 40,000,000 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 3

6. Approved to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the capital decrease of the Company by eliminating the ordinary share remaining from the allocation as follows:

"Clause 4. Registered Capital	THB 1,523,053,760	(one-billion, five-hundred and twenty-three million, fifty-three thousand, seven-hundred and sixty baht)
Divided into	1,523,053,760 shares	(one-billion, five-hundred and twenty-three million, fifty-





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three thousand, seven-  
hundred and sixty shares)

Par Value per share THB 1 (one baht)

Categorized into:

Ordinary Shares 1,523,053,760 shares (one-billion, five-hundred and  
twenty-three million, fifty-  
three thousand, seven-  
hundred and sixty shares)

Preferred Shares - shares ( - )

7. Approved to propose to the shareholders' meeting to consider and approve the capital increase of the Company of THB 726,335,581 from the existing registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share as the Company plans to invest in transactions in order to strengthen the competitive capabilities of the Company, as well as to accommodate the exercise of conversion right of New Set of Warrants SABUY-W2 and to accommodate the capital increase under the general mandate. The details of the capital increase are set out in the capital increase report (F53-4), [Attachment 3](#).

8. Approved to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the capital increase of the Company by eliminating the ordinary share remaining from the allocation as follows:

"Clause 4. Registered Capital THB 2,249,389,341 (two-billion, two-hundred and forty-  
nine million, three hundred and  
eighty-nine thousand, three hundred  
and forty-one baht)

Divided into 2,249,389,341 shares (two-billion, two-hundred and forty-  
nine million, three hundred and  
eighty-nine thousand, three hundred  
and forty-one shares)

Par Value per share THB 1 (one baht)

Categorized into:

Ordinary Shares 2,249,389,341 shares (two-billion, two-hundred and forty-  
nine million, three hundred and  
eighty-nine thousand, three hundred  
and forty-one shares)

Preferred Shares - shares ( - )

9. Approved to propose to the shareholders' meeting to consider and approve the allocation of 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share as follows:

1) The allocation of 17,592,920 newly-issued ordinary shares, at the par value of THB 1 per share, at the offering price of THB 28.25 per share, totaling THB 496,999,990 for MR. ARNONCHAI, who is a specific person (Private Placement) and a connected person of the Company, of which the compensation will be paid by cash in the replacement of Warrants AIT-W2, which was previously resolved to approve by the 2022 AGM held on April 27, 2022.

In this regard, the request for approval of the said allocation of 17,592,920 newly-issued ordinary shares are the involved request resulting from the change of 2 events

1. The change of compensation method of the purchase of Warrants AIT-W2 from MR. ARNONCHAI, who is the existing shareholder of AIT and the connected person of the Company, to be replaced by the payment of cash.

2. Due to the additional investments in ordinary shares of the other companies, the compensation of such transactions will be paid by issuing newly-issued ordinary shares of the Company. Therefore, it is necessary for the Company to decrease its registered capital by eliminating the ordinary shares remaining from the allocation to be in accordance with Public Limited Companies Act B.E.2535 (1992), Section 136. The Company must decrease its registered capital by eliminating 17,592,920 ordinary shares, which had been issued to be allocated to MR. ARNONCHAI for the compensation of the purchase of Warrants AIT-W2 from MR. ARNONCHAI, and increase its registered capital of the said amount of ordinary shares for another time.

In this regard, 17,592,920 ordinary shares are the ordinary shares remaining from the issuance of 25,111,504 newly-issued ordinary shares of which had been resolved to approve by the 2022 AGM held on April 27, 2022 to allocate to MR. ARNONCHAI as the compensation of the purchase of AIT and Warrants AIT-W2 from MR. ARNONCHAI. The Company has already allocated 7,518,584 newly-issued ordinary shares as the compensation of the purchase of ordinary shares of AIT and registered the increase of paid-up capital of THB 7,518,584 at the department of business on June 13, 2022. However, the Company have not allocated 17,592,920 newly-issued ordinary shares as the compensation of the purchase of Warrants AIT-W2.

In addition, the 2022 AGM had resolved to approve the determination of the offering price at THB 28.25 per share, of which such offering price is no less than 90 percent of the market price according to Notification Tor Jor. 72/2558. Such transaction was resolved to be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest. In addition, the Company was approved by the SEC from June 12, 2022 onwards to issue and to offer such newly-issued ordinary shares of the Company for MR. ARNONCHAI as specified in Notifications Tor Jor. 72/2558.

In order to request the approval for this allocation of newly-issued ordinary shares, the market price of the issuance and the allocation of newly-issued ordinary shares to MR. ARNONCHAI is calculated from the

weighted average price of the ordinary shares of the Company in SET for the past 15 consecutive business days prior to the date that the Board of Directors of the Company has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of newly issued ordinary shares of the Company to MKO Holding, from June 1 – June 22, 2022, of which is equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

In case that the offering price of newly-issued ordinary shares of the Company offered for MR. ARNONCHAI is less than 90 percent of the market price of the ordinary shares of the Company prior SET accepts such newly-issued ordinary shares to be listed securities. The Company is obligated to prohibit MR. ARNONCHAI from selling the whole amount of newly-issued ordinary shares within 1 year from the commencement of trading of newly-issued ordinary shares of the Company in SET (Silent Period). After the completion of 6 months from the commencement of trading of newly-issued ordinary shares of the Company in SET, MR. ARNONCHAI will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to the Regulation of the Stock Exchange of Thailand: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (and as amended) (“**Notifications of Listing of Ordinary Shares as Listed Securities**”)

The details of the allocation of newly-issued ordinary shares to MR. ARNONCHAI, which is a specific person (private placement) are set out in the Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to MR. ARNONCHAI VEERAPRAVATI, who is Private Placement. Attachment 6.

2) The allocation of 8,742,857 newly-issued ordinary shares, at the par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 244,800,000 to a specific person (Private Placement), which is not a connected person of the Company, namely, ISF Holding as the compensation of the entire business transfer of ISF Holding to the Company.

3) The allocation of 3,571,428 newly-issued ordinary shares, at the par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 99,999,984 000 to a specific person (Private Placement), which is not a connected person of the Company, namely, MKO Holding as the compensation of the entire business transfer of MKO Holding to the Company.

The aforementioned issuance and the allocation of newly-issued ordinary shares to ISF Holding and MKO Holding is offering of newly-issued ordinary shares for a specific person (Private Placement) of which the shareholders' meeting of the Company will resolve to determine the offering price in explicit at THB 28 per share, of which such offering price is no less than 90 percent of the market price according to the Notification TorJor. 72/2558 and must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest. Even though, the Company has been approved by the shareholders' meeting to issue and to allocate newly-issued ordinary shares of the Company, the Company must also be approved by SEC according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.

In this regard, the market price of the issuance and the allocation of newly-issued ordinary shares to ISF Holding and MKO Holding is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors resolved to approved the issuance and the allocation of newly-issued ordinary shares to MKO Holding, from June 1 – June 22, 2022, of which was equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

In case that the offering price of newly-issued ordinary shares of the Company offered to ISF Holding and MKO Holding is less than 90 percent of the market price of the ordinary shares of the Company prior SET accepts such newly-issued ordinary shares to be listed securities. The Company is obligated to prohibit ISF Holding and MKO Holding from selling such the whole amount of newly-issued ordinary shares within 1 year from the commencement of trading of newly-issued ordinary shares of the Company in SET (Silent Period). After the completion of 6 months from the commencement of trading of newly-issued ordinary shares of the Company in SET, MKO Holding will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to Notifications of Listing of Ordinary Shares as Listed Securities.

The details of the allocation of newly-issued ordinary shares to ISF Holding and MKO Holding, which is a specific person (private placement) are set out in the Information Memorandum of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to ISF Holding and MKO Holding Company Limited which is Private Placement, Attachment 4 and 5.

4) The allocation of 616,428,376 newly-issued ordinary shares in order to accommodate the exercise of conversion right of warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2), which is the new set with a free of charge (THB 0), at the ratio of five ordinary shares to two unit of warrant (5:2) (in case of any fraction remaining from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction will be rounded down). The term of warrants is 2 years from the issuance date, the exercise ratio is 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary shares at the exercise price of THB 5 per share.

5) The allocation of newly-issued ordinary shares in the amount of not exceeding 80,000,000 shares (equivalent to 5.59 percent of the total paid-up shares of the Company) at the par value of THB 1 in order to accommodate the capital increase under the general mandate for the private placement. The Company may either entirely or partially allocate the newly-issued ordinary shares, whether in single or sequential allocation. In this regard, a specific person (private placement), who will be allocated with newly-issued ordinary shares under the general mandate, must be qualified by one of the criteria as follows:

(a) Being the institutional investor according to the Notification of the Securities and Exchange Commission No. Kor.Jor.17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities; or

(b) Being the individual investor or the corporate investor, who has financial stability and capability to invest in real life, as well as have knowledge, experience or potential which is beneficial or supports the operation of the Company.

In this regard, the offering price of newly-issued ordinary shares of the Company offered for a specific person (private placement) under the general mandate must not be less than 90 percent of the market price.

It is deemed appropriate to proposed to authorize the chief executive officer to have the powers to determine the details, including the amendment and the change of conditions and details relating to the aforementioned issuance and allocation as follows:

1) The allocation of newly-issued ordinary shares to MR. ARNONCHAI, offering, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;

2) The allocation of newly-issued ordinary shares to ISF Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;

3) The allocation of newly-issued ordinary shares to MKO Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;

4) The allocation of newly-issued ordinary shares in order to accommodate the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 )SABUY-W2) which is the new set, at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;

5) The allocation of newly-issued ordinary shares in order to accommodate the capital increase under the general mandate for a specific person (private placement) for single or sequential allocation, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;

6) The negotiation, entering into any agreements, signing any documents and contracts relating to the allocation of newly-issued ordinary shares according to (1) to (5), including proceeding any matters relating to the allocation of newly-issued ordinary shares according to (1) to (5); and

7) Signing any documents, any permits and any proofs as necessary and relating to the allocation of newly-issued ordinary shares according to (1) to (5), including contacting and submitting any permission requests, such documents and proofs to government agencies or agencies involved in listing newly-issued ordinary shares in SET and having power to proceed any matters as necessary and appropriate relating to the allocation of newly-issued ordinary shares according to (1) to (5).

10. Approved the appointment of the independent financial advisor as follows:

1) Appointed Avantgarde Capital Company Limited to be the independent financial advisor in relation to the investment in iSoftel and Softel.

2) Appointed Avantgarde Capital Company Limited to be the independent financial advisor in relation to the investment in MKO and RH.

3) Appointed Avantgarde Capital Company Limited to be the independent financial advisor in relation to the change of the allocation of newly-issued ordinary shares of the Company to MR.ARNONCHAI as the compensation for AIT-W2

As the Board of Directors approved the investment in iSoftel and Softel by purchasing and accepting the entire business transfer of ISF Holding, which is not a connected person of the Company and the investment in MKO and RH by purchasing and accepting the entire business transfer of MKO Holding, which is not a connected person of the Company, both transactions are acquisition of assets transaction. The total transaction size is higher than 50. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition transaction of the Company to SET according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders' meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest. Even though, the Company has been approved by the shareholders' meeting to issue and offer newly-issued ordinary shares of the Company. The Company must also be approved by SEC according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.

For the third transaction is the change of compensation method in the amount of 17,592,920 newly-issued ordinary shares of the Company, at the a par value of THB 1 per share, at the offering price of THB 28.25 per share, totaling THB 496,999,990 for MR.ARNONCHAI as the compensation of AIT-W2. The transaction is considered as the connected transaction of the Company because it is the transaction between the major shareholder of the Company and the Company. The transaction size is calculated to 27.17 percent based on the net tangible asset value of the Company according to the consolidated financial statements of the Company that have been audited by a certified public accountant for the period of 3 month ending March 31 2022. of which such transaction size is more than THB 20 million and more than 3 percent based on the net tangible asset of the Company. Therefore, the Company is obligated to prepare the report and disclose the information of the connected transaction to SET and to appoint the independent financial advisor to express the opinion, as well as the transaction must be approved by the by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote. Even though, the Company has been approved by the shareholders' meeting to issue and offer newly-issued ordinary shares of the Company. The Company must also be approved by SEC according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.



11. Approved the increase of the number of directors and the appointment of 2 additional directors, namely, Mr. JUTIPHAN MONGKOLSUTHREE as a director and DR.KHANAT KRUTHKUL as an independent director. Both of them have passed all appropriate qualifications considered by the Remuneration and Nomination Committee. It is deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of the directors. After the approval, there will be 9 directors of the Company.

12. Approved the determination of the record date for the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2022 and the determination of the meeting date, time, and venue to hold the Extraordinary General Meeting of Shareholders No.1/2022, and the determination of the agenda items. The record date for the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2022 is set out to be on July 8,2022 and the Extraordinary General Meeting of Shareholders No.1/2022 will be held on August 9, 2022 at 10.00 a.m. via Electronic Meeting only, which will be broadcasted from the meeting room, 2nd Floor, Office of the Company, No. 230, Bang Khun Thian - Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150, with the agenda items set out as follows:

- Agenda item 1 To consider and approve the 2022 Annual General Meeting of Shareholders.
- Agenda item 2 To consider and approve the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited, of which are not connected persons.
- Agenda item 3 To consider and approve the investment in Oops Network Company Limited and Redhouse Digital Company Limited, of which are not connected persons.
- Agenda item 4 To consider and approve the change of the compensation method of the purchase of the warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 from the existing shareholder of Advance Information Technology Public Company Limited, who is a connected person, which had been resolved to approved by the 2022 Annual General Meeting of the Shareholders of the Company.
- Agenda item 5 To consider and approve the cancellation of the issuance offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) of which had been previously approved, and to consider and approve the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set.
- Agenda item 6 To consider and approve the capital decrease of the company by eliminating the ordinary share remaining from the allocation.

Agenda item 7 To consider and approve the amendment of the Memorandum of Association to be in line with the capital decrease of the company by eliminating the ordinary share remaining from the allocation.

Agenda item 8 To consider and approve the capital increase.

Agenda item 9 To consider and approve the amendment of the Memorandum of Association to be in line with the capital increase.

Agenda item 10 To consider and approve the allocation of newly-issued ordinary shares.

10.1 The allocation of newly-issued ordinary shares to MR. ARNONCHAI VEERAPRAVATI, who is a specific person (Private Placement) and a connected person.

10.2 The allocation of newly-issued ordinary shares to ISF Holding, which is a specific person (Private Placement).

10.3 The allocation of newly-issued ordinary shares to MKO Holding, which is a specific person (Private Placement).

10.4 The allocation of newly-issued ordinary shares in order to accommodate the issuance and offering for sale of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set.

10.5 The allocation of newly-issued ordinary shares in order to accommodate the capital increase under the general mandate for a specific person (private placement).

Agenda item 11 To consider and approve the increase of the number of directors and the appointment of new directors.

Agenda item 12 Other matters (if any).

In this regard, any aforementioned agenda items will be proposed to the Extraordinary General Meeting of Shareholders No.1/2022 under conditions as follow:

1) In the case of any agenda item with the relating conditions to other involved agenda items has not been approved by the shareholders' meeting, the other involved agenda items with the relating conditions will be deemed to be cancelled and will not be considered further.

2) Even though, the shareholders' meeting has resolved to approved the agenda item 2, the Company will proceed such transaction after the Board of Directors meeting and the Shareholders' meeting of ISF Holding has resolved to approved the entire business transfer to the Company, including entering into any business transfer agreement and signing any documents as necessary and/or relevant to the said transaction,



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

as well as proceeding any matters in order to achieve the investment in the newly-issued ordinary shares of the Company, and the result of due diligence of the financial status, assets and liabilities of ISF Holding, iSoftel and Softel are satisfactory to the Company.

3) Even though the shareholders' meeting has resolved to approve the agenda item 3, the Company will proceed such transaction after the result of due diligence of the financial status, assets and liabilities of MKO Holding, MKO and RH are satisfactory to the Company

In this regard, the Chairman proposed the meeting to consider authorizing the Chief Executive Officer to have the power to amend the date, time, and venue of the meeting for the Extraordinary General Meeting of Shareholders No.1/2022 as necessary and appropriate by considering the benefits and impacts to the Company as important.

Please be informed accordingly

Sincerely yours,

Sabuy Technology Public Company Limited

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information

**Information Memorandum on Sabuy Technology Public Company Limited's Acquisition of Assets  
regarding the Entering investment in iSoftel (Thailand) Company Limited  
and Softel Communication Company Limited**

According to the Board of Directors Meeting No. 8/2022 of Sabuy Technology Public Company Limited (the "**Company**") held on May 4, 2022 which resolved to approve the investment in iSoftel (Thailand) Company Limited ("**iSoftel**") and Softel Communication Company Limited ("**Softel**"). **iSoftel is a developer and service provider of Company Telephony Integration (CTI) in Thailand. iSoftel develops its own equipment and software such as iTool for CTI solutions such as Inter Active Voice Response (IVR) and contact center and customer relationship management software. Softel is a service provider in outsourced contact center. iSoftel and Softel provide Sales and Marketing Support and Customer Relationship Management such as Help desk services and information provider to customers, Telemarketing, and Debt Collection service to various industries such as Telecommunications and Banking.** Since the Company intended to expand the Company's business of being a provider and developer on service of call-center, telephone call-center, customer service center business, the Company shall invest by purchasing the ordinary shares of iSoftel in proportion of 25.01 percent of the registered capital of iSoftel, which holds shares in Softel in the proportion of 99.99 percent from ISF Holding Company Limited ("**ISF Holding**") and the Company shall make a payment for the purchase of ordinary shares of iSoftel to ISF Holding in cash in the amount not exceeding THB 120,048,000.

Based on the joint meeting between the executives of the Company and of iSoftel which was resolved and approved by the Company's Board of Directors Meeting No. 12/2022 held on June 23, 2022, the Company had an intention to amend terms and conditions of investing in iSoftel and Softel of which details are shown below:

- 1) The Company shall adjust the investment proportion in iSoftel from 25.01 percent to 51.00 percent or calculated as 51,000 shares;
- 2) The Company and iSoftel shall adjust the investment method, at first the Company shall invest in iSoftel (which holds in Softel in the proportion of 99.99 percent) by purchasing the ordinary shares of iSoftel from ISF Holding, change to invest in iSoftel and Softel through the purchasing and accepting all business assets and liabilities from ISF Holding. (Presently, ISF Holding directly holds the shares of iSoftel in the proportion 51.00 percent and indirectly holds shares in Softel in the proportion 99.99 percent by holding shares of iSoftel.)

In terms of the entire business transfer from ISF Holding shall proceed as follows:

- 1) ISF Holding shall transfer the entire business of ISF Holding consisting of all assets, obligations, rights, duties and any liabilities from ISF Holding which currently exist or will exist on the date to where the entire business transfer is occurred including ordinary shares of iSoftel which held by ISF Holding in the proportion of 51.00 percent of total shares sold of iSoftel. (and the ordinary shares of Softel which held by iSoftel in the proportion of 99.99 percent of total sold shares of Softel.)

- 2) The Company shall make a payment for the entire business transfer from ISF Holding by issuing 8,742,857 newly-issued ordinary shares to ISF Holding at the offering price of THB 28, totaling THB 244,800,000.
- 3) After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process and will allocate the Company's shares that ISF Holding received to ISF Holding's shareholders in proportionate to the below table:

**List of shareholders of ISF Holding and the number of SABUY shares allocated**

No.	Shareholder Name	No. of Shares	Percent	No. of SABUY shares allocated
1	Mr. Kriangkrai Srianantraksa	42,840	84.00	7,344,000
2	Miss Marie Phanichphakdee	7,650	15.00	1,311,429
3	Mr. Anurak Janlertlekha	510	1.00	87,428
<b>Total</b>		<b>51,000</b>	<b>100.00</b>	<b>8,742,857</b>

In relation to the investment in iSoftel and Softel, the Company shall purchase and accept the entire business from ISF Holding under 4 conditions of which details are shown below:

- 1) The shareholders' Meeting of the Company has resolved to approve the Company to increase its register capital and allocate newly-issued ordinary shares to a specific person (Private Placement), namely, ISF Holding.
- 2) The shareholders' Meeting of the Company has resolved to approve the Company to invest in ISF Holding by accepting the entire transfer of assets and liabilities of ISF Holding which is not a connected person of the Company. The Company shall make a payment in the form of newly-issued ordinary shares of the Company.
- 3) The Board of Directors' Meeting and the shareholders' Meeting of ISF Holding have resolved to approve the entire business transfer to the Company, including entering into business transfer agreement and any other document necessary and/or relevant of such transaction, as well as any other process for the completion of the Company's investment in the newly-issued ordinary shares.
- 4) The result of due diligence of ISF Holding, iSoftel and Softel are satisfactory to the Company and any other condition precedent under the entire business transfer agreement has completely been fulfilled.

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the 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 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 the Acquisition and Disposal of Assets B.E.2547 (2004) ("**Acquisition and Disposal**

**of Assets Notifications**”). The transaction size is equivalent to 6.51 which is the criterion to calculate the maximum size of transaction with reference to the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company is equivalent to 57.62 with reference to the net profits from operation which is the criterion to calculate the maximum size of transaction with reference to the consolidated financial statements of the Company that have been audited by a certified public accountant, ending March 31, 2022. The transaction size is higher than 50. Therefore, the Company is obligated both to disclose the information memorandum regarding the acquisition transaction of the Company to the Stock Exchange of Thailand (“SET”) according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction shall be proposed to the shareholders’ meeting to consider and to approve such transaction, At the same time, the independent financial advisor shall be appointed to express opinions on such transaction. The resolution shall be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

In addition, the aforementioned transaction is not within the scope of the connected transaction, since ISF Holding, iSoftel and Softel are not the connected person of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions issued on August 31, 2008, 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 the Connected Transactions issued on November 19, 2003 (“**Notification on Connected Transactions**”).

The Company would like to inform the aforementioned details on acquisition of assets as follows:

**1. Details of the offering.**

After the Extraordinary General Meeting of shareholders No. 1/2022 of the Company has resolved to approve to invest in iSoftel and Softel by the purchase and acceptance all ISF Holding’s assets and obligations, and approved to increase its register capital and allocate newly-issued ordinary shares to ISF Holding which is a specific person (Private Placement) as the compensation for the ISF Holding to transfer the entire business of ISF Holding to the Company is expected to be completely carry out within December, 2022.

Therefore, entering into the entire business transfer transaction shall proceed under 4 conditions of which details are shown below:

- 1) The shareholders’ Meeting of the Company shall have a resolution to approve the Company to increase its register capital and allocate newly-issued ordinary shares to a specified person, namely, ISF Holding.
- 2) The shareholders’ Meeting of the Company shall have a resolution to approve the Company to invest in ISF Holding by accepting the entire transfer of assets and liabilities of ISF Holding which is not a connected person of the Company. The compensation shall be paid by issuing newly-issued ordinary shares of the Company.



- 3) The Board of Directors' Meeting and the shareholders' Meeting of ISF Holding have resolved to approve the entire business transfer to the Company, including entering into business transfer agreement and any other document necessary and/or relevant of such transaction, as well as any other process for the completion of the Company's investment in the newly-issued ordinary shares.
- 4) The result of due diligence of ISF Holding, iSoftel and Softel are satisfactory to the Company and any other condition precedent under the entire business transfer agreement has completely been fulfilled.

## 2. Parties Involved and Relationship

**Entire business transferee:** The Company

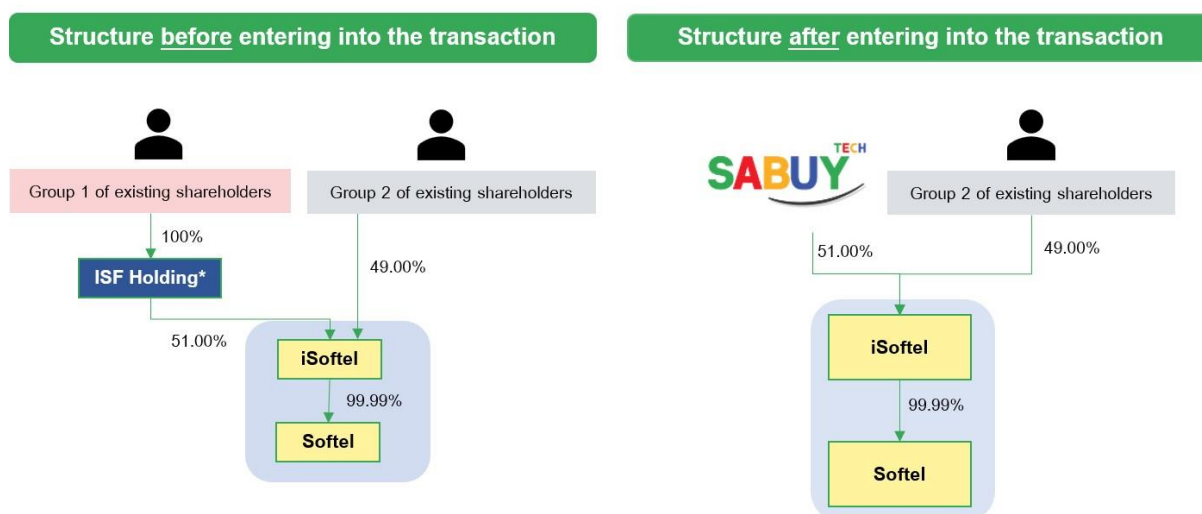
**Entire business transferer:** ISF Holding Company Limited ("ISF Holding")

**Relationship:** Currently, ISF Holding is not a connected person of the Company according to the Notifications on Connected Transaction.

## 3. General Characteristics and Size of the Transaction

### 3.1 General Characteristics

According to the fact that the Company intended to invest in Softel and iSoftel by the purchase and acceptance entire business transfer from ISF Holding including all assets, obligations, rights, duties and any liabilities from ISF Holding which existing before the date of entire business transfer including the ordinary shares of iSoftel which held by ISF Holding in the proportion of 51.00 percent of total shares sold of iSoftel. In sequence the Company will indirectly hold the shares of Softel which held by iSoftel. (iSoftel held shares in the proportion of 99.99 percent of total sold shares of Softel). In order that the Company shall make a payment for the acceptance of the entire business transfer from ISF Holding by issuing newly-issued ordinary shares of the Company in the amount 8,742,857, with a par value of THB 1 per share, at the offering price of THB 28 per share, the offering price not being less than 90 percent of the market price, of which is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to ISF Holding during June 1 - June 22, 2022, of which is equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), In this regard the list of major shareholders of the Company, ISF Holding, iSoftel and Softel can be summarized as follows:



### 3.2 Type and Size of the Transaction

Based on the fact that The Company shall proceed the entire business transfer from ISF Holding, the aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications. The size of the transaction is equivalent to 6.51 percent based on the total value of consideration criteria. This is the criterion that calculate the maximum size of the transaction from the consolidated financial statements of the Company which have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 57.62 percent based on the net profits from operation. This is the criterion that calculates the maximum size of the transaction from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022 of which calculation details are shown below:

#### Financial Information

##### (1) ISF Holding

ISF Holding does not have financial statements. ISF Holding was established on April 21, 2022.

##### (2) iSoftel

(Unit: million THB)	The Company at March 31, 2022	iSoftel at December 31, 2021
Total Assets	6,577.04	21.40
Intangible Assets	1,890.34	0.00

(Unit: million THB)	The Company at March 31, 2022	iSoftel at December 31, 2021
Total Liabilities	2,221.19	1.69
Non-controlling Equity (If any)	635.99	0.00
Net Tangible Assets	1,829.53	19.71
Net Profit (Loss) (Last 4 quarters)	287.21	6.53

**(3) Softel**

(Unit: million THB)	The Company at March 31, 2022	Softel at December 31, 2021
Total Assets	6,577.04	63.40
Intangible Assets	1,890.34	0.00
Total Liabilities	2,221.19	6.09
Non-controlling Equity (If any)	635.99	0.00
Net Tangible Assets	1,829.53	57.31
Net Profit (Loss) (Last 4 quarters)	287.21	30.11

Calculation

Basis	Calculation formula	Calculation (One million Baht)		transaction size (Percent)	
		iSoftel	Softel	iSoftel	Softel
Based on the value of Net Tangible Assets	$\frac{\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed} \times 100}{\text{NTA of the Company}}$	$\frac{19.71 \times 51 \times 100}{1,829.53}$	$\frac{57.31 \times 51 \times 100}{1,829.53}$	0.55	1.60

Basis	Calculation formula	Calculation (One million Baht)		transaction size (Percent)	
		iSoftel	Softel	iSoftel	Softel
Based on net profits from operation	$\frac{(\text{Net profits from operation of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net profits from operation of the Company}}$	$\frac{6.53 \times 51 \times 100}{287.21}$	$\frac{30.11 \times 51 \times 100}{287.21}$	1.16	5.35
<b>Based on total value of consideration paid or received</b>	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{244.80 \times 100}{6,577.04}$	3.72	$\frac{244.80 \times 100}{6,577.04}$	3.72
<b>Based on value of equity shares issued for the payment of assets</b>	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	$\frac{8,742,857 \times 100}{1,431,163,735}$	0.61	$\frac{8,742,857 \times 100}{1,431,163,735}$	0.61

The size of the transaction is equivalent to 6.51 percent based on the net profits from operation which is the criterion that calculates the maximum size of the transaction from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. This is the criterion that calculates the maximum size the transaction from the consolidated financial statements of the Company, the transaction size is higher than 50. Therefore, the Company is obligated both to disclose the information memorandum regarding the acquisition transaction of the Company to SET according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction shall be proposed to the shareholders' meeting to consider and to approve such transaction, At the same time, the independent financial advisor shall be appointed to express opinions on such transaction. The resolution shall be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

#### 4. Details of Acquiring assets

Assets, liabilities, duties and obligations of ISF Holding which currently exist or will exist on the date to where the entire business transfer is occurred including ordinary shares of iSoftel which held by ISF Holding in the proportion of 51.00 percent of total shares sold of iSoftel. In sequence the Company will indirectly hold

the shares of Softel which held by iSoftel. (iSoftel held shares in the proportion of 99.99 percent of total sold shares of Softel).

The information with regard to ISF Holding, iSoftel and Softel are summarized as follows;

#### 4.1 Summary

##### (1) ISF Holding

<b>Name</b>	ISF Holding Company Limited
<b>Business type</b>	Generating revenues from holding shares in limited companies and public limited companies.
<b>Head Office</b>	4 Soi Petchkasem 76, Bang Khae nuaea Sub-district, Bang Khae District, Bangkok
<b>Registration Date</b>	April 21, 2022
<b>Registered Capital</b>	THB 5,100,000
<b>Total Number of Shares</b>	51,000 shares
<b>Par value (per share)</b>	THB 100

##### (2) iSoftel

<b>Name</b>	iSoftel (Thailand) Company Limited
<b>Business type</b>	Providing services and system developing on automatic call forwarding system, voicemail system, telephone call-center, relation customer one-stop service.
<b>Head Office</b>	4 Soi Petchkasem 76, Bang Khae nuaea Sub-district, Bang Khae District, Bangkok
<b>Registration Date</b>	December 1, 2000.
<b>Registered Capital</b>	THB 10,000,000
<b>Total Number of Shares</b>	100,000 shares
<b>Par value (per share)</b>	THB 100

##### (3) Softel

<b>Name</b>	Softel Communication (Thailand) Company Limited
<b>Business type</b>	Providing services in call-center, telephone call-center, relation customer one-stop service.
<b>Head Office</b>	4 Soi Petchkasem 76, Bang Khae nuaea Sub-district, Bang Khae District, Bangkok
<b>Registration Date</b>	May 8, 1997.
<b>Registered Capital</b>	THB 10,000,000

<b>Total Number of Shares</b>	100,000 shares
<b>Par value (per share)</b>	THB 100

**4.2 List of shareholders**

**(1) List of shareholders of ISF Holding as of May 6, 2022, which is the date of the latest shareholders' meeting.**

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	Mr. Kriangkrai Srianantraksa	42,840	84.00
2	Miss Marie Phanichphakdee	7,650	15.00
3	Mr. Anurak Janlertlekha	510	1.00

After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process

**(2) List of shareholders of iSoftel as of May 27, 2022.**

<b>ลำดับ</b>	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	ISF Holding	51,000	51.00
2	Mr. Kriangkrai Srianantraksa	30,000	30.00
3	Miss Marie Phanichphakdee	5,166	5.17
4	Miss Preeyanart Khadphab	1,000	1.00
5	Miss Jantima Jankhwanchao	1,000	1.00
6	Mr. Krisda Phichetphongsanont	7,000	7.00
7	Mr. Polawat Witoolkollachit	2,000	2.00
8	Mr. Anurak Janlertlekha	1,000	1.00
9	Mr. Thanawat Wiwatthanacharoenkul	834	0.83
10	Miss Woranuch Asawasuwana	1,000	1.00

**(3) List of shareholders of Softel as of April 29, 2022, is the date of the latest shareholders' meeting.**

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	iSoftel	99,990	99.99



	Shareholder Name	No. of Share	Percent
2	Mr. Kriangkrai Srianantraksa	500	0.005
3	Miss Marie Phanichphakdee	500	0.005

#### 4.3 List of the Board of Directors

##### (1) List of Board of Directors of ISF Holding

ISF Holding has one director, namely, Mr. Kriangkrai Srianantraksa

After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process

##### (2) List of Board of Directors of iSoftel

iSoftel has one director, namely, Mr. Kriangkrai Srianantraksa

##### (3) List of Board of Directors of Softel

Softel has one director, namely, Mr. Kriangkrai Srianantraksa

Regarding iSoftel and Softel Board of Directors, the Company will nominate the Company's representatives who possess knowledge and experience related to the business and/or who possess knowledge about financial, accounting, or legal to be iSoftel and Softel directors in proportion to the Company's shareholding percentage after the completion of this transaction in order to create business synergy and control from the Company's as a major shareholder.

#### 4.4 Financial Information

##### (1) ISF Holding

ISF Holding does not have financial statements. ISF Holding was established on April 21, 2022.

##### (2) iSoftel

Statement of Financial Position (Unit: Million Thai Baht)	December 31, 2019	December 31, 2020	December 31, 2021
Current Assets	13.37	14.19	18.36
Non-current Assets	3.82	2.30	3.04
<b>Total assets</b>	<b>17.19</b>	<b>16.50</b>	<b>21.40</b>
Current Liabilities	2.09	3.32	1.69
<b>Total Liabilities</b>	<b>2.09</b>	<b>3.32</b>	<b>1.69</b>
<b>Total Shareholders' Equity</b>	<b>15.09</b>	<b>13.18</b>	<b>19.70</b>

<b>Statement of Financial Position (Unit: Million Thai Baht)</b>	<b>December 31, 2019</b>	<b>December 31, 2020</b>	<b>December 31, 2021</b>
<b>Total liabilities and Shareholders' Equity</b>	<b>17.19</b>	<b>16.50</b>	<b>21.40</b>

<b>Statement of Comprehensive Income (Unit: Million Thai Baht)</b>	<b>December 31, 2019</b>	<b>December 31, 2020</b>	<b>December 31, 2021</b>
<b>Total income</b>	<b>14.81</b>	<b>15.08</b>	<b>14.54</b>
<b>Total cost</b>	<b>10.48</b>	<b>10.72</b>	<b>6.35</b>
<b>Profit before income tax</b>	<b>4.32</b>	<b>4.36</b>	<b>8.19</b>
<b>Profit for the period</b>	<b>3.45</b>	<b>3.49</b>	<b>6.53</b>

(3) Softel

<b>Statement of Financial Position (Unit: Million Thai Baht)</b>	<b>December 31, 2019</b>	<b>December 31, 2020</b>	<b>December 31, 2021</b>
Current Assets	86.41	52.81	54.33
Non-current Assets	10.83	6.91	9.07
<b>Total assets</b>	<b>97.24</b>	<b>59.72</b>	<b>63.40</b>
Current Liabilities	7.99	11.52	6.09
<b>Total Liabilities</b>	<b>7.99</b>	<b>11.52</b>	<b>6.09</b>
<b>Total Shareholders' Equity</b>	<b>89.24</b>	<b>48.20</b>	<b>57.31</b>
<b>Total liabilities and Shareholders' Equity</b>	<b>97.24</b>	<b>59.72</b>	<b>63.40</b>

<b>Statement of Comprehensive Income (Unit: Million Thai Baht)</b>	<b>December 31, 2019</b>	<b>December 31, 2020</b>	<b>December 31, 2021</b>
<b>Total income</b>	<b>112.65</b>	<b>111.09</b>	<b>92.71</b>
<b>Total cost</b>	<b>80.59</b>	<b>80.09</b>	<b>55.27</b>
<b>Profit before income tax</b>	<b>32.06</b>	<b>30.89</b>	<b>37.44</b>

<b>Statement of Comprehensive Income</b> <b>(Unit: Million Thai Baht)</b>	<b>December 31,</b> <b>2019</b>	<b>December 31,</b> <b>2020</b>	<b>December 31,</b> <b>2021</b>
<b>Profit for the period</b>	<b>25.62</b>	<b>24.65</b>	<b>30.11</b>

#### **5. Criteria for Determination of Value of the Transaction**

The value of compensation in the amount of THB 244,800,000 for the purchase and acceptance of the entire business transfer from ISF Holding is the value from the negotiation between the Company and ISF Holding. The Company considered the purchase price by using the Discount Cashflow method based on past performance and the forecast of future business growth and by using the PE Multiple Approach method, which in 2021 had a total net profit of iSoftel and Softel combined equal to THB 36.8 million. The fair valuation of iSoftel is between THB 466.3 million and 584.0 million. Such fair valuation was assessed by the Company's management.

#### **6. Benefits to the Company from the Transaction**

The Company expected that the entering into such transaction will contribute benefits as below:

- To increase the efficiency and reduce the cost of contact center services such as the receipts of customers' complaints, and the billing and debt collection of the group. Currently the Company's Drop-off business has been expanded to more than 12,000 branches and the Company's lending service in the future will extremely demand the use of the call center services. In entering into this transaction, the Company will be able to centralize the call center services which causes the economy of scale and increases the efficiency by the technologies of iSoftel and professional expertise on contact center services of Softel.
- To increase the source of income for the group and increase more opportunities to present contact center services for business partners in the ecosystem of the Company. By that the Company will be able to present and centralize the services to be as one of Business Solutions in accordance with the 7 SMART vision, in relation to SMART Factory and SMART office for various industrial groups such as logistics, communications and telecoms, banking, insurances and amortization tracking.
- To increase the opportunity to generate returns, assets growth ratio, profits and cash flows to the Company and to the shareholders of the Company in the long run.

In addition, the entering into such transaction when compared to the transaction already approved by the Meeting of the Board of the Directors No. 8/2022 on May 4, 2022, which resolved to approve to invest in ordinary shares of iSoftel in the proportion of 25.01 percent, to be through the purchasing and accepting all business assets and liabilities which is iSoftel shares for the proportion of 51.00 percent, will have the following differences.

- The Company will hold the shares in iSoftel in higher proportion from the current shareholding of 25.01 percent to 51.00 percent, which iSoftel and Softel are the companies with good

performance and make high-profit margins. This will enhance return to the Company and increase more controlling power.

- The Change of the investment method will not significantly create other contingent liability or asset other than ISF Holding itself which is the iSoftel ordinary shares in the proportion of 51 percent (and the ordinary shares of Softel which held by iSoftel in the proportion of 99.99 percent).
- The Company will make a payment by issuing newly-issued ordinary shares, at the offering price of THB 28, which is higher than the market price on the date that the Board of the Directors approved that the Company enter into the transaction, calculated from the weighted average price for the past 15 consecutive business days, which were June 1 - June 22, 2022, which is equivalent to THB 21.95.

#### **7. Source of Funds for Investment**

The Company shall issue newly-issued ordinary shares in the amount 8,742,857 shares, with a par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 244,800,000 for a specific person (Private placement) which is not connected of the Company, namely, ISF Holding, as to compensate the purchase and acceptance the entire business transfer from ISF Holding.

#### **8. Conditions for Entering into Transaction**

Important conditions precedent before entering into the transaction are as below:

- (1) The Board of Directors' Meeting of the Company has a resolution to invest in iSoftel and Softel by the purchase and acceptance all ISF Holding's assets and obligations u, and a resolution to increase its registered capital and allocate newly-issued ordinary shares for, namely, ISF Holding which is a specific person (Private placement).
- (2) The Company has been approved by the Securities and Exchange Commission of Thailand in accordance with the Notification No. TorJor. 72/2558 prior to the offering of such newly issued ordinary shares.

#### **9. Opinion of the Board of Directors regarding the Entry into the Transaction**

The Meeting of the Board of Directors has considered and opined that entering into the aforementioned transaction of the Company is reasonable and will be beneficial to the Company and the shareholders of the Company. Since the transaction of ISF Holding is a key opportunity for the Company to get a chance to expand the Company's business including optimization and cost reduction on providing and developing services on call forwarding service, Voicemail service, telephone call-center, relation customer one-stop service which is able to strengthen the Company as well as such business concomitantly generates return, growth rates of assets, profits and cash flow to the Company and to shareholders.

#### **10. Opinions of the Audit Committee and/or Directors which are Different from Opinions of the Board of Directors**

- None –

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

Sincerely Yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information

**Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited  
regarding the purchase of ordinary shares of Oops Network Company Limited  
and Redhouse Digital Company Limited**

According to the Board of Directors Meeting No. 12/2022 of Sabuy Technology Public Company Limited (the “**Company**”) held on June 23, 2022 which resolved and approved to further purpose the agenda item to the shareholders’ Meeting of the Company to approve the investment in Oops Network Company Limited (“**MKO**”), who is a leading digital media and advertising publisher in Thailand. MKO’s website include MarketingOops with content covering digital marketing, trends advertising, campaign creative idea, media, mobile and technology, in the proportion of 50 percent of the total sold shares of MKO, and investing in Redhouse Company Limited (“**RH**”) in the proportion of 50 percent of the total sold shares of RH through the purchasing and accepting all business assets and liabilities from Oops Media Holding Company Limited (“**MKO Holding**”). RH Is a Digital Agency and provide digital marketing services to corporate and SME clients. RH services cover strategic mapping, conducting insight research on the client’s product and services, gather information on competitors, research on consumer behavior and their DATA consumption, and incorporate new market trends. Currently MKO Holding holds shares in the proportion of the 50 percent of total sold shares of MKO, and holds shares in the proportion of 50 percent of the total sold shares of RH, such investment has objectives of expanding the Company’s business in providing marketing and digital media services which will be beneficial to the Company’s ecosystems and business partners to reach wide groups of customers, gain more reputation for communication and advertisement industries, build brand and product awareness among various customers properly and improve efficiency in managing customer data by connecting customer database of the Company the MKO and RH for analyzing customer data and behaviors, which will lead to the presentation of products and services from the Company’s Ecosystem efficiently.

In this regard, entire business transfer of MKO Holding shall be carried out as follows:

- 1) MKO Holding shall transfer the entire business of MKO Holding, consisting of all assets, obligations, duties, and liabilities from MKO Holding which currently exist or will exist on the date to where the entire business transfer is occurred including ordinary shares of MKO held by MKO Holding in the proportion of 50.00 percent of the total sold shares and ordinary shares of RH held by MKO Holding in the proportion of 50.00 percent of the total sold shares of RH to the Company.
- 2) The Company shall make a payment for the entire business transfer from MKO Holding by issuing 3,571,428 newly-issued ordinary shares to MKO Holding at the offering price of THB 28, totaling THB 99,999,984.
- 3) Subsequent to the completion of the transaction, MKO Holding shall be liquidated and the Company’s shares under MKO Holding shall be allocated to its shareholders as the following:

**Major Shareholders of MKO Holding and Shares Allocation**

No.	Major Shareholders	MKO Shares	Shareholding (Percentage)	Allocation of SABUY Shares
1	Mr. Phasin Pitithanarit	1,249	49.96	1,784,285
2	Ms. Nathida Ratthanawut	1,249	49.96	1,784,285
3	Ms. Phinyada Pitithanarit	2	0.08	2,858
Total		2,500	100	3,571,428

In relation to the investment in MKO and in RH under the scheme of the entire business transfer or EBT, the Company shall purchase and accept the entire business from MKO Holding under 4 conditions of which details are shown below:

- 1) The shareholders' Meeting of the Company has resolved to approve the Company to increase its register capital and allocate newly-issued ordinary shares for specific person (Private Placement), namely, MKO Holding.
- 2) The shareholders' Meeting of the Company has resolved to approve the Company to invest in MKO Holding by accepting the entire transfer of assets and liabilities of MKO Holding, which is not a connected person of the Company. The Company shall make a payment in the form of newly-issued ordinary shares of the Company.
- 3) The Board of Directors' Meeting and the shareholders' Meeting of MKO Holding has resolved to approve the entire business transfer to the Company, including entering into business transfer agreement and any other document necessary and/or relevant of such transaction, as well as any other process for the completion of the Company's investment in the newly-issued ordinary shares.
- 4) The result of due diligence of MKO Holding, MKO and RH are satisfactory to the Company and any other condition precedent under the entire business transfer agreement has completely been fulfilled.

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the 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 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 the Acquisition and Disposal of Assets B.E.2547 (2004) ("**Acquisition and Disposal of Assets Notifications**"). The transaction size is equivalent to 1.52 based on the net profits from operation which is the criterion to calculate the maximum size of transaction with reference to the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company is equivalent to 57.62 with reference to the net profits from operation which is the criterion to calculate the

maximum size of transaction with reference to the consolidated financial statements of the Company that have been audited by a certified public accountant, ending March 31, 2022. The transaction size is higher than 50. Therefore, the Company is obligated both to disclose the information memorandum regarding the acquisition transaction of the Company to the Stock Exchange of Thailand (“SET”) according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction shall be proposed to the shareholders’ meeting to consider and to approve such transaction, At the same time, the independent financial advisor shall be appointed to express opinions on such transaction. The resolution shall be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

In addition, the aforementioned transaction is not within the scope of the connected transaction, since MKO Holding, MKO and RH are not the connected person of the Company in accordance with the Notification of the Capital Market Supervisory Board No .Tor Jor. 21/2551 Re :Rules on Connected Transactions dated on August 31, 2008, 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 the Connected Transactions dated on November 19, 2003 “)**Notification on Connected Transactions.**(”

The Company would like to inform the aforementioned details on acquisition of assets as follows:

**1. Details of the offering.**

After the Extraordinary General Meeting of shareholders No. 1/2022 of the Company has resolved to approve to invest in MKO and RH by the purchase and acceptance all MKO Holding’s assets and liabilities under the scheme of the entire business transfer or EBT, and to approve to increase its register capital and allocate newly-issued ordinary shares to MKO Holding which is a specific person (Private Placement) as the compensation for MKO Holding to transfer the entire business of MKO Holding to the Company that is expected to be completely carry out within December, 2022.

Therefore, entering into the entire business transfer transaction shall proceed under 4 conditions of which details are shown below:

- 1) The shareholders’ Meeting of the Company shall have a resolution to approve the Company to increase its register capital and allocate newly-issued ordinary shares to a specified person, namely, MKO Holding.
- 2) The shareholders’ Meeting of the Company shall have a resolution to approve the Company to invest in MKO Holding by accepting the entire transfer of assets and liabilities of MKO Holding which is not a connected person of the Company. The compensation shall be paid by issuing newly-issued ordinary shares of the Company.
- 3) The Board of Directors’ Meeting and the shareholders’ Meeting of MKO Holding shall have a resolution to approve the entire business transfer to the Company, including entering into any business transfer agreement and any other document necessary and/or relevant of such transaction, as well as any other process for the completion of the Company’s investment in the newly-issued ordinary shares.



- 4) The result of due diligence of MKO and RH shall be satisfactory to the Company and any other condition precedent under the entire business transfer agreement shall completely been fulfilled.

**2. Parties Involved and Relationship**

**Entire business transferee:** The Company

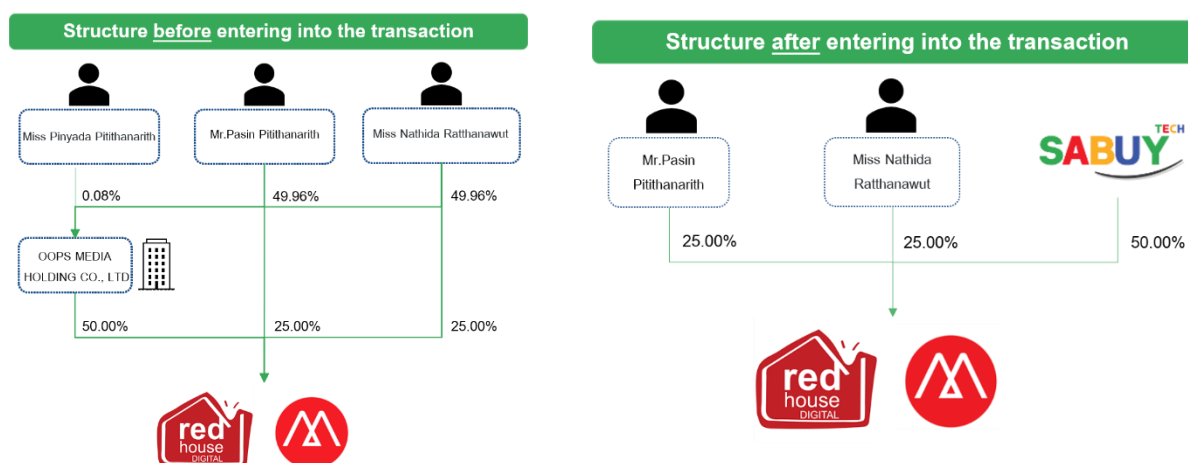
**Entire business transferer:** Oops Media Holding Company Limited (“MKO Holding”)

**Relationship:** Currently, ISF Holding is not a connected person of the Company according to the Notifications on Connected Transaction

**3. General Characteristics and Size of the Transaction**

3.1 General Characteristics

According to the fact that the Company intended to invest in MKO and RH by purchasing and accepting the entire business transfer from MKO Holding including all assets, obligations, rights, duties and liabilities from MKO Holding that are existing before the date of entire business transfer including the ordinary shares of MKO held by MKO Holding in the proportion of 50.00 percent of the total sold shares of MKO and the ordinary shares of RH held by MKO Holding in the proportion of 50.00 percent of the total sold share. The Company shall make a payment for the acceptance of the entire business transfer from MKO Holding by the issuing newly-issued ordinary shares of the Company in the amount of 3,571,428 shares, with a par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 99,999,984, the offering price not being less than 90 percent of the market price, of which is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors has resolved to propose to the shareholders’ meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to MKO Holding during June 1 to June 22, 2022, of which value is equivalent to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), In this regard the list of major shareholders of the Company, MKO Holding, MKO and RH can be summarized as follows:



### 3.2 Type and Size of the Transaction

Based on the fact that The Company shall proceed the entire business transfer from MKO Holding, the aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications. The size of the transaction is equivalent to 1.52 percent based on the total value of consideration criteria. This is the criterion that calculate the maximum size of the transaction from the consolidated financial statements of the Company which have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 57.62 percent based on the net profits from operation. This is the criterion that calculates the maximum size of the transaction from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022 to where the size of the transaction size is higher than 50 percent of which calculation details are shown below:

#### Financial Information

##### (1) MKO Holding

MKO Holding has no financial statement yet, since this company established and registered on March 18, 2022.

##### (2) MKO

(Unit: million THB)	The Company at March 31, 2022	MKO at December 31, 2022
Total Assets	6,577.04	17.68
Intangible Assets	1,890.34	-
Total Liabilities	2,221.19	7.06
Non-controlling Equity (If any)	635.99	-
Net Tangible Assets	1,829.53	10.62
Net Profit (Loss) (Last 4 quarters)	287.21	7.58

##### (3) RH

(Unit: million THB)	The Company at March 31, 2022	RH at December 31, 2022
Total Assets	6,577.04	5.67
Intangible Assets	1,890.34	-
Total Liabilities	2,221.19	1.29
Non-controlling Equity (If any)	635.99	-
Net Tangible Assets	1,829.53	4.37
Net Profit (Loss) (Last 4 quarters)	287.21	(0.60)

#### Calculation

Basis	Calculation formula	Calculation (One million Baht)		transaction size (Percent)	
		MKO	RH	MKO	RH
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{10.62 \times 50 \times 100}{1,829.53}$	$\frac{4.37 \times 50 \times 100}{1,829.53}$	0.29	0.12
Based on net profits from operation	$\frac{(\text{Net profits from operation of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net profits from operation of the Company}}$	$\frac{7.58 \times 50 \times 100}{287.21}$	n/a	1.32	n/a
Based on total value of the consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{100.00 \times 100}{6,577.04}$		1.52	
Based on value of the equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	$\frac{3,571,428 \times 100}{1,431,163,735}$		0.25	

The size of the transaction is equivalent to 1.52 percent based on the net profits from operation which is the criterion that calculates the maximum size of the transaction from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Moreover, the overall size of the acquisition of assets for the last 6 months of the Company is equivalent to 57.62 percent based on the net profits from operation. This is the criterion that calculates the maximum size of the transaction from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. The size of transaction is higher than 50. Therefore, the Company is obligated both to disclose the information memorandum regarding the acquisition transaction of the Company to the Stock Exchange of Thailand (“SET”) according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction shall be proposed to the shareholders’ meeting to consider and to approve such transaction, At the same time, the independent financial advisor shall be appointed to express opinions on such transaction. The resolution shall be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

#### 4. Details of Acquired assets

Assets, liabilities, duties and obligations of MKO Holding which currently exist and will exist in the future on the date of entire business transfer including the ordinary shares of MKO held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of MKO and the ordinary shares of RH held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of RH.

The information regards to MKO Holding, MKO and RH are summarized as follows;

#### 4.1 **Summary**

##### (1) **MKO Holding**

Name	Oops Media Holding Company Limited
Business type	Generating revenues from holding shares in limited companies and public limited companies.
Head Office	56 Yada building 7 <sup>th</sup> Floor, Room No.709, Si Lom Road, Suriya Wong Sub-district, Bang Rak District, Bangkok
Registration Date	March 18, 2022.
Registered Capital	THB 1,000,000
Total Number of Shares	2,500 Shares
Par value (per share)	THB 400

##### (2) **MKO**

Name	Oops Network Company Limited
Business type	Production and publication of digital media and online advertising with the content covering digital marketing, trend advertising, campaign creative ideas, mobile and technology
Head Office	56 Yada building 7 <sup>th</sup> Floor, Room No.709, Si Lom Road, Suriya Wong Sub-district, Bang Rak District, Bangkok
Registration Date	October 27, 2009.
Registered Capital	THB 1,000,000
Total Number of Shares	2,500 Shares
Par value (per share)	THB 400

##### (3) **RH**

Name	Redhouse Digital Company Limited
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Business type	Providing on-stop services in digital marketing to organizations, ranging from getting briefs from the organization, planning the strategies concluding research for insight information both of goods and services for the purpose of delivering marketing campaigns and digital platforms to respond the targets of the client in each campaign
Head Office	56 Yada building 7 <sup>th</sup> Floor, Room no.709, Si Lom Road, Suriya Wong Sub-district, Bang Rak District, Bangkok
Registration Date	June 19, 2015
Registered Capital	THB 1,000,000
Total Number of Shares	2,500 Shares
Par value (per share)	THB 400

**4.2 List of shareholders**

**(1) List of shareholders of MKO Holding as of March 15, 2022, which is the date of the latest shareholders' meeting.**

	Shareholder Name	Numbers of Share	Percent
1	Mr. Pasin Pitithanarith	1,249	49.96
2	Miss Nathida Ratthanawut	1,249	49.96
3	Miss Pinyada Pitithanarith	2	0.08

Subsequent to the completion of the transaction, MKO Holding shall enter into liquidation process.

**(2) List of shareholders of MKO as of March 21, 2022, which is the date of the latest shareholders' meeting.**

	Shareholder Name	Numbers of Share	Percent
1	MKO Holding	1,250	50.00
2	Miss Nathida Ratthanawut	625	25.00
3	Mr. Pasin Pitithanarith	625	25.00

**(3) List of shareholders of RH as of March 21, 2022, which is the date of the latest shareholders' meeting.**

	Shareholder Name	Numbers of Share	Percent
1	MKO Holding	1,250	50.00
2	Miss Nathida Ratthanawut	625	25.00
3	Mr. Pasin Pitithanarith	625	25.00

**4.3 List of the Board of Directors**

**(1) List of the Board of Directors of MKO Holding**

MKO Holding has two directors, namely, Mr. Pasin Pitithanarith and Miss Nathida Ratthanawut

**(2) List of Board of Directors of MKO**

MKO has two directors, namely, Mr. Pasin Pitithanarith and Miss Nathida Ratthanawut

**(3) List of Board of Directors of RH**

RH has two directors, namely, Mr. Pasin Pitithanarith and Miss Nathida Ratthanawut

For MKO and RH, the Company will assign management with knowledge and experiences in the business, finance, accounting, or legal matter to assume the director position as appropriate and in accordance to the Company's stake in MKO and RH in order to collaborate and direct the business under the Company's direction.

**4.4 Financial Information**

**(1) MKO Holding**

MKO Holding has no financial statement yet, since this company established and registered on March 18, 2022.

**(2) MKO**

Statement of Financial Position (Unit: Million Thai Baht)	2562	2563	2564
Current Assets	20.5	17.4	16.0
Non-current Assets	2.4	2.1	1.7
<b>Total assets</b>	<b>22.9</b>	<b>19.5</b>	<b>17.7</b>

<b>Statement of Financial Position (Unit: Million Thai Baht)</b>	<b>2562</b>	<b>2563</b>	<b>2564</b>
Current Liabilities	8.8	6.4	7.1
<b>Total Liabilities</b>	8.8	6.4	7.1
<b>Total Shareholders' Equity</b>	14.1	13.0	10.6
<b>Total liabilities and Shareholders' Equity</b>	22.9	19.5	17.7

<b>Statement of Comprehensive Income (Unit: Million Thai Baht)</b>	<b>2562</b>	<b>2563</b>	<b>2564</b>
<b>Total income</b>	28.9	32.0	25.9
<b>Total cost</b>	(20.3)	(20.7)	(16.4)
<b>Profit before income tax</b>	8.6	11.3	9.5
<b>Profit for the period</b>	6.7	9.0	7.6

(3) RH

<b>Statement of Financial Position (Unit: Million Thai Baht)</b>	<b>2562</b>	<b>2563</b>	<b>2564</b>
Current Assets	6.9	6.4	5.5
Non-current Assets	0.3	0.3	0.2
<b>Total assets</b>	7.3	6.7	5.7
Current Liabilities	1.7	1.7	1.3
<b>Total Liabilities</b>	1.7	1.7	1.3
<b>Total Shareholders' Equity</b>	5.6	5.0	4.4
<b>Total liabilities and Shareholders' Equity</b>	7.3	6.7	5.7

<b>Statement of Comprehensive Income (Unit: Million Thai Baht)</b>	<b>2562</b>	<b>2563</b>	<b>2564</b>
<b>Total income</b>	9.4	9.1	7.1
<b>Total cost</b>	(14.7)	(9.6)	(7.7)
<b>Profit before income tax</b>	(5.4)	(0.6)	(0.6)
<b>Profit for the period</b>	(5.4)	(0.6)	(0.6)

#### 5. Criteria for Determination of Value of the Transaction

The value of compensation is in the amount of THB 99,999,984 for the purchase and acceptance of the entire business transfer from MKO Holding resulting from a negotiation between the Company and MKO Holding. The Company considered the offering price from businesses operating in the same operation by comparison, both Forward P/E from publishing and advertising businesses such as BEC, JKN PLANB, etc., which are traded on the Stock Exchange of Thailand, average are 29.66 times. The Firm Value of MKO stands between THB 213.55 million and THB 296.66 million, while the Firm Value of RH is between THB 2.2 million and THB 4.3 million.

#### 6. Expected Benefits to the Company from the Transaction

- 6.1 To increase the efficiency, reduce expense of online digital advertisement and digital content for targeted customers groups which MKO and RH are professionally on this expertise.
- 6.2 To expand the source of income for the Company group and opportunity to offer the better digital advertising service for business partner in the Company's Ecosystem.
- 6.3 To obtain more opportunity to gain a long-term return, growth rate of assets, profit and cash flow for the Company and shareholders successively.

#### 7. Source of Funds for Investment

The Company shall issue newly-issued ordinary shares of the Company in the amount of 3,571,428 shares, with a par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 99,999,984 for a specific person (Private Placement) which is not connected of the Company, namely, MKO Holding, as to compensate the purchase and acceptance the entire business transfer from MKO Holding.

#### 8. Conditions Precedent

Important conditions precedent before entering into the transaction are as below:

- (1) The shareholders' Meeting of the company has a resolution to invest in MKO and RH by the purchase and acceptance all MKO Holding's assets and obligations under scheme of the entire business transfer, and a resolution to increase its registered capital and allocate newly-issued ordinary shares to MKO Holding which is a specific person (Private placement).



- (2) The Company has been approved by the Securities and Exchange Commission of Thailand in accordance with the Notification No. TorJor. 72/2558 prior to the offering of such newly issued ordinary shares.
- (3) The Board of Directors' Meeting and the shareholders' Meeting of MKO Holding has a resolution to approve the entire business transfer to the Company, including entering into any business transfer agreement and any other document necessary and/or relevant of such transaction, as well as any other process for the completion of the Company's investment in the newly-issued ordinary shares.
- (4) The result of due diligence of MKO Holding, MKO and RH shall be satisfactory to the Company and any other condition precedent under the entire business transfer agreement shall completely been fulfilled.

**9. Opinion of the Board of Directors regarding the Entry into the Transaction**

The Meeting of the Board of Directors has considered and opined that entering into the aforementioned transaction of the Company is reasonable and will be beneficial to the Company and shareholders of the Company, since the transaction of MKO Holding is a great opportunity for the Company to expand the business in the providing on online digital advertising services which is able to both reduce the advertisement production expense and to expand source of income for the Company group. It also increases opportunities to offer the better digital advertising service for business partner in the Company's Ecosystem. In addition, it simultaneously gains a long-term return, growth rates of assets, profits and cash flow to the Company and to shareholders.

**10. Opinions of the Audit Committee and/or Directors which are Different from Opinions of the Board of Directors**

- None -

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

Sincerely Yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information

(F 53-4)

**Capital Increase Report Form**  
**Sabuy Technology Public Company Limited**

**June 24, 2022**

We, Sabuy Technology Public Company Limited (“**Company**”), hereby report the resolutions of the Meeting of the Board of Directors No. 12/2022 held on June 23, 2022, in respect of the capital decrease, the capital increase and the allotment of ordinary shares of which details are shown below:

**1. CAPITAL DECREASE AND CAPITAL INCREASE:**

**1.1 CAPITAL DECREASE**

Based on the fact that the Company had an intention to increase its registered capital, Section 136 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) provides that a company may increase its registered capital when all issued shares have been sold and fully paid-up, with the exception of being the shares have not fully been sold resulted from the issuance of convertible debentures or warrants to purchase shares.

The Meeting of the Board of Directors has therefore resolved to approve to increase registered capital of the Company for the purpose accommodating of any transactions and being in compliance with the laws. From this the Company shall decrease its registered capital from the current registered capital of THB 2,078,059,025 to THB 1,523,053,760 by eliminating the unissued shares in the amount of 555,005,265 shares at the par value of THB 1 per share of which details are shown below:

1. The newly-issued ordinary shares which have been in accommodation of share warrants (SABUY-W2), in the amount of 508,551,983 shares.
2. The newly-issued ordinary shares allotted for Mr. ARNONCHAI VEERAPRAVATI (“**MR. ARNONCHAI**”) for remuneration of the AIT-W2 from MR. ARNONCHAI, in the amount of 17,592,920 shares.
3. The newly-issued ordinary shares in accommodation of the capital increase (General Mandate) for the specific person (Private Placement), in the amount of 28,860,362 shares.

In the regard, the elimination of the unissued shares of the Company shall not include the newly-issued ordinary shares which are, in accommodation of the share warrants of the Company of which details are shown below:

1. The newly-issued ordinary shares in accommodation of share warrants of Sabuy Technology Public Company Limited (SABUY-W1), in the amount of 34,155,210 shares.
2. The newly-issued ordinary shares in accommodation of share warrants of Sabuy Technology Public Company Limited (SABUY-W1) which issuing for the Directors and Employee of Sabuy Technology Public Company Limited and subsidiaries No. 1 (SABUY-WA), in the amount of 9,407,134 shares.

3. The newly-issued ordinary shares in accommodation of share warrants of Sabuy Technology Public Company Limited (SABUY-W1) which issuing for the Directors and Employee of Sabuy Technology Public Company Limited and subsidiaries No. 2 (SABUY-WB), in the amount of 8,327,681 shares.
4. The newly-issued ordinary shares in accommodation of share warrants of Sabuy Technology Public Company Limited (SABUY-W1) which issuing for the Directors and Employee of Sabuy Technology Public Company Limited and subsidiaries No. 3 (SABUY-WC), in the amount of 40,000,000 shares.

The Meeting of the Board of Directors has therefore resolved and approved a resolution to decrease of the Company registered capital from the current registered capital of THB 2,078,059,025 to THB 1,523,053,760 by eliminating the unissued shares in the amount of 555,005,265 shares at the par value of THB 1 per share and submitted to propose to the shareholders' meeting of the Company for further approval.

## 1.2 Capital Increase

The Meeting of the Board of Directors has resolved to propose to the shareholders' meeting of the Company to approve to increase the Company's registered capital in specifying the purpose of utilizing proceeds type of THB 646,335,581 and to approve to increase the Company's registered capital in General Mandate type of THB 80,000,000 from the current Company's registered capital of THB 1,523,053,760 to be newly-issued THB 2,249,389,341 by issuing newly ordinary shares in the amount of 726,335,581 shares at the par value of THB 1 per share, with the details of capital increase as follows:

Type of Capital Increase	Type of Share	Number of Shares (shares)	Par Value (Baht/Share)	Par Value (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	Not exceeding than 646,335,581	1	646,335,581
<input checked="" type="checkbox"/> General Mandate	Ordinary share	Not exceeding than 80,000,000	1	80,000,000

## 2. Allotment of New shares:

### 2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number (shares)	Ratio (old: new)	Sale Price (Baht)	Subscription and Payment Period	Note
2.1 Specific person (Private	Not exceeding	-	28.25	Please consider note no. 1	Please consider

Allotted to	Number (shares)	Ratio (old: new)	Sale Price (Baht)	Subscription and Payment Period	Note
Placement), namely, MR. ARNONCHAI who is a connected person of the Company	than 17,592,920				note no. 1 and 2
2.2 Specific person ( Private Placement), namely, ISF Holding Company Limited (“ <b>ISF Holding</b> ”) who is not a connected person of the Company	Not exceeding than 8,742,857	-	28	Please consider note no. 1	Please consider note no. 1 and 2
2.3 Specific person ( Private Placement), namely, Oops Media Holding Company Limited (“ <b>MKO Holding</b> ”) who is not a connected person of the Company	Not exceeding than 3,571,428	-	28	Please consider note no. 1	Please consider note no. 1 and 2
2.4 To support the exercise rights of the warrants to purchase ordinary shares which issued a pro rata to the	Not exceeding than 616,428,376	-	-		Please consider note no. 1 and 2

<b>Allotted to</b>	<b>Number (shares)</b>	<b>Ratio (old: new)</b>	<b>Sale Price (Baht)</b>	<b>Subscription and Payment Period</b>	<b>Note</b>
existing shareholders (Right Offering) No. 2 (SABUY- W2)					
<b>Total</b>	Not exceeding than 646,335,581				

**Note**

- 1 The issuance and allocation of newly-issued ordinary shares, the Meeting of the Board of Directors has resolved to propose an approval to the shareholders' Meeting to consider and approve to increase the Company's registered capital in specifying the purpose of utilizing proceeds type of THB 646,335,581 from the current Company's registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 (when assembled with the increasing of the company registered capital in General mandate type) which is able to divide as below:
  - (1) The issuance and allocation of newly-issued ordinary shares in the amount of 17,592,920 shares, at the par value of THB 1 per share to MR. ARNONCHAI, of which MR. ARNONCHAI will make a payment for newly-issued ordinary shares by cash instead of assets. This amount of newly-issued ordinary shares are the remaining amount of the newly-issued ordinary shares of 25,111,504 shares which the Annual General Meeting of Year 2022 held on April 27, 2022 resolved and approved to allocate for MR. ARNONCHAI as for compensation to entering into purchase the Advanced Information Technology Public Company Limited ("AIT") in the amount of 30,000,000 shares and warrant to purchase ordinary shares of the AIT No. 2 ("AIT-W2") in the amount of 140,000,000 unit from MR. ARNONCHAI. The Company has proceeded to allocate the newly-issued ordinary shares in the amount of 7,518,584 shares as to compensate the entering to purchase the AIT shares and registered the increased paid-up capital of THB 7,518,584 with Department of Business Development on June 13, 2022. Therefore, the Company has not allocated the newly-issued ordinary shares in the amount of 17,592,920 shares for compensation to entering into the purchase of warrant (AIT-W2) and may adjust the payment scheme of entering into the purchase of warrant (AIT-W2) from MR. ARNONCHAI to pay up by cash.
  - (2) The issuance and allocation of the newly-issued ordinary shares in the amount of 8,742,857 shares, at par value of THB 1, as to compensate the entire business transfer from ISF Holding to the Company;
  - (3) The issuance and allocation of the newly-issued ordinary shares in the amount of 3,571,428 shares, at par value of THB 1, as to compensate the entire business transfer from MKO Holding to the Company;
  - (4) The issuance and allocation of the newly-issued ordinary shares in the amount of 616,428,376 shares, at par value of THB 1, as to support the exercise rights of the warrant to purchase ordinary shares of the Company which issued a pro rata to the existing shareholders (Right Offering) No. 2 (SABUY-

W2), new lot, and submit the propose to the shareholders' meeting of the Company for further approval.

The issuance and allocation of the newly-issued ordinary shares for MR. ARNONCHAI, ISF Holding and MKO Holding are determined as the newly-issued ordinary shares offering to a private placement (Private Placement) of which the shareholders' meeting of the Company will resolve to determine the offering price explicitly, of which such offering price is no less than 90 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement ("**Notification TorJor. 72/2558**") and must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest. Even though, the Company has been approved by the shareholders' meeting to issue and to allocate newly-issued ordinary shares of the Company, the Company must also be approved by the Securities and Exchange Commission according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.

In this regard, the market price of the issuance and the allocation of newly-issued ordinary shares to MR. ARNONCHAI, ISF Holding and MKO Holding has been calculated based on the weighted average price, in the Stock Exchange of Thailand ("**SET**"), for the past 15 consecutive business days prior to the date that the Board of Directors' Meeting resolved to approve and propose to the shareholders' meeting of the Company to consider and approve the issuance and the allocation of newly-issued ordinary shares to MR. ARNONCHAI, ISF Holding and MKO Holding during June 1 – June 22, 2022, of which was equivalent to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

In the case that the offering price of newly-issued ordinary shares of the Company offered to MR. ARNONCHAI, ISF Holding and MKO Holding is less than 90 percent of the market price of the ordinary shares (weighted average price (closing price or average price of trading) for the past 7-15 consecutive business days prior to the commencement of the offering date). The Company is obligated to prohibit MR. ARNONCHAI, ISF Holding, and MKO Holding from selling all such newly-issued ordinary shares within 1 year from the commencement of trading of newly-issued ordinary shares of the Company in SET (Silent Period). After the completion of 6 months from the commencement of trading of newly-issued ordinary shares of the Company in SET, MR. ARNONCHAI, ISF Holding and MKO Holding will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to Notifications of Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (and as amended).

- 2 The issuance newly-issued and allocation of ordinary shares to increase capital, the Board of Directors' Meeting has resolved to propose to assign the chief executive officer to have the authority to determine the details which is relevant to the issuance newly-issued and allocation of ordinary shares aforementioned such as:

- (1) The allocation of newly-issued ordinary shares to MR. ARNONCHAI, offering, the compensation, as well as conditions and details which are relevant to such allocation of newly-issued ordinary shares.

- (2) The allocation of newly-issued ordinary shares to ISF Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details which are relevant to such allocation of newly-issued ordinary shares.
- (3) The allocation of newly-issued ordinary shares to MKO Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details which are relevant to such allocation of newly-issued ordinary shares.
- (4) The allocation of newly-issued ordinary shares in order to accommodate the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new lot, at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details which are relevant to such allocation of newly-issued ordinary shares.
- (5) The negotiation, entering into the agreements, signing any documents and contracts which are relevant to such allocation of newly-issued ordinary shares according to (1) to (5), as well as any other conditions and processes relating to such allocation of newly-issued ordinary shares.
- (6) Signing any permits and any proofs which are necessary and relevant to the allocation of newly-issued ordinary shares according to (1) to (5) including contacting and submitting any permit requests, such documents and proofs to government agencies or related agencies and listing the newly-issued ordinary shares in SET and having authority to proceed any necessary and appropriate relating to the allocation of newly-issued ordinary shares according to (1) to (5).

**Operation of the Company regarding to odd lot**

The Company shall allocate all the newly issued ordinary shares of the Company to MR. ARNONCHAI, ISF Holding and MKO Holding. As a result, no fractions of shares from Private Placement.

## 2.2 General Mandate

Allotted to	Type of Securities	Number of Shares	Percentage of Paid-up Capital <sup>1/</sup>	Note
Existing shareholder	-	-	-	-
To allocate for the issuance of warrants and offering to purchase ordinary shares of the Company which is transferable	-	-	-	-
Public Offering	-	-	-	-
Specific person	Ordinary shares	80,000,000	-	Please consider note no. 1.

**1/ Percentage of paid-up capital on the date that the Board of Directors resolved with the approval to increase capital under General Mandate**

**Note:**

The increase capital in General Mandate, the Meeting of the Board of Directors has resolved to propose an approval to the shareholders' Meeting to consider and approve to give the authority to the Board of Directors is able to consider and approve to determine the specifications which are relevant to the issuance and allocation of newly-issued ordinary shares to increase capital, of which are shown below:

1. To consider and allocate the newly-issued ordinary shares in the amount which not exceed than 80,000,000 shares (calculated as 5.59 percent of the amount of sold shares of the Company), at par value of THB 1, in accommodate the increase capital in General Mandate for a specific person (Private Placement). In order that the Company shall issue and offer the newly-issued ordinary shares either one time in full amount or partial. Moreover, the specific person (Private Placement) shall be allocated the newly-issued ordinary shares in General Mandate type which must be met the requirement in accordance with one of any criteria of which are shown below:

- 5.1 Be an institution investor according to the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definition in Notifications relation to Issuance and Offer for Sale of Securities; or
  - a. Be a personal investor or corporate which has a secure financial position and capable in practical investing including well-knowledge, experienced or having potential that is beneficial or support the operation of the Company.



In this regard, the offering price of newly-issued ordinary shares to a specific person (Private Placement) in type of General Mandate must not less than 90 percent of the market price.

## **6 Schedule for Shareholders' Meeting to approve the Capital Increase and the Share Allotment**

The Boards of Directors' Meeting has approved to schedule the Extraordinary General Meeting of Shareholders no. 1/2022 to be held on August 9, 2022 via the electronic meeting. Also live from the Meeting room 2<sup>nd</sup> Floor, the Company's office, 230 Bang Khun Thian-Chai Thalee Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, with the record date for the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2022 is set out to be on July 8, 2022 (Record Date).

## **7 Approval of the Capital Increase/ Share Allotment by Relevant Governmental Agency and Conditions thereto (if any)**

- 4.1 The Company shall be approved by the Company shareholders' meeting via the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.
- 4.2 The Company shall be approved the issuance and offering of newly-issued ordinary shares of the Company for a specific person (Private Placement) by the Securities and Exchange Commission ("SEC") in accordance with Notification TorJor. 72/2558, before the issuance and offering of newly-issued ordinary shares of the Company for a specific person in type of specifying the purpose of utilizing proceeds.
- 4.3 The Company shall register the capital increase, and amend the Memorandum of Association of the Company in accordance with the aforementioned details of capital increase, as well as shall register the amendment of the paid-up capital with the Department of Business Department, Ministry of Commerce.
- 4.4 The Company shall request the approval for listing the newly issued ordinary shares to be offered for private placement under the Stock Exchange of Thailand, as for approval to be register capital of the Company.

## **8 The Objectives of the Capital Increase**

- 5.1 As to act in accordance with the resolution of the shareholders' meeting Year 2022 which held on April 27, 2022, on account of the newly-issued ordinary shares in the amount of 25,111,504 shares which are the remaining amount of newly-issued ordinary shares that the shareholders' meeting Year 2022 which held on April 27, 2022, has approved for allocation to MR. ARNONCHAI. Therefore, the Company has not proceeded to allocate the newly-issued ordinary share in the amount of 17,592,920 shares for compensation the entering into the

purchase of warrant (AIT-W2) and the Company may adjust the payment procedure of entering into the purchase of warrant (AIT-W2) from MR. ARNONCHAI to pay up in cash.

- 5.2 For the purpose of compensation to ISF Holding that may transfer the Entire Business of ISF Holding to the Company by allocating the newly-issued ordinary shares of the Company in the amount of 8,742,857 shares at par value of THB 1 per share, at the offering price of THB 28 per share, totaling of THB 244,800,000 to ISF Holding who is a specific person (Private Placement).
- 5.3 For the purpose of compensation to MKO Holding that may transfer the Entire Business of MKO Holding to the Company by allocating the newly-issued ordinary shares of the Company in the amount of 3,571,428 shares at par value of THB 1 per share, at the offering price of THB 28 per share, totaling of THB 99,999,984 to MKO Holding who is a specific person (Private Placement).
- 5.4 For the purpose of support the exercise rights of the warrant to purchase ordinary shares of the Company which issued a pro rata to the existing shareholders (Right Offering) No. 2 (SABUY-W2), new lot, by allocating the newly-issued ordinary shares in the amount of 616,428,376 shares, at par value of THB 1, without calculating value (THB zero), which has the newly-issued ordinary shares allocation ratio as equal 5 existing shares per 2 warrant unit (the calculation of rights to be allocated the warrant of each shareholders, if there occurs fractions that is caused by the allocation ratio calculation. It shall be rounded off the fractions). The such warrant is valid for 2 years since the date that warrant issued, and the exercise rights of warrant ratio is 1 unit to 1 newly-issued ordinary share, at the exercise price of THB 5 per share.
- 5.5 For the purpose of support the newly-issued ordinary share in General Mandate type for a specific person (Private Placement), by allocating the newly-issued ordinary shares in the amount of 80,000,000 shares (calculated as 5.59 percent of the amount of sold shares of the Company), at par value of THB 1. In order that the Company shall issue and offer the newly-issued ordinary shares either one time in full amount or partial by offering either at one time or time to time.

## **9 The benefits that the Company shall receive from the Capital Increase / Share Allotment**

The capital increase of specific person for, namely, MR. ARNONCHAI, ISF Holding and MKO Holding, of which may assist the Company which can proceed as planned to invest into the transactions for enhancing the competitive capabilities of the Company.

## **10 The benefits that the shareholders shall receive from the Capital Increase / Share Allotment**

After the issue and the offering to sale the newly-issued ordinary share for specific person, the shareholders will have the opportunity to receive dividend if the Company gains profit from operation.

## **11 Other Details Necessary for Shareholders to approve the Capital Increase / Share Allotment**

- None -

**12 Schedule of Action where the Board of Directors of the Company passes a Resolution approving the Capital Increase or Allotment of New Shares**

<b>Number</b>	<b>Details</b>	<b>Date</b>
1	The Board of Directors meeting No. 12/2022	June 23, 2022
2	The date on which the recorded shareholders have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date)	July 8, 2022
3	The date of the Extraordinary General Meeting of Shareholders No. 1/2022	August 9, 2022
4	The registration of capital increase and the amendment to the memorandum of association of the Company with the Ministry of Commerce	Within 14 days since the Extraordinary General Meeting of Shareholders
5	Proceed the offering and allocate the newly-issued to specific person (Private Placement)	After received the SEC's approval but not exceeding than 3 months since Extraordinary General Meeting of Shareholders has the resolution
6	The registration to change the number of paid-up shares with the Ministry of Commerce.	Within 14 days since the Company has received payment of newly-issued ordinary shares

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

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information

**Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of  
Sabuy Technology Public Company Limited to ISF Holding Company Limited  
which is Private Placement.**

Sabuy Technology Public Company Limited (the “**Company**”) intends to invest in the ordinary shares of iSoftel Company Limited (the “**iSoftel**”) which operates a service and system development, automatic call forwarding system, voicemail system, telephone call-center, customer service center business. iSoftel has registered capital of THB 10,000,000, divided into 100,000 ordinary shares at a par value of THB 100 per share. And Softel Communication (Thailand) Company Limited (the “**Softel**”) which operates a service of call-center, telephone call-center, customer service center business. Softel has registered capital of THB 10,000,000, divided into 100,000 ordinary shares at a par value of THB 100 per share. According to the Board of Directors Meeting No.8/2022 held on May 4, 2022, the Board of Directors meeting of the Company had resolved to approve the investment in iSoftel and Softel in the proportion of 25.01 percent by purchasing not exceeding of 25,010 ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding Company Limited (the “**ISF Holding**”). The compensation will be fully paid by cash of not exceeding THB 120,048,000.

Subsequently, the executive team of the Company has further discussed with iSoftel, and the Company intends to adjust the terms and conditions of the proportion of the investment in iSoftel from 25.01 percent to be 51.00 percent, equivalent to 51,000 shares. The Company and iSoftel will adjust the investment method from purchasing the ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding to be the investment in iSoftel and Softel through the purchasing and accepting all business assets and liabilities from ISF Holding (ISF Holding currently holds 51 percent of the total shares of iSoftel and indirectly holds 99.99 percent of the total shares of Softel through iSoftel). ISF Holding has registered capital of THB 5,100,000, divided into 51,000 ordinary shares at a par value of THB 100 per share.

In order to invest in iSoftel and Softel, the Company will pay compensation of the purchase and the acceptance of the entire business transfer from ISF Holding by issuing 8,742,857 newly-issued ordinary shares to ISF Holding at the offering price of THB 28 per share, totaling THB 244,800,000.

To provide the Company to invest in iSoftel and Softel, the Board of Directors Meeting No. 12/2022 held on June 23, 2022 had resolved to approve to the Extraordinary General Meeting No. 1/2022 to consider and approve to decrease the registered capital of the Company from THB 2,078,059,025 to be THB 1,523,053,760, by discarding 555,005,265 unissued shares at a par value of THB 1, prior to increasing the registered capital of the Company, and consider and approve to increase the registered capital of the Company of THB 726,335,581 from the registered capital THB 1,523,053,760 to THB 2,249,389,314 by issuing 726,335,581 newly-issued ordinary shares at a par value of THB 1 per share. The Company will allocate such newly-issued ordinary shares as follows:

- 1) The issuance of 17,592,920 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28.25 per share, totaling THB 496,999,990 to Mr. ARNONCHAI VEERAPRAVATI (the “**Mr. ARNONCHAI**”) who is a specific person (private placement) and a connected person of the Company. Mr. ARNONCHAI will pay the price of newly-issued ordinary shares by cash instead of the AIT-W2 which has been approved by the 2022 Annual General Meeting held on April 27, 2022.
- 2) The issuance of 3,571,428 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 99,999,984 to a specific person (private placement) who is not a connected person of the Company namely, MKO Holding, as compensation for MKO Holding to transfer the entire business of MKO Holding to the Company.
- 3) The issuance of 8,742,857 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 244,800,000 to a specific person (private placement) who is not a connected person of the Company namely, ISF Holding, as compensation for ISF Holding to transfer the entire business of ISF Holding to the Company.
- 4) The issuance of 80,000,000 newly-issued ordinary shares at a par value of THB 1 per share for the General Mandate.
- 5) The issuance of 616,428,376 newly-issued ordinary shares, to support the exercise of the warrants to purchase the ordinary shares of the Company which is issued to the existing shareholders in proportion to their shareholding (Right Offering) round 2 (SABUY-W2), which is the new set with a free of charge (THB 0), at the ratio of 5 ordinary shares per 2 unit of warrant (5:2). (In case of any fraction remained from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction will be rounded down). The term of warrants is 2 years from the issuance date, the exercise ratio is 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary shares at the exercise price of THB 5 per share.

It is deemed appropriate to delegate authority to the chief executive officer to consider and determine any other details, including the amendment and change of the conditions, as well as any other details related to the issuance and allocation of such newly-issued ordinary shares.

Details of the allocation of the Company's newly-issued ordinary shares to ISF Holding, which is the specific person (Private Placement), that is important to the decision of the shareholders are as follows:

**1. Details of the offering.**

The Company will allocate 8,742,857 newly-issued ordinary shares with the par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 244,800,000 to a specific person ( Private Placement) namely, ISF Holding, as compensation for ISF Holding to transfer the entire business of ISF Holding to the Company. The shareholders' meeting of the Company will have a resolution to determine the offering price at the price of THB 28 per share, which is the offering price that is not less than 90 percent of the market price of the Company's share according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Permission for Listed Companies to offer newly issued shares as a private placement ( the "**Notification Tor Jor. 72/2558**"), and it shall be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, by not counting the shareholders who have the conflict of interest. In addition, although the Company has been approved by the shareholders' meeting for the offering and allocation of the Company's newly-issued ordinary shares, the Company shall be approved by the Office of the Securities and Exchange Commission (the "**SEC**") as prescribed in the Notification Tor Jor. 72/2558 prior to the offering and allocation of the Company's newly-issued ordinary shares.

The market price for the issuance of newly-issued ordinary shares to be allocated to ISF Holding is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand (the "**SET**") for the past 15 consecutive business days prior to the date that the Board of Directors of the Company resolves to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the Company's newly issued ordinary shares to ISF Holding, between June 1-22, 2022, which has a price equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Furthermore, if the offering price of such newly issued ordinary shares to ISF Holding is lower than 90 percent of the market price before SET accepts the newly-issued ordinary shares as listed securities, the Company is obliged to prohibit ISF Holding from selling all such newly-issued ordinary shares within 1 year from the date of the newly-issued ordinary shares of the Company start trading in SET (Silent Period). After 6 months from the date that the Company's newly-issued ordinary shares start trading in SET, ISF Holding will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules prescribed in the Stock Exchange of Thailand Notification Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended).

**2. Name and information of the person who will be offered for sale and allotment of newly-issued ordinary shares.**

<b>Name</b>	<b>Number of allocated shares. (Shares)</b>	<b>Offering Price. (THB per share)</b>	<b>Total Value. (THB)</b>
ISF Holding	8,742,857	28	244,800,000

After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process and will allocate the Company's shares that ISF Holding received to ISF Holding's shareholders in proportionate to the below table:

**Major shareholders of ISF Holding as of May 6, 2022 (The Extraordinary General Meeting No. 3/2022).**

<b>No.</b>	<b>Major Shareholders</b>	<b>Total of shares.</b>	<b>Shareholding. (Percent)</b>	<b>No. of SABUY shares allocated</b>
1	Mr. Kriangkrai Srianatraksa	42,840	84.00	7,344,000
2	Miss Marry Phanichphakdee	7,650	15.00	1,311,429
3	Mr. Anurak Janlertlekha	510	1.00	87,428
Total		51,000	100.00	8,742,857

**List of a director(s) of ISF Holding as of June 23, 2022.**

Mr. Kriangkrai Srianatraksa.

After the Company has allocated the newly-issued ordinary shares to ISF Holding in the amount of 8,742,857 shares and complete the registration of the increase of paid-up capital, ISF Holding will be a shareholder in the proportion of 0.61 percent of the total number of shares sold of the Company. Therefore, ISF Holding is not the person who will be the controlling person of the Company by definition of the Connected Person according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions, date August 31, 2008 (including any amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction B.E. 2546, date November 19, 2003 (including any amendments). A list of major shareholders of the Company before and after can be summarized as follows:

	<b>Name of shareholders</b>	<b>Structure before entering into the transaction.</b>		<b>Structure after entering into the transaction.</b>	
		<b>Shares</b>	<b>Percent</b>	<b>Shares</b>	<b>Percent</b>
<b>1</b>	<b>Group of Mr. Chookiat Rujanapornpajee</b>	<b>492,369,305</b>	<b>34.40</b>	<b>492,369,305</b>	<b>34.19</b>

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
	Mr. Chookiat Rujanapornpajee	417,226,045	29.15	417,226,045	28.98
	Miss Pharyunya Rujanaphornpjee	49,009,260	3.42	49,009,260	3.40
	Miss Wichitra Pinruanghiran	26,134,000	1.83	26,134,000	1.81
<b>2</b>	<b>Group of Mr. Anonchai Veeraprawat</b>	<b>207,391,995</b>	<b>14.49</b>	<b>207,391,995</b>	<b>14.40</b>
	Mr. Anonchai Veeraprawat	204,724,184	14.30	204,724,184	14.22
	Miss Pensri Veeraprawat	2,523,811	0.18	2,523,811	0.18
	Miss Atikarn Jungwiwat Wong	144,000	0.01	144,000	0.01
3	T.K.S. Technologies Public Company Limited	110,000,000	7.69	110,000,000	7.64
4	Cash Machine Capital Company Limited	70,000,000	4.89	70,000,000	4.86
5	Com7 Public Company Limited	48,571,428	3.39	48,571,428	3.37
6	Mr. Woravit Chailimpamontri	34,340,995	2.40	34,340,995	2.38
7	Mr. Saran Supaksaran	12,990,000	0.91	12,990,000	0.90
8	Mrs. Thanaporn Laotrakoon	11,660,000	0.81	11,660,000	0.81
9	Mr. Kittinat Tee Kawan	11,540,300	0.81	11,540,300	0.80
10	Thai NVDR Company Limited	11,216,395	0.78	11,216,395	0.78
	Others shareholder	421,083,317	29.42	421,083,317	29.24
	ISF Holding <sup>1</sup>	-	-	<b>8,742,857</b>	<b>0.61</b>
	Mr. Kriangkrai Srianatraksa			7,344,000	0.51
	Miss Marry Phanichphakdee			1,311,429	0.09
	Mr. Anurak Janlertlekha			87,428	0.01
	Total	<b>1,431,163,735</b>	<b>100.00</b>	<b>1,439,906,592</b>	<b>100.00</b>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022.



<sup>1/</sup>After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process and will allocate the Company's shares that ISF Holding received to ISF Holding's shareholders in proportionately.

**The structure of the shareholders including the issuance and offering of newly-issued ordinary shares for ISF Holding, MKO Holding, and MR. ARNONCHAI.**

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
<b>1</b>	<b>Group of Mr. Chookiat Rujanapornpajee</b>	<b>492,369,305</b>	<b>34.40</b>	<b>492,369,305</b>	<b>33.70</b>
	Mr. Chookiat Rujanapornpajee	417,226,045	29.15	417,226,045	28.56
	Miss Pharunya Rujanaphornpjee	49,009,260	3.42	49,009,260	3.35
	Miss Wichitra Pinruanghiran	26,134,000	1.83	26,134,000	1.79
<b>2</b>	<b>Group of Mr. Anonchai Veeraprawat</b>	<b>207,391,995</b>	<b>14.49</b>	<b>224,984,915</b>	<b>15.40</b>
	Mr. Anonchai Veeraprawat	204,724,184	14.30	222,317,104	15.22
	Miss Pensri Veeraprawat	2,523,811	0.18	2,523,811	0.17
	Miss Atikarn Jungwiwat Wong	144,000	0.01	144,000	0.01
3	T.K.S. Technologies Public Company Limited	110,000,000	7.69	110,000,000	7.53
4	Cash Machine Capital Company Limited	70,000,000	4.89	70,000,000	4.79
5	Com7 Public Company Limited	48,571,428	3.39	48,571,428	3.32
6	Mr. Woravit Chailimpamontri	34,340,995	2.40	34,340,995	2.35
7	Mr. Saran Supaksaran	12,990,000	0.91	12,990,000	0.89
8	Mrs. Thanaporn Laotrakoon	11,660,000	0.81	11,660,000	0.80
9	Mr. Kittinat Tee Kawan	11,540,300	0.81	11,540,300	0.79
10	Thai NVDR Company Limited	11,216,395	0.78	11,216,395	0.77
	Others shareholder	421,083,317	29.42	421,083,317	28.82
	<b>ISF Holding<sup>1/</sup></b>	<b>-</b>	<b>-</b>	<b>8,742,857</b>	<b>0.60</b>

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
	Mr. Kriangkrai Sriatraksa	-	-	7,344,000	0.50
	Miss Marry Phanichphakdee	-	-	1,311,429	0.09
	Mr. Anurak Janlertlekha	-	-	87,428	0.01
	MKO Holding <sup>2</sup>	-	-	<b>3,571,428</b>	<b>0.24</b>
	Mr. Phasin Pitithanarit	-	-	1,784,285	0.12
	Ms. Nathida Ratthanawut	-	-	1,784,285	0.12
	Ms. Phinyada Pitithanarit	-	-	2,858	0.00
	Total	<b>1,431,163,735</b>	<b>100.00</b>	<b>1,461,070,940</b>	<b>100.00</b>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022.

<sup>1/</sup>After the completion of the entire business transfer, ISF Holding will proceed its accounting liquidation process and will allocate the Company's shares that ISF Holding received to ISF Holding's shareholders in proportionately.

<sup>2/</sup>After the completion of the entire business transfer, MKO Holding will proceed its accounting liquidation process and will allocate the Company's shares that MKO Holding received to MKO Holding's shareholders in proportionately.

### 3. Objectives of the issuance of newly-issued ordinary shares and money plan.

The issuance of the newly-issued ordinary shares is to invest in iSoftel and Softel with the objectives of expanding business in the areas of service business and develop automatic call-forwarding system, voicemail system, telephone call-center, customer service center business, and call-center service, telephone call-center, customer service center business.

### 4. Impacts on shareholders from the issuance and offering of newly issued shares to private placement.

#### 4.1. The allocation to ISF Holding.

##### (1) Price Dilution.

##### Market price after offering.

$$= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{$$

$$(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})$$

$$= \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (8,742,857 \text{ shares} \times \text{THB } 28.00 \text{ per share})}{(1,439,906,572 \text{ shares})}$$

$$= \text{THB } 21.99 \text{ per share.}$$

**Effect on share price.**

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 21.99 \text{ per share})}{(\text{THB } 21.95 \text{ per share})}$$

$$= \text{It does not affect to the diluted price.}$$

The market price before the offering is based on the weighted average trading price of the Company's shares in SET for the past 15 consecutive business days between on June 1-22, 2022 before the date of the Board of Directors had resolved to propose the agenda to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, according to the Company's stock trading information shown in SETSMART of SET.

Therefore, after the offering and the allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (price dilution).

**(2) Control Dilution.**

$$= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}}$$

$$= \frac{(8,742,857) \text{ shares}}{(1,431,163,735) \text{ shares} + (8,742,857) \text{ shares}}$$

$$= 0.61 \text{ percent.}$$

**(3) Earnings per Share Dilution**

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{(0.201) - (0.199)}{(0.201)}$$

$$= 0.61 \text{ percent.}$$

**4.2. The allocation to ISF Holding, MKO Holding and MR. ARNONCHAI.**

**(1) Price Dilution.**

**Market price after offering.**

$$= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})}$$

$$\begin{aligned}
 &= \\
 &\quad \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (12,314,285 \text{ shares} \times \text{THB } 28.00 \text{ per share}) \\
 &\quad \quad \quad + (17,592,920 \text{ shares} \times \text{THB } 28.25 \text{ per share})}{(1,461,070,940 \text{ shares})} \\
 &= \text{THB } 22.08 \text{ per share.}
 \end{aligned}$$

**Effect on share price.**

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 22.08 \text{ per share})}{(\text{THB } 21.95 \text{ per share})} \\
 &= \text{It does not affect to the price dilution.}
 \end{aligned}$$

The market price before the offering is based on the weighted average trading price of the Company's shares in SET for the past 15 consecutive business days between on June 1-22, 2022 before the date of the Board of Directors had resolved to propose the agenda to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, according to the Company's stock trading information shown in SETSMART of SET.

Therefore, after the offering and the allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (price dilution).

**(2) Control Dilution.**

$$\begin{aligned}
 &= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}} \\
 &= \frac{(29,907,205) \text{ shares}}{(1,431,163,735) \text{ shares} + (29,907,205) \text{ shares}} \\
 &= 2.05 \text{ percent.}
 \end{aligned}$$

**(3) Earnings per Share Dilution**

$$\begin{aligned}
 &= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \\
 &= \frac{(0.201) - (0.197)}{(0.201)} \\
 &= 2.05 \text{ percent.}
 \end{aligned}$$

**5. Opinion of the Board of Directors.**

**5.1 Rationale and necessity of the capital increase and the reasonableness of the capital increase.**

The Board of Directors foresees that this capital increase is to invest in iSoftel and Softel, with the objectives of expanding business in the areas of service business and develop automatic call-forwarding system, voicemail system, telephone call-center, customer service center business, and call-center service, telephone call-center, customer service center business. If the Company raises funds by other methods instead of increasing

registered capital, such as the borrowing, it may cause the Company to increase the borrowing burden. Therefore, the capital increasing and the specific offering at this time will be the source of the Company's capital to buy shares of iSoftel and Softel.

**5.2 Possibilities of the plan to use the capital increase and the adequacy of funding sources.**

The Company will issue newly-issued ordinary shares to invest in iSoftel and Softel. The investment in iSoftel and Softel are under the condition that the Company will invest only when the results of the financial status, assets and liabilities are examined in iSoftel and Softel is satisfied by the Company.

In this regard, for the Company's investment in iSoftel and Softel by issuing newly-issued ordinary shares, the Company will not receive cash from such capital increase because the Company will issue newly-issued ordinary shares to be paid as the compensation of investment in iSoftel and Softel.

**5.3 Expected impact on the Company's business operations as well as financial position and the overall performance of the company due to capital increase.**

The offering of newly issued ordinary shares to a private placement at this time, it is an offer for sale to the Company that is business operators in the same industry as the Company. This will enhance the potential of the Company's business operations in service technical and will help expand the Company's customer base.

After the Company has studied the reasonableness and benefits of the capital increase and the allocation of newly issued ordinary shares to ISF Holding. The Board of Directors agree that this capital increase is reasonable and will bring maximum benefit to the Company since entering into such a transaction will increase the potential of business operations and increase the opportunity to expand the business and it will result in the Company's performance. There is a better trend in the future. In addition, the offering price of THB 28 per share which is based on the market price by the weighted average price of the Company's shares calculated back 15 consecutive business days before the date that the Board of Directors had resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to ISF Holding during the day between June 1-22, 2022, equal to THB 21.95 (Information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), is a reasonable price to get potential investors which will give advice to the Company in the Company's business in service technical and will help expand the Company's customer base.

After the Company has issued and offered for sale of the newly-issued ordinary shares of the Company to ISF Holding in the amount of 8,742,857 shares and complete the registration of the increase of paid-up capital. ISF Holding will be a shareholder in the proportion of 0.60 percent of the total number of shares sold of the Company (in the case of the allotment to ISF Holding, MKO Holding and MR. ARNONCHAI) according to the details mentioned in Clause 2 above.

**5.4 Appropriateness of the offering price and the origin of the offering price determination.**

The Company determines the offering price of 8,742,857 newly-issued ordinary shares at the price of THB 28 per share, which is the offering price that is not less than 90 percent of the market price announced by the Notification Tor Jor. 72/2558. In order that, the market price for the issuance and allocation of the newly-issued

ordinary shares to ISF Holding is calculated by average price of the Company's shares in the stock market for the past 15 days consecutive business days prior to the date that the Board of Directors had resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and the allocation of the newly-issued ordinary shares of the Company to ISF Holding during June 1-22, 2022, equal to THB 21.95 per share. (Information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

When considering the necessity and the benefits that the Company will be received from the issuance and allocation of newly-issued ordinary shares for sale to the private placement as mentioned above, the Board of Directors of the Company had resolved to approve the issuance and allocation of newly-issued ordinary shares for sale to ISF Holding with the opinion that is the allocation of newly-issued ordinary shares to a specific person, the condition, and the price of newly-issued ordinary shares are appropriate and are the best interest of the shareholders.

**5.5 Rationale and necessity for offering newly issued shares to private placement and the origin of the said offering price determination.**

The Board of Directors opine that the offering of newly issued ordinary shares to a private placement at this time does not affect the Company's financial liquidity significantly and help create opportunities for business expansion and to create a Business Synergy, resulting to generate the revenue from services and develop automatic call-forwarding system, voicemail system, telephone call-center, customer service center business, and call-center service, telephone call-center, customer service center business. The Board of Director view that the capital increase share allocation transaction is an appropriate remuneration.

In addition, in case the Company seeks funding by any other methods instead of increase registered capital, such as borrowing money, it may cause the Company to have increased borrowing burden or if it is an increase in capital to the existing shareholders in proportion, there may be uncertainty in the amount that will be received from the fundraising, and it may be a burden on the existing shareholders to pay the capital increase and have a longer time frame for the process than the capital increase to the private placement.

In this regard, the Company will proceed the investment in iSoftel and Softel under the process of the Entire Business Transfer or EBT by purchasing and accepting the entire business of ISF Holding under 4 conditions as follows:

- 1) The shareholder's meeting of the Company has resolved to approve the Company to increase its registered capital and to allocate newly-issued ordinary shares a specific person, namely, ISF Holding.
- 2) The shareholder's meeting of the Company has resolved to approve the Company to invest in ISF Holding by accepting the entire transfer of assets and liabilities of ISF Holding, which is not a connected person. The compensation will be paid by issuing newly-issued ordinary shares of the Company.
- 3) The Board of Directors meeting and the shareholders' meeting of ISF Holding has resolved to approve the entire business transfer to the Company, including entering into any business transfer agreement

and signing any documents as necessary and/or relevant to the said transaction, as well as proceeding any matters in order achieve the investment in newly-issued ordinary shares of the Company.

4) The result of due diligence of iSoftel and Softel are satisfactory to the Company.

**6. Decisions of the Board of Directors regarding the capital increase.**

In the case that increase registered capital to the private placement, the Board of Directors of the Company has carefully considered and examined the information of ISF Holding, a specific person, and has the opinion that such person has the potential to invest and is able to invest in real life. Moreover, it has useful knowledge which helps to support the Company's business. In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in regards to the capital increase this time. If failure to perform such duties causes damage to the Company, the shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended), and if the failure to perform such duties causes the committee members or related persons to gain unlawful benefits, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act of 1992 (and as amended)

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

(Miss Duangruthai Sriwarom )

Company Secretary

Authorized Person to report the information memorandum.

**Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of  
Sabuy Technology Public Company Limited to MKO Holding Company Limited  
which is Private Placement.**

Sabuy Technology Public Company Limited (the “**Company**”) intends to invest in the ordinary shares of Oops Network Company Limited (the “**MKO**”) which operates advertising activities. **MKO is a leading digital media and advertising publisher in Thailand. MKO's website include MarketingOops with content covering digital marketing, trends advertising, campaign creative idea, media, mobile and technology.** MKO has registered capital of THB 1,000,000, divided into 25,000 ordinary shares with a par value of THB 400 per share. In addition, the Company also intends to invest in Redhouse Digital Company Limited (the “**RH**”) **which is a Digital Agency and provide digital marketing services to corporate and SME clients. RH services cover strategic mapping, conducting insight research on the client's product and services, gather information on competitors, research on consumer behavior and their DATA consumption, and incorporate new market trends.** RH has registered capital of THB 1,000,000, divided into 25,000 ordinary shares with a par value of THB 400 per share. The Company intends to invest in MKO in the proportion of 50 percent of the total paid-up shares of MKO, and will invest in RH in the proportion of 50 percent of the total paid-up shares of RH through the purchasing and accepting all business assets and liabilities from Oops Media Holding Company Limited (“**MKO Media Holding**”). MKO currently holds 50 percent of the total paid-up shares of MKO, and 50 percent of the total paid-up shares of RH. The Company expects that such investment can expand its marketing service business and digital media business, of which will be beneficial for the Ecosystem and the business partnership of the Company in order to approach customers, can possibly lead to the media and advertising reputations for the specific customers, create brand and product awareness for customer groups as appropriate, and enhance the customer data management by connecting customer data base of the Company group into MKO and RH in order to analyze data and customer behaviors for the efficient offer of goods and services from the Ecosystem of the Company.

In this regard, the purchase and the acceptance of the entire business transfer of MKO Holding will be processed as follows:

- 1) MKO Holding will transfer the entire business of MKO Holding, consisting of the ordinary shares of MKO held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of MKO and the ordinary shares of RH held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of RH to the Company.
- 2) The compensation of the purchase and the acceptance of the entire business transfer of MKO Holding by issuing 3,571,428 newly-issued ordinary shares of the Company to MKO Holding at the offering price of THB 28, totaling THB 99,999,984.

In order to invest in MKO and RH, the Board of Directors' Meeting No. 12/2022 held on June 23, 2022 has resolved to approve to propose to the Extraordinary General Meeting No. 1/2022 to consider and approve the



capital decrease of the Company from THB 2,078,059,025 to be THB 1,523,053,760, by eliminating the ordinary shares remaining from the allocation of 555,005,265 shares with a par value of THB 1, prior to the capital increase of the Company, and consider and approve the capital increase of THB 726,335,581 from the registered capital THB 1,523,053,760 to THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares with a par value of THB 1 per share. The Company will allocate such newly-issued ordinary shares as follows:

- 1) The issuance of 17,592,920 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28.25 per share, totaling THB 496,999,990 to MR.ARNONCHAI VEERAPRAVATI (“**MR.ARNONCHAI**”), who is a specific person (private placement) and a connected person of the Company. MR.ARNONCHAI will pay the compensation of newly-issued ordinary shares by cash instead of the AIT-W2, of which had been approved by the 2022 Annual General Meeting held on April 27, 2022.
- 2) The issuance of 8,742,857 newly-issued ordinary shares with a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 244,800,000 to a specific person (Private Placement) who is not a connected person of the Company namely, ISF Holding, as the compensation for ISF Holding to transfer the entire business of ISF Holding to the Company.
- 3) The issuance of 3,571,428 newly-issued ordinary shares with a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 99,999,984 to a specific person (Private Placement) who is not a connected person of the Company namely, MKO Holding, as compensation for MKO Holding to transfer the entire business of MKO Holding to the Company.
- 4) The issuance of 80,000,000 newly-issued ordinary shares with a par value of THB 1 per share for the General Mandate.
- 5) The issuance of 616,428,376 newly-issued ordinary shares, to accommodate the exercise of warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set at no cost (THB 0), at the ratio of 5 ordinary shares to 5 unit of warrant (5:2) (In case of any fraction remained from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction will be rounded down). The term of warrants is 2 years from the issuance date, the exercise ratio is 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary shares at the exercise price of THB 5 per share.

It is deemed appropriate to authorize the chief executive officer to consider and determine any other details, including the amendment and the change of the conditions, as well as any other details related to the issuance and the allocation of such newly-issued ordinary shares.

The details of the allocation of the Company's newly-issued ordinary shares to MKO Holding, which is the specific person (Private Placement), that is important to the decision of the shareholders are as follows:

**1. Details of the offering.**

The Company will allocate 3,571,428 newly-issued ordinary shares, at the par value of THB 1 per share, at the offering price of THB 28 per share, totaling THB 99,999,984 to a specific person (Private Placement), which is not a connected person, namely, MKO Holding, as the compensation for MKO Holding to transfer the entire business of MKO Holding to the Company. The shareholders' meeting of the Company will have a resolution to clearly determine the offering price at the price of THB 28 per share, of which the offering price is no less than 90 percent of the market price of the Company's share according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Permission for Listed Companies to offer newly issued shares to Private Placement (the "**Notification Tor Jor. 72/2558**"). The resolution must be approved by the vote of no less than three-fourth of the total shareholders attending the meeting and entitled to vote, excluding the votes of the shareholders who have conflict of interest. Even though the Company has been approved by the shareholders' meeting to issue and to allocate newly-issued ordinary shares of the Company, the Company must also be approved by the Office of the Securities and Exchange Commission (the "**SEC**") according to the Notification TorJor. 72/2558 prior to the issuance and the allocation of newly-issued ordinary shares of the Company.

In this regard, the market price of the issuance and the allocation of newly-issued ordinary shares to MKO Holding is calculated from the weighted average price of the ordinary shares of the Company in the Stock Exchange of Thailand (the "**SET**") for the past 15 consecutive business days prior to the date that the Board of Directors of the Company has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of newly issued ordinary shares of the Company to MKO Holding, from June 1-22, 2022, of which is equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

In case that the offering price of newly-issued ordinary shares of the Company offered to MKO Holding is less than 90 percent of the market price of the ordinary shares of the Company prior SET accepts such newly-issued ordinary shares to be listed securities. The Company is obligated to prohibit MKO Holding from selling such the whole amount of newly-issued ordinary shares within 1 year from the commencement date of trading of newly-issued ordinary shares of the Company in SET ( Silent Period). After the completion of 6 months from the commencement date of trading of newly-issued ordinary shares of the Company in SET, MKO Holding will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to the Stock Exchange of Thailand Notification Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended).

**2. Name and information of the person which will be offered for sale and allocation of newly-issued ordinary shares.**

<b>Name</b>	<b>Number of allocated shares. (Shares)</b>	<b>Offering Price. (THB per share)</b>	<b>Total Value. (THB)</b>
MKO Holding	3,571,428	28	99,999,984

**Shareholders of MKO Holding as of March 15, 2022**

<b>No.</b>	<b>Major Shareholders</b>	<b>Total (Share)</b>	<b>Shareholding. (Percent)</b>
1	Mr. Phasin Pitithanarit	1,249	49.96
2	Miss Nathida Ratthathanawut	1,249	49.96
3	Miss Phinyada Pitithanarit	2	0.08
<b>Total</b>			100.00

**List of a directors of MKO Holding as of June 23, 2022**

Mr. Phasin Pitithanarit and Miss Nathida Ratthathanawut

After the Company has allocated 3,571,428 newly-issued ordinary shares to MKO and completed the registration of the increase of paid-up capital, MKO Holding will be a shareholder in the proportion of 0.25 percent of the total paid-up shares of the Company and in the case that the Company already allocated newly issued ordinary shares to ISF Holding, MKO Holding and MR. ARNONCHAI, MKO Holding will be a shareholder in the proportion 0.24 percent of the total paid-up shares of the Company. Therefore, MKO Holding is not the person which will be the controlling person of the Company by definition of the Connected Person according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions, dated August 31, 2008 (including any amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction B.E. 2546, dated November 19, 2003 (including any amendments). A list of major shareholders of the Company before and after can be summarized as follows:

	<b>Name of shareholders</b>	<b>Structure before entering into the transaction.</b>		<b>Structure after entering into the transaction.</b>	
		<b>Shares</b>	<b>Percent</b>	<b>Shares</b>	<b>Percent</b>
<b>1</b>	<b>Group of Mr. Chookiat Rujanapornpajee</b>	<b>492,369,305</b>	<b>34.40</b>	<b>492,369,305</b>	<b>34.32</b>
	Mr. Chookiat Rujanapornpajee	417,226,045	29.15	417,226,045	29.08

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
	Miss Pharunya Rujanaphornpjee	49,009,260	3.42	49,009,260	3.42
	Miss Wichitra Pinruanghiran	26,134,000	1.83	26,134,000	1.82
<b>2</b>	<b>Group of Mr. Anonchai Veeraprawat</b>	<b>207,391,995</b>	<b>14.49</b>	<b>207,391,995</b>	<b>14.46</b>
	Mr. Anonchai Veeraprawat	204,724,184	14.30	204,724,184	14.27
	Miss Pensri Veeraprawat	2,523,811	0.18	2,523,811	0.18
	Miss Atikarn Jungwiwat Wong	144,000	0.01	144,000	0.01
3	T.K.S. Technologies Public Company Limited	110,000,000	7.69	110,000,000	7.67
4	Cash Machine Capital Company Limited	70,000,000	4.89	70,000,000	4.88
5	Com7 Public Company Limited	48,571,428	3.39	48,571,428	3.39
6	Mr. Woravit Chailimpamontri	34,340,995	2.40	34,340,995	2.39
7	Mr. Saran Supaksaran	12,990,000	0.91	12,990,000	0.91
8	Mrs. Thanaporn Laotrakoon	11,660,000	0.81	11,660,000	0.81
9	Mr. Kittinat Tee Kawan	11,540,300	0.81	11,540,300	0.80
10	Thai NVDR Company Limited	11,216,395	0.78	11,216,395	0.78
	Others shareholder	421,083,317	29.42	421,083,317	29.35
	MKO Holding <sup>1</sup>	-	-	<b>3,571,428</b>	<b>0.25</b>
	Mr. Phasin Pitithanarit	-	-	<i>1,784,285</i>	<i>0.12</i>
	Ms. Nathida Ratthanawut	-	-	<i>1,784,285</i>	<i>0.12</i>
	Ms. Phinyada Pitithanarit	-	-	<i>2,858</i>	<i>0.00</i>
	Total	<b>1,431,163,735</b>	<b>100.00</b>	<b>1,434,735,163</b>	<b>100.00</b>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022. (see more information at [www.set.or.th](http://www.set.or.th))

<sup>1/</sup> Subsequent to the completion of MKO Transaction, MKO Holding shall be liquidated and the Company's shares under MKO Holding shall be allocated to its shareholders proportionately.

The structure of the shareholders including the issuance and offering of newly-issued ordinary shares for ISF Holding, MKO Holding, and MR. ARNONCHAI.

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
<b>1</b>	<b>Group of Mr. Chookiat Rujanapornpajee</b>	<b>492,369,305</b>	<b>34.40</b>	<b>492,369,305</b>	<b>33.70</b>
	Mr. Chookiat Rujanapornpajee	417,226,045	29.15	417,226,045	28.56
	Miss Pharunya Rujanaphornpjee	49,009,260	3.42	49,009,260	3.35
	Miss Wichitra Pinruanghiran	26,134,000	1.83	26,134,000	1.79
<b>2</b>	<b>Group of Mr. Anonchai Veeraprawat</b>	<b>207,391,995</b>	<b>14.49</b>	<b>224,984,915</b>	<b>15.40</b>
	Mr. Anonchai Veeraprawat	204,724,184	14.30	222,317,104	15.22
	Miss Pensri Veeraprawat	2,523,811	0.18	2,523,811	0.17
	Miss Atikarn Jungwiwat Wong	144,000	0.01	144,000	0.01
3	T.K.S. Technologies Public Company Limited	110,000,000	7.69	110,000,000	7.53
4	Cash Machine Capital Company Limited	70,000,000	4.89	70,000,000	4.79
5	Com7 Public Company Limited	48,571,428	3.39	48,571,428	3.32
6	Mr. Woravit Chailimpamontri	34,340,995	2.40	34,340,995	2.35
7	Mr. Saran Supaksaran	12,990,000	0.91	12,990,000	0.89
8	Mrs. Thanaporn Laotrakoon	11,660,000	0.81	11,660,000	0.80
9	Mr. Kittinat Tee Kawan	11,540,300	0.81	11,540,300	0.79
10	Thai NVDR Company Limited	11,216,395	0.78	11,216,395	0.77
	Others shareholder	421,083,317	29.42	421,083,317	28.82
	<b>ISF Holding<sup>1/</sup></b>	<b>-</b>	<b>-</b>	<b>8,742,857</b>	<b>0.60</b>

	Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
		Shares	Percent	Shares	Percent
	Mr. Kriangkrai Srianatraksa	-	-	7,344,000	0.50
	Miss Marry Phanichphakdee	-	-	1,311,429	0.09
	Mr. Anurak Janlertlekha	-	-	87,428	0.01
	MKO Holding <sup>2</sup>	-	-	<b>3,571,428</b>	<b>0.24</b>
	Mr.Phasin Pitithanarit	-	-	1,784,285	0.12
	Ms. Nathida Ratthanawut	-	-	1,784,285	0.12
	Ms. Phinyada Pitithanarit	-	-	2,858	0.00
	Total	<b>1,431,163,735</b>	<b>100.00</b>	<b>1,461,070,940</b>	<b>100.00</b>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022. (see more information at [www.set.or.th](http://www.set.or.th))

<sup>1/</sup> Subsequent to the completion of IFS Transaction, IFS Holding shall be liquidated and the Company's shares under IFS Holding shall be allocated to its shareholders proportionately.

<sup>2/</sup> Subsequent to the completion of MKO Transaction, MKO Holding shall be liquidated and the Company's shares under MKO Holding shall be allocated to its shareholders proportionately.

### 3. Objectives of the issuance of newly-issued ordinary shares and money plan.

The issuance of the newly-issued ordinary shares is to invest in MKO and RH under the process of the Entire Business Transfer or EBT with the objectives to expand its marketing service business and digital media business, of which will be beneficial for the Ecosystem and the business partnership of the Company in order to approach customers, leading to the media and advertising reputations for the specific customers, to create brand and product awareness for customer groups as appropriate, and to enhance the customer data management by connecting customer data base of the Company group into MKO and RH in order to analyze data and customer behavior for the efficient offer of goods and services from the Ecosystem of the Company.

**4. Impacts on shareholders from the issuance and offering of newly issued shares to private placement.**

**4.1. The allocation to MKO Holding.**

**(1) Price Dilution.**

**Market price after offering.**

$$= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})}$$

$$= \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (3,571,428 \text{ shares} \times \text{THB } 28.00 \text{ per share})}{(1,434,735,163 \text{ shares})}$$

= THB 21.97 per share.

**Effect on share price.**

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 21.97 \text{ per share})}{(\text{THB } 21.95 \text{ per share})}$$

= It does not affect to the diluted price.

The market price is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors has resolved to propose the agenda item to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, information shown in SETSMART of SET.

After offering and allocating newly issued ordinary shares to the persons who will be allocated of newly issued ordinary shares this time, the existing shareholders will be affected by the share price (Price Dilution).

**(2) Control Dilution.**

$$= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}}$$

$$= \frac{(3,571,428) \text{ shares}}{(1,431,163,735) \text{ shares} + (3,571,428) \text{ shares}}$$

= 0.25 percent.

**(3) Earnings per Share Dilution**

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{(0.201) - (0.200)}{(0.201)}$$

= 0.25 percent.

**4.2. The allocation to ISF Holding, MKO Holding and MR. ARNONCHAI.**

**(1) Price Dilution.**

**Market price after offering.**

$$= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})}$$

$$= \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (12,314,285 \text{ shares} \times \text{THB } 28.00 \text{ per share}) + (17,592,920 \text{ shares} \times \text{THB } 28.25 \text{ per share})}{(1,461,070,940 \text{ shares})}$$

= THB 22.08 per share.

**Effect on share price.**

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 22.08 \text{ per share})}{(\text{THB } 21.95 \text{ per share})}$$

= It does not affect to the price dilution.

The market price before the offering is based on the weighted average trading price of the Company's shares in SET for the past 15 consecutive business days between on June 1-22, 2022 before the date of the Board of Directors had resolved to propose the agenda to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, according to the Company's stock trading information shown in SETSMART of SET.

Therefore, after the offering and the allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (price dilution).

**(2) Control Dilution.**

$$= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}}$$

$$= \frac{(29,907,205) \text{ shares}}{(1,431,163,735) \text{ shares} + (29,907,205) \text{ shares}}$$

= 2.05 percent.

**(3) Earnings per Share Dilution**

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{(0.201) - (0.197)}{(0.201)}$$

= 2.05 percent.



**5. Opinion of the Board of Directors.**

**5.1 Rationale and necessity of the capital increase and the reasonableness of the capital increase.**

The Board of Directors foresees that this capital increase for the investment in MKO and RH, with the objectives to expand its marketing service business and digital media business, of which will be beneficial for the Ecosystem and the business partnership of the Company in order to approach customers, leading to the media and advertising reputations for the specific customers, to create brand and product awareness for customer groups as appropriate, and to enhance the customer data management by connecting customer data base of the Company group into MKO and RH in order to analyze data and customer behavior for the efficient offer of goods and services from the Ecosystem of the Company. If the Company raises funds by other methods instead of the capital increase, such as loans, it may cause the Company to increase the debt burdens. Therefore, the capital increase and the specific offering at this time will be the funding source for the share purchase of MKO and RH.

**5.2 Possibilities of the plan to use the capital increase and the adequacy of funding sources.**

The Company will issue newly-issued ordinary shares to invest in MKO and RH. The investment in MKO and RH are under the condition that the Company will invest after the result of due diligence of the financial status, assets and liabilities of MKO and RH are satisfactory to the Company.

In this regard, the investment in MKO and RH by issuing newly-issued ordinary shares, the Company will not receive any cash from such capital increase because the Company will issue newly-issued ordinary shares to be paid as the compensation of the investment in MKO and RH.

**5.3 Expected impact on the Company's business operations as well as financial position and the overall performance of the company due to the capital increase.**

Offering of newly issued ordinary shares for a specific person (private placement) at this time is offering for the company of which is a business operator in the same industry as the Company. This will enhance the potential of the Company's business operations in service techniques and will help expand the customer base of the Company.

After the Company has studied the reasonableness and benefits of the capital increase and the allocation of newly issued ordinary shares to MKO Holding, the Board of Directors has agreed that this capital increase is reasonable and will bring maximum benefits to the Company since entering into such a transaction will increase the potential of business operations and increase the opportunity to expand the business and it can possibly result in better performance of the Company in the future. In addition, the offering price of THB 28 per share, of which is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to MKO Holding from June 1-22, 2022, of which is equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), is a reasonable price to get potential investors which will give advice to the Company in the Company's business in service techniques and will help expand the customer base of the Company.

After the Company has issued and offered 3,571,428 newly-issued ordinary shares of the Company to MKO Holding and has completed the registration of the increase of paid-up capital, MKO Holding will be a shareholder in the proportion of 0.25 percent of the total paid-up shares of the Company and in the case that the Company already allocated newly issued ordinary shares to ISF Holding, MKO Holding and MR. ARNONCHAI, MKO Holding will be a shareholder in the proportion 0.24 percent of the total paid-up shares of the Company according to the details mentioned in Clause 2 above.

**5.4 Appropriateness of the offering price and the origin of the offering price determination.**

The Company determines the offering price of 3,571,428 newly-issued ordinary shares at the price of THB 28 per share, which is the offering price that is no less than 90 percent of the market price according to the Notification Tor Jor. 72/2558. In this regard, the market price for the issuance and allocation of the newly-issued ordinary shares to MKO Holding is calculated from the weighted average price for the past 15 consecutive business days prior to the date that the Board of Directors resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to MKO Holding from June 1-22, 2022, of which was equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Considering to the necessity and the benefits that the Company will receive from the issuance and the allocation of newly-issued ordinary shares to a specific person (private placement) as mentioned above, the Board of Directors of the Company has resolved to approve the issuance and allocation of newly-issued ordinary shares to MKO Holding with the opinion that the allocation of newly-issued ordinary shares to a specific person, the condition, and the price of newly-issued ordinary shares are appropriate and are the best interest of the shareholders according to the reasons, the necessity of the issuance and offering of newly-issued ordinary shares for a specific person (private placement) and the source of the determination of the said offering price.

**5.5 Rationale and necessity for offering newly issued shares to private placement and the origin of the said offering price determination.**

The Board of Directors agreed that the offering of newly issued ordinary shares as a private placement at this time does not significantly affect the financial liquidity of the Company. The investment can enhance the digital advertisement of the Company, and can decrease the costs of the digital advertisement and digital content with the capabilities of MKO and RH, and can increase the income source of the Company group, and create more opportunities in order to provide digital advertising services to the business partner in the Ecosystem of the Company, and create more opportunities to generate the revenue from services, the assets growth rate, profits and cashflow to the Company and the shareholders of the Company for a long term. The Board of Director has agreed that the allocation of newly-issued ordinary shares as the compensation is appropriate.

In case that the Company seeks funding by any other methods instead of the capital increase, such as loans, it may cause the Company to have increased debt burdens, or the capital increase to the existing shareholders in the proportion to their respective shareholding may cause the uncertainty in the amount of funds

that the Company will received from the fund raising, and it may be a burden on the existing shareholders to pay the capital increase and have a longer time frame for the process than the capital increase to the private placement.

In this regard, the Company will proceed the investment in MKO and RH by purchasing and accepting the entire business of MKO Holding under 4 conditions as follows:

- 1) The shareholder's meeting of the Company has resolved to approve the Company to increase its registered capital and to allocate newly-issued ordinary shares a specific person, namely, MKO Holding
- 2) The shareholder's meeting of the Company has resolved to approve the Company to invest in MKO Holding by accepting the entire transfer of assets and liabilities of MKO Holding, which is not a connected person. The compensation will be paid by issuing newly-issued ordinary shares of the Company.
- 3) The Board of Directors meeting and the shareholders' meeting of MKO Holding has resolved to approve the entire business transfer to the Company, including entering into any business transfer agreement and signing any documents as necessary and/or relevant to the said transaction, as well as proceeding any matters in order achieve the investment in the newly-issued ordinary shares of the Company.
- 4) The result of due diligence of MKO and RH are satisfactory to the Company, and the conditions precedents according to the standard of the business transfer agreement has been conducted completely.

**6. Decision of the Board of Directors regarding the capital increase.**

For the capital increase for private placement, the Board of Directors of the Company has carefully considered and examined the information of MKO Holding, a specific person, and has the opinion that such person has the potential to invest and is able to invest in real life. Moreover, it has useful knowledge which helps support the Company's business. In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in regards to the capital increase this time. If failure to perform such duties causes damage to the Company, the shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended), and if the failure to perform such duties causes the committee members or related persons to gain unlawful benefits, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act of 1992 (and as amended)

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

(Miss Duangruthai Sriwarom )

Company Secretary

Authorized Person to report the information memorandum.

**Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares for a Specific  
Person of Sabuy Technology Public Company Limited to MR.ARNONCHAI VEERAPRAVATI  
who is Private Placement and connected person**

The 2022 Annual General Meeting of the shareholders of Sabuy Technology Public Company Limited (the “**Company**”) had resolved to approve the Company to invest in Advance Information Technology Public Company Limited (“**AIT**”) by purchasing 30,000,000 ordinary shares, or equivalent to 2.91 percent of the total paid-up shares of AIT, at the offering price of THB 7.08 per share, totaling THB 212,400,000, and 140,000,000 units of warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 (“**Warrants AIT-W2**”) at the offering price of THB 3.55 per unit, totaling THB 497,000,000 from MR.ARNONCHAI VEERAPRAVATI (“**MR.ARNONCHAI**”), who is the existing shareholder of AIT. The compensation of such transaction was supposed to be paid by issuing 25,111,504 newly-issued ordinary shares of the Company, at the offering price THB 28.25 per share, whereas the market price is calculated based on the weighted average price for the past 7 consecutive business days prior to the date that the Board of Directors Meeting No.4/2022, held on February 21, 2022, had resolved to approve the investment in AIT and the issuance and offering of newly-issued ordinary shares for MR.ARNONCHAI as the compensation, February 9 – February 18, 2022 (business days only) of which was equal to THB 30.6413 per share).

On June 13, 2022, the Company has already acquired 30,000,000 ordinary shares of AIT and Warrants AIT-W2 from MR.ARNONCHAI, and issued 7,518,584 newly-issued ordinary shares as the compensation to MR.ARNONCHAI. However, the Company has been informed of the obstacle by the department of business that the Company could not purchase Warrants AIT-W2 by issuing the newly-issued ordinary shares of the Company as the compensation. The registrar clarified that Warrants AIT-W2 is the property with the term of right to claim. Even though Warrants AIT-W2 has the trading price in SET and it can be exchanged its ownership, there is uncertain risk whether Warrants AIT-W2 may not be exercised its conversion right. Therefore, the compensation of Warrants AIT-W2 cannot be registered for the increase of the paid-up capital until Warrants AIT-W2 has been exercised its conversion right to be ordinary shares

Therefore, the Company intends to change the compensation method for the purchase of Warrants AIT-W2 from MR.ARNONCHAI from the issuance of newly-issued ordinary shares to be replaced by the payment of cash of THB 497,000,000 to MR.ARNONCHAI.

The Board of Directors’ Meeting No. 12/2022 held on June 23, 2022 has resolved to approve to propose to the Extraordinary General Meeting No. 1/2022 to consider and approve the capital decrease of the Company from THB 2,078,059,025 to be THB 1,523,053,760, by eliminating the ordinary shares remaining from the allocation of 555,005,265 at the ordinary a par value of THB 1, prior to the capital increase of the Company, and consider and approve the capital increase of THB 726,335,581 from the registered capital of THB 1,523,053,760 to THB

2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares at a par value of THB 1 per share. The Company will allocate such newly-issued ordinary shares as follows:

- 1) The issuance of 17,592,920 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28.25 per share, totaling THB 496,999,990 to MR.ARNONCHAI, who is a specific person (private placement) and a connected person of the Company. MR.ARNONCHAI will pay the compensation of newly-issued ordinary shares by cash instead of the AIT-W2, of which had been approved by the 2022 Annual General Meeting held on April 27, 2022.
- 2) The issuance of 8,742,857 newly-issued ordinary shares with a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 244,800,000 to a specific person (Private Placement) who is not a connected person of the Company namely, ISF Holding, as the compensation for ISF Holding to transfer the entire business of ISF Holding to the Company.
- 3) The issuance of 3,571,428 newly-issued ordinary shares with a par value of THB 1 per share at the offering price of THB 28 per share, totaling THB 99,999,984 to a specific person (Private Placement) who is not a connected person of the Company namely, MKO Holding, as compensation for MKO Holding to transfer the entire business of MKO Holding to the Company.
- 4) The issuance of 80,000,000 newly-issued ordinary shares with a par value of THB 1 per share for the General Mandate.
- 5) The issuance of 616,428,376 newly-issued ordinary shares, to accommodate the exercise of warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set at no cost (THB 0), at the ratio of five ordinary shares to two unit of warrant (5:2) (In case of any fraction remained from the calculation of the allocation as the aforementioned ratio, the whole amount of such fraction will be rounded down). The term of warrants is 2 years from the issuance date, the exercise ratio is 1 (one) unit is entitled to purchase 1 (one) newly-issued ordinary shares at the exercise price of THB 5 per share.

It is deemed appropriate to authorize the chief executive officer to consider and determine any other details, including the amendment and the change of the conditions, as well as any other details related to the issuance and the allocation of such newly-issued ordinary shares.

The issuance and offering for newly-issued ordinary shares of the Company for MR.ARNONCHAI mentioned in 1) is considered as a connected transaction because it is the transaction between the major shareholder of the Company and the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (and as amended), 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 the Connected Transactions, dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand (“**SET**”) Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, November 19, 2003 (and as amended) (“**Notification on Connected Transactions**”). The transaction size is calculated to 27.17 percent based on the net tangible asset value of the Company according to the consolidated financial statements of the Company that have been audited by a certified public accountant for the period of 3 month ending March 31 2022. of which such transaction size is more than THB 20 million and more than 3 percent based on the net tangible asset of the Company. Therefore, the Company is obligated to prepare the report and disclose the information of the connected transaction to SET and to appoint the independent financial advisor to express the opinion, as well as the transaction must be approved by the by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote. Even though, the Company has been approved by the shareholders’ meeting to issue and offer newly-issued ordinary shares of the Company. The Company must also be approved by SEC according to the Notification TorJor. 72/2558 prior the issuance and allocation of newly-issued ordinary shares of the Company.

The details of the allocation of the Company’s newly-issued ordinary shares to MR.ARNONCHAI, who is a specific person (Private Placement), that is important to the decision of the shareholders are as follows:

#### **1. Details of the allocation of newly-issued ordinary shares for the private placement**

##### **1. Details of offering**

The Company will allocate 17,592,920 newly-issued ordinary shares, at the offering price of THB 28.25 per share, totaling THB 496,999,990 to MR.ARNONCHAI. The issuance and offering of the said newly-issued ordinary shares to MR.ARNONCHAI is the issuance and offering of newly-issued ordinary shares for a specific person (private placement), who is a connected person of the Company. The shareholders’ meeting of the Company will have a resolution to clearly determine the offering price at the price of THB 28.25 per shares, of which the offering price is no less than 90 percent of the market price of the Company’s share according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Permission for Listed Companies to offer newly issued shares to Private Placement (the “**Notification Tor Jor. 72/2558**”). The resolution must be approved by the vote of no less than three-fourth of the total shareholders attending the meeting and entitled to vote, excluding the votes of the shareholders who have conflict of interest. Even though the Company has been approved by the shareholders’ meeting to issue and to allocate newly-issued ordinary shares of the Company, the Company must also be approved by the Office of the Securities and Exchange Commission (the “**SEC**”) according to the Notification TorJor. 72/2558 prior to the issuance and the allocation of newly-issued ordinary shares of the Company.

In this regard, the market price of the issuance and the allocation of newly-issued ordinary shares to MKO Holding is calculated from the weighted average price of the ordinary shares of the Company in the Stock

Exchange of Thailand (“SET”) for the past 15 consecutive business days prior to the date that the Board of Directors of the Company has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of newly issued ordinary shares of the Company to MKO Holding, from June 1 – June 22, 2022, of which is equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

In case that the offering price of newly-issued ordinary shares of the Company offered to MR.ARNONCHAI is less than 90 percent of the market price of the ordinary shares of the Company prior SET accepts such newly-issued ordinary shares to be listed securities. The Company is obligated to prohibit MR.ARNONCHAI from selling such the whole amount of newly-issued ordinary shares within 1 year from the commencement date of trading of newly-issued ordinary shares of the Company in SET ( Silent Period). After the completion of 6 months from the commencement date of trading of newly-issued ordinary shares of the Company in SET, MR.ARNONCHAI will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to the Stock Exchange of Thailand Notification Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended).

**2. Name and information of the person which will be offered for sale and allocation of newly-issued ordinary shares.**

<b>Name</b>	<b>Number of allocated shares. (Shares)</b>	<b>Offering Price. (THB per share)</b>	<b>Total Value. (THB)</b>
MR.ARNONCHAI VEERAPRAVATI	17,592,920	28.25	496,999,990

After the Company has allocated 17,592,920 newly-issued ordinary shares to MR.ARNONCHAI and completed the registration of the increase of paid-up capital, MR.ARNONCHAI will be a shareholder in the proportion of 15.35 percent of the total paid-up shares of the Company. In addition, after the Company has allocated newly-issued ordinary shares to ISF Holding, MKO Holding and MR.ARNONCHAI, MR.ARNONCHAI will be a shareholder in the proportion of 15.22 percent of the total paid-up shares of the Company. In this regard, the allocation of newly-issued ordinary shares to MR.ARNONCHAI is considered as the connected transaction of the Company with a connected person of the Company in asset and service types according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions, dated August 31, 2008 (including any amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction B.E. 2546, dated November 19, 2003 (including any amendments) as it is the transaction between the Company and



MR.ARNONCHAI, who is the major shareholder of the Company. However, the 2022 Annual General Meeting of Shareholders of the Company had resolved to approve such transaction on April 27, 2022. At this time, the Company intends to change the compensation method for the purchase of Warrants AIT-W2 from MR.ARNCHAI from the issuance of newly-issued ordinary shares to be replaced by the payment of cash. A list of major shareholders of the Company before and after can be summarized as follows:

	<u>Name of shareholders</u>	<u>Structure before entering into the transaction.</u>		<u>Structure after entering into the transaction.</u>	
		<u>Shares</u>	<u>Percent</u>	<u>Shares</u>	<u>Percent</u>
<u>1</u>	<u>Group of Mr. Chookiat Rujanapornpajee</u>	<u>492,369,305</u>	<u>34.40</u>	<u>492,369,305</u>	<u>33.99</u>
	<u>Mr. Chookiat Rujanapornpajee</u>	<u>417,226,045</u>	<u>29.15</u>	<u>417,226,045</u>	<u>28.80</u>
	<u>Miss Pharunya Rujanaphornpjee</u>	<u>49,009,260</u>	<u>3.42</u>	<u>49,009,260</u>	<u>3.38</u>
	<u>Miss Wichitra Pinruanghiran</u>	<u>26,134,000</u>	<u>1.83</u>	<u>26,134,000</u>	<u>1.80</u>
<u>2</u>	<u>Group of Mr. Anonchai Veeraprawat</u>	<u>207,391,995</u>	<u>14.49</u>	<u>224,984,915</u>	<u>15.53</u>
	<u>Mr. Anonchai Veeraprawat</u>	<u>204,724,184</u>	<u>14.30</u>	<u>222,317,104</u>	<u>15.35</u>
	<u>Miss Pensri Veeraprawat</u>	<u>2,523,811</u>	<u>0.18</u>	<u>2,523,811</u>	<u>0.17</u>
	<u>Miss Atikarn Jungwiwat Wong</u>	<u>144,000</u>	<u>0.01</u>	<u>144,000</u>	<u>0.01</u>
<u>3</u>	<u>T.K.S. Technologies Public Company Limited</u>	<u>110,000,000</u>	<u>7.69</u>	<u>110,000,000</u>	<u>7.59</u>
<u>4</u>	<u>Cash Machine Capital Company Limited</u>	<u>70,000,000</u>	<u>4.89</u>	<u>70,000,000</u>	<u>4.83</u>
<u>5</u>	<u>Com7 Public Company Limited</u>	<u>48,571,428</u>	<u>3.39</u>	<u>48,571,428</u>	<u>3.35</u>
<u>6</u>	<u>Mr. Woravit Chailimpamontri</u>	<u>34,340,995</u>	<u>2.40</u>	<u>34,340,995</u>	<u>2.37</u>
<u>7</u>	<u>Mr. Saran Supaksaran</u>	<u>12,990,000</u>	<u>0.91</u>	<u>12,990,000</u>	<u>0.90</u>
<u>8</u>	<u>Mrs. Thanaporn Laotrakoon</u>	<u>11,660,000</u>	<u>0.81</u>	<u>11,660,000</u>	<u>0.80</u>
<u>9</u>	<u>Mr. Kittinat Tee Kawan</u>	<u>11,540,300</u>	<u>0.81</u>	<u>11,540,300</u>	<u>0.80</u>
<u>10</u>	<u>Thai NVDR Company Limited</u>	<u>11,216,395</u>	<u>0.78</u>	<u>11,216,395</u>	<u>0.77</u>
	<u>Others shareholder</u>	<u>421,083,317</u>	<u>29.42</u>	<u>421,083,317</u>	<u>29.07</u>

	<u>Name of shareholders</u>	<u>Structure before entering into the transaction.</u>		<u>Structure after entering into the transaction.</u>	
		<u>Shares</u>	<u>Percent</u>	<u>Shares</u>	<u>Percent</u>
	<u>Total</u>	<u>1,431,163,735</u>	<u>100.00</u>	<u>1,448,756,655</u>	<u>100.00</u>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022.

**The structure of the shareholders including the issuance and offering of newly-issued ordinary shares for ISF Holding, MKO Holding and MR.ARNONCHAI**

	<u>Name of shareholders</u>	<u>Structure before entering into the transaction.</u>		<u>Structure after entering into the transaction.</u>	
		<u>Shares</u>	<u>Percent</u>	<u>Shares</u>	<u>Percent</u>
<u>1</u>	<u>Group of Mr. Chookiat Rujanapornpajee</u>	<u>492,369,305</u>	<u>34.40</u>	<u>492,369,305</u>	<u>33.70</u>
	<u>Mr. Chookiat Rujanapornpajee</u>	<u>417,226,045</u>	<u>29.15</u>	<u>417,226,045</u>	<u>28.56</u>
	<u>Miss Pharunya Rujanaphornpjee</u>	<u>49,009,260</u>	<u>3.42</u>	<u>49,009,260</u>	<u>3.35</u>
	<u>Miss Wichitra Pinruanghiran</u>	<u>26,134,000</u>	<u>1.83</u>	<u>26,134,000</u>	<u>1.79</u>
<u>2</u>	<u>Group of Mr. Anonchai Veeraprawat</u>	<u>207,391,995</u>	<u>14.49</u>	<u>224,984,915</u>	<u>15.40</u>
	<u>Mr. Anonchai Veeraprawat</u>	<u>204,724,184</u>	<u>14.30</u>	<u>222,317,104</u>	<u>15.22</u>
	<u>Miss Pensri Veeraprawat</u>	<u>2,523,811</u>	<u>0.18</u>	<u>2,523,811</u>	<u>0.17</u>
	<u>Miss Atikarn Jungwiwat Wong</u>	<u>144,000</u>	<u>0.01</u>	<u>144,000</u>	<u>0.01</u>
<u>3</u>	<u>T.K.S. Technologies Public Company Limited</u>	<u>110,000,000</u>	<u>7.69</u>	<u>110,000,000</u>	<u>7.53</u>
<u>4</u>	<u>Cash Machine Capital Company Limited</u>	<u>70,000,000</u>	<u>4.89</u>	<u>70,000,000</u>	<u>4.79</u>
<u>5</u>	<u>Com7 Public Company Limited</u>	<u>48,571,428</u>	<u>3.39</u>	<u>48,571,428</u>	<u>3.32</u>
<u>6</u>	<u>Mr. Woravit Chailimpamonti</u>	<u>34,340,995</u>	<u>2.40</u>	<u>34,340,995</u>	<u>2.35</u>
<u>7</u>	<u>Mr. Saran Supaksaran</u>	<u>12,990,000</u>	<u>0.91</u>	<u>12,990,000</u>	<u>0.89</u>

	<u>Name of shareholders</u>	<u>Structure before entering into the transaction.</u>		<u>Structure after entering into the transaction.</u>	
		<u>Shares</u>	<u>Percent</u>	<u>Shares</u>	<u>Percent</u>
<u>8</u>	<u>Mrs. Thanaporn Laotrakoon</u>	<u>11,660,000</u>	<u>0.81</u>	<u>11,660,000</u>	<u>0.80</u>
<u>9</u>	<u>Mr. Kittinat Tee Kawan</u>	<u>11,540,300</u>	<u>0.81</u>	<u>11,540,300</u>	<u>0.79</u>
<u>10</u>	<u>Thai NVDR Company Limited</u>	<u>11,216,395</u>	<u>0.78</u>	<u>11,216,395</u>	<u>0.77</u>
	<u>Others shareholder</u>	<u>421,083,317</u>	<u>29.42</u>	<u>421,083,317</u>	<u>28.82</u>
	<b><u>ISF Holding<sup>1</sup></u></b>	<b><u>:</u></b>	<b><u>:</u></b>	<b><u>8,742,857</u></b>	<b><u>0.60</u></b>
	<u>Mr. Kriangkrai Srianatraksa</u>	<u>:</u>	<u>:</u>	<u>7,344,000</u>	<u>0.50</u>
	<u>Miss Marry Phanichphakdee</u>	<u>:</u>	<u>:</u>	<u>1,311,429</u>	<u>0.09</u>
	<u>Mr. Anurak Janlertlekha</u>	<u>:</u>	<u>:</u>	<u>87,428</u>	<u>0.01</u>
	<b><u>MKO Holding<sup>2</sup></u></b>	<b><u>:</u></b>	<b><u>:</u></b>	<b><u>3,571,428</u></b>	<b><u>0.24</u></b>
	<u>Mr. Phasin Pitithanarit</u>	<u>:</u>	<u>:</u>	<u>1,784,285</u>	<u>0.12</u>
	<u>Ms. Nathida Ratthanawut</u>	<u>:</u>	<u>:</u>	<u>1,784,285</u>	<u>0.12</u>
	<u>Ms. Phinyada Pitithanarit</u>	<u>:</u>	<u>:</u>	<u>2,858</u>	<u>0.00</u>
	<b><u>Total</u></b>	<b><u>1,431,163,735</u></b>	<b><u>100.00</u></b>	<b><u>1,461,070,940</u></b>	<b><u>100.00</u></b>

Remark: a list of major shareholders comes from the latest closing of the Company's share register book on June 17, 2022.

### **3. Objectives of the issuance of newly-issued ordinary shares and money plan.**

The issuance and offering of newly-issued ordinary shares at this time results from the 2022 Annual General Meeting of the shareholders that approved the investment in AIT by purchasing ordinary shares and Warrants AIT-W2. On June 13, 2022, the Company has already acquired 30,000,000 ordinary shares of AIT and Warrants AIT-W2 from MR.ARNONCHAI, and issued 7,518,584 newly-issued ordinary shares as the compensation to MR.ARNONCHAI. Due to the obstacle of the registration of Warrants AIT-W2 as the compensation of the newly-issued ordinary shares of the Company. Therefore, the Company intends to change the compensation method for the purchase of Warrants AIT-W2 from MR.ARNONCHAI from the issuance of newly-issued ordinary shares to be the payment of cash in the replacement of the transaction that had been already approved by the 2022 Annual General Meeting of the Shareholders.

### **4. Impacts on shareholders from the issuance and offering of newly-issued ordinary shares to private placement**

#### **4.1. The allocation to MR.ARNONCHAI**

**(1) Price Dilution****Market price after offering**

$$\begin{aligned}
 &= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})} \\
 &= \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (17,592,920 \text{ shares} \times \text{THB } 28.25 \text{ per share})}{(1,448,756,655 \text{ shares})} \\
 &= \text{THB } 22.03 \text{ per share}
 \end{aligned}$$

**Effect on share price.**

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 22.03 \text{ per share})}{(\text{THB } 21.95 \text{ per share})} \\
 &= \text{It does not affect to the diluted price.}
 \end{aligned}$$

The market price before offering is based on the weighted average trading price of the Company's shares in SET for the past 15 consecutive business days between on June 1-22, 2022 before the date of the Board of Directors has resolved to propose the agenda to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, according to the Company's stock trading information shown in SETSMART of SET.

Therefore, after the offering and the allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (price dilution).

**(2) Control Dilution**

$$\begin{aligned}
 &= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}} \\
 &= \frac{(17,592,920 \text{ หุ้น})}{(1,431,163,735 \text{ หุ้น}) + (17,592,920 \text{ หุ้น})} \\
 &= 1.21 \text{ percent}
 \end{aligned}$$

**(3) Earnings per Share Dilution**

$$\begin{aligned}
 &= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \\
 &= \frac{(0.201) - (0.198)}{(0.201)} \\
 &= 1.21 \text{ percent}
 \end{aligned}$$

## 4.2. The allocation to ISF Holding, MKO Holding and MR. ARNONCHAI.

### (1) Price Dilution

#### Market price after offering.

$$= \frac{(\text{Number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly-issued ordinary shares} \times \text{offering price})}{(\text{number of paid-up shares} + \text{number of newly-issued ordinary shares})}$$

$$= \frac{(1,431,163,735 \text{ shares} \times \text{THB } 21.95 \text{ per share}) + (12,314,285 \text{ shares} \times \text{THB } 28.00 \text{ per share}) + (17,592,920 \text{ shares} \times \text{THB } 28.25 \text{ per share})}{(1,461,070,940 \text{ shares})}$$

$$= \text{THB } 22.08 \text{ per share}$$

#### Effect on share price.

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{(\text{THB } 21.95 \text{ per share}) - (\text{THB } 22.08 \text{ per share})}{(\text{THB } 21.95 \text{ per share})}$$

$$= \text{It does not affect to the price dilution.}$$

The market price before the offering is based on the weighted average trading price of the Company's shares in SET for the past 15 consecutive business days between on June 1-22, 2022 before the date of the Board of Directors has resolved to propose the agenda to the Extraordinary General Meeting No. 1/2022 which is equal to THB 21.95, according to the Company's stock trading information shown in SETSMART of SET.

Therefore, after the offering and the allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (price dilution).

### (2) Control Dilution

$$= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}}$$

$$= \frac{(29,907,205) \text{ shares}}{(1,431,163,735) \text{ shares} + (29,907,205) \text{ shares}}$$

$$= 2.05 \text{ percent}$$

### (3) Earnings per Share Dilution

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{(0.201) - (0.197)}{(0.201)}$$

$$= 2.05 \text{ percent}$$

## **5. Opinion of the Board of Directors**

### **5.1. Rationale and necessity of the capital increase and the reasonableness of the capital increase.**

The issuance and offering of newly-issued ordinary shares at this time results from the 2022 Annual General Meeting of the shareholders that approved the investment in AIT by purchasing ordinary shares and Warrants AIT-W2. On June 13, 2022, the Company has already acquired 30,000,000 ordinary shares of AIT and Warrants AIT-W2 from MR.ARNONCHAI, and issued 7,518,584 newly-issued ordinary shares as the compensation to MR.ARNONCHAI. Due to the obstacle of the registration of Warrants AIT-W2 as the compensation of the newly-issued ordinary shares of the Company. Therefore, the Company must change the compensation method for the purchase of Warrants AIT-W2 from MR.ARNONCHAI from the issuance of newly-issued ordinary shares to be replaced by the payment of cash to MR.ARNONCHAI. In order to be in line with the agreement that the Company agreed pay the compensation of ordinary shares of AIT and Warrants AIT-W2 by issuing newly-issued ordinary shares to MR.ARNONCHAI. It is necessary for the Company to issue and offer 17,592,920 newly-issued of the Company, at the offering price of THB 28.25 per share, totaling THB 496,999,990. The issuance and offering of newly-issued ordinary shares for a specific person at this time is the allocation of newly-issued ordinary shares to MR.ARNONCHAI in the replacement of the transaction that had been already approved by the 2022 Annual General Meeting of the Shareholders.

### **5.2. Possibilities of the plan to use the capital increase and the adequacy of funding sources**

The issuance and offering of newly-issued ordinary shares at this time is the change of the compensation for the purchase of Warrants AIT-W2 from MR.ARNONCHAI from the issuance of newly-issued ordinary shares to be replaced by the payment of cash of THB 497,000,000 to MR.ARNONCHAI. In order to be in line with the agreement that the Company agreed pay the compensation of ordinary shares of AIT and Warrants AIT-W2 by issuing newly-issued ordinary shares to MR.ARNONCHAI. It is necessary for the Company to issue and offer 17,592,920 newly-issued of the Company, at the offering price of THB 28.25 per share, totaling THB 496,999,990. The issuance and offering of newly-issued ordinary shares for a specific person at this time is the allocation of newly-issued ordinary shares to MR.ARNONCHAI in the replacement of the transaction that had been already approved by the 2022 Annual General Meeting of the Shareholders.

In this regard, the cash that the Company will be paid by MR.ARNONCHAI as the compensation of the issuance and offering of newly-issued ordinary shares for MR. ARNONCHAI, who is a connected person of the Company. Such amount of cash is a part of the compensation that the Company will pay for the compensation

of the purchase of Warrants AIT-W2 to MR.ARNONCHAI. Therefore, the Company will spend such amount of cash as the working capital and as the fund for the additional investment in other companies.

**5.3. Expected impact on the Company’s business operation as well as financial position and the overall performance of the Company due to the capital increase**

Offering of newly issued ordinary shares for a specific person (private placement) at this time is offering for the existing shareholder of the Company in the replacement of the allocation of newly-issued ordinary shares, of which had been approved by the 2022 AGM on April 27,2022.

After the Company has studied the reasonableness and benefits of the capital increase and the allocation of newly issued ordinary shares to MR.ARNONCHAI, the Board of Directors has agreed that this capital increase is reasonable and will bring maximum benefits to the Company since entering into such a transaction will increase the potential of business operations and increase the opportunity to expand the business and it can possibly result in better performance of the Company in the future. In addition, the offering price of THB 28.25 per share, which is based on the market price calculated from the weighted average price of the Company’s share price for the past 15 consecutive business days prior to the date that the Board of Directors has resolved to propose to the shareholders’ meeting of the Company to consider and approve the issuance and allocation of the newly-issued ordinary shares of the Company to MR.ARNONCHAI from June 1 – June 22, 2022, of which is equal to THB [21.95] per share (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), is a reasonable price to get potential investor, who is capable to will give advice to the Company in the Company’s business in service techniques and will help expand the customer base of the Company.

After the Company has issued and offered 17,592,920428 newly-issued ordinary shares of the Company for MR.ARNONCHAI and has completed the registration of the increase of paid-up capital, MR.ARNONCHAI will be a shareholder in the proportion of 15.22 percent of the total paid-up shares of the Company according to the details mentioned in Clause 2 above.

**5.4. Appropriateness of the offering price and the origin pf the offering price determination**

The Company determines the offering price of 17,592,920 newly issued ordinary shares of the Company at the price equal to THB 28.25 per share. Such offering price is not less than 90 percent according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558. In this regard, the “market price” means the weighted average price of the Company’s shares in SET for the past 15 consecutive business days prior to the date that the Board of Directors resolved to propose to the EGM No.1/2022 from June 1 – June 22, 2022, of which was equal to THB 21.95 (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Considering to the necessity and the benefits that the Company will receive from the issuance and the allocation of newly issued ordinary shares to a specific person (private placement) as mentioned above, The Board of Directors has resolved to approve the issuance and offering of newly issued ordinary shares for MR. ARNONCHAI with the opinion that the allocation of newly-issued ordinary shares to a specific person, the condition, and the price of newly-issued ordinary shares are appropriate and are the best interest of the shareholders.

**5.5. Rationale and necessity for offering newly-issued ordinary shares to private placement and the origin of the said offering price determination.**

The Board of Directors has agreed that offering newly-issued ordinary shares as a private placement at this time is the transaction resulting from the resolution of the 2022 AGM, held on April 27, 2022. As it is necessary for the Company to change the compensation method of Warrants AIT-W2 from the issuance of newly-issued ordinary shares to be replaced by the payment of cash. In order to further proceed such transaction as the Company had agreed that

The Board of Directors agreed that the issuance and offering of newly-issued ordinary shares of the Company to a specific person (private placement) at this time is the transaction resulting from the resolution of the 2022 Annual General Meeting of the Shareholders, held on April 27, 2022. It is necessary for the Company to change the compensation method for the purchase of Warrants AIT-W2 from MR.ARNONCHAI from the issuance of newly-issued ordinary shares to be replaced by the payment of cash in order to be in line with the agreement that the Company agreed pay the compensation of ordinary shares of AIT and Warrants AIT-W2 by issuing newly-issued ordinary shares to MR.ARNONCHAI.

In this regard, the cash that the Company will be paid by MR.ARNONCHAI as the compensation of the issuance and offering of newly-issued ordinary shares for MR. ARNONCHAI, who is a connected person of the Company. Such amount of cash is part of the compensation that the Company will pay for the compensation of the purchase of Warrants AIT-W2 to MR.ARNONCHAI. The issuance and offering of newly-issued ordinary shares for a specific person (private placement) at this time is offering for the existing shareholders of the Company, and is the allocation of newly-issued ordinary shares to MR.ARNONCHAI in the replacement of the transaction that had been approved by the 2022 Annual General Meeting of the Shareholders on April 27, 2022. Therefore, the Company has determined the offering price at THB 28.25 per share as been approved by the 2022 Annual General Meeting of the Shareholders, held on April 27, 2022

**6. Decision of the Board of Directors regarding the capital increase**

For the capital increase for private placement, the Board of Directors of the Company has carefully considered and examined the information of MR.ARNONCHAI, a specific person, and has the opinion that such person has the potential to invest and is able to invest in real life. Moreover, he has useful knowledge which can possibly support the Company's business. In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in regards to the capital increase this time. If failure to perform such duties causes damage to the Company, the shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended), and if the failure to perform such duties causes the committee members or related persons to



gain unlawful benefits, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act of 1992 (and as amended)

## 2. Details of the connected transaction

### 1) Date of entering into the transaction and the parties involved

The details mentioned in No.1 (Details of offering) under Topic 1 (Details of the allocation of newly-issued ordinary shares for the private placement) hereof, there are additional details as follows:

#### The Relationship with the Company

On March 9, 2022. Mr.Amonchai Veerapravati's Group is the major shareholder of the Company holding 190,055,000 shares, equivalent to 15.82 percent of the shares that are entitled to vote, including:

List of Shareholders	Number of shares	Percent
(1) MR.Amonchai Veerapravati	190,000,000	15.82
(2) Mrs.Pensri Veerapravati	55,000	0.00
Total	190,055,000	15.82

Remark: Mrs.Pensri Veerapravati is Mr.Amonchai Veerapravati's mother.

### 2) General Description of Transaction

The details mentioned in No.1 (Details of offering) under Topic 1 (Details of the allocation of newly-issued ordinary shares for the private placement) hereof.

### 3) Value of the transaction

The connected transaction size is equal to 27.17 percent based on the net tangible asset value of the Company according to the consolidated financial statements of the Company that have been audited by a certified public accountant for the period of 3 month ending March 31 2022, of which such transaction size is more than THB 20 million and more than 3 percent based on the net tangible asset of the Company. Therefore, the Company is obligated to prepare the report and disclose the information of the connected transaction to SET and to appoint the independent financial advisor to express the opinion, as well as the transaction must be approved by the by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote. In addition, the Company has not been into connected transaction since the past 6 months.

### 4) Name of the connected person and the proportion of the shares in the Company.

The details mentioned in No.1 (Date of entering into the transaction and the parties involved) under Topic 2 (Details of the connected transaction) hereof.

**5) Types and Scopes of the conflict of interest of the connected person.**

The details mentioned in No.1 (Date of entering into the transaction and the parties involved) under Topic 2 (Details of the connected transaction) hereof.

**6) Opinion of the Board of Directors**

The details mentioned in No.5 (Opinion of the Board of Directors) under Topic 1 ( Details of the allocation of newly-issued ordinary shares for the private placement) hereof

**7) Opinions of the Audit Committee and/or Directors which are Different from Opinions of the Board of Directors**

- None –

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

(Miss Duangruthai Sriwarom )

Company Secretary

Authorized Person to report the information memorandum.

**Summary of important details of warrants to purchase newly issued ordinary shares****SABUY TECHNOLOGY PUBLIC COMPANY LIMITED**

<b>Name</b>	: Warrants to purchase the Company's ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) No. 2 (SABUY-W2) (" <b>Warrants</b> ")
<b>Type</b>	: Specify the name of the holder and can be transferred.
<b>Amount issued and offered for sale</b>	: Not more than 616,428,376 units
<b>Offering price per unit</b>	: 0.00 baht per unit (no value)
<b>Offer period</b>	: The Company will offer the warrants after being approved by the 1/2022 Emergency General Meeting of Shareholders
<b>Exercise ratio</b>	: 1 (one) unit of warrants can be exercised to purchase 1 (one) of the Company's newly issued ordinary shares (subject to change according to the conditions of the rights adjustment).
<b>Exercise price</b>	: Price per share 5 (five) baht
<b>Issuance date</b>	: The date specified by the Chief Executive Officer after the Company has been approved by the shareholders' meeting.
<b>Warrant period</b>	: 2 (two) years from the date of issuance of the warrants after the issuance of the warrants. The Company will not extend the term of the warrants.
<b>Allocation method</b>	: allocated to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the ratio of 5 existing ordinary shares per 2 warrants. (If there is a fraction of a share, round off) In the event that there is a fraction of SABUY-W2 remaining from the calculation according to the above allocation ratio, such fraction shall be rounded down in full. The Company determines the date to determine the names of persons entitled to receive the warrants (Record Date) on September 2, 2022
<b>Exercise period</b>	: Warrant holders can exercise their rights under the Warrants every 3 (three) months from the date of issuance of the Warrants.

	<p>In this regard, the last exercise date is the date the warrants expire 2 (two) years from the date of issuance of the warrants. If the last exercise date is not a business day, the last exercise date shall be postponed to the previous business day.</p>
<b>Number of ordinary shares allocated to support</b>	: Not more than 616,428,376 shares, representing 43.07% of the total issued shares of the Company as of June 23, 2022, amounting to 1,431,163,735 shares.
<b>Secondary market of warrants right</b>	: The company will list the warrants as listed securities on the Stock Exchange of Thailand.
<b>Secondary market of ordinary shares arising from the exercise of convertible rights</b>	: The Company will list the ordinary shares resulting from this exercise of rights as listed securities on the Stock Exchange of Thailand.
<b>impact on shareholders</b>	<p>: This is because the warrants are allocated to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). Therefore, there is no impact on the shareholders.</p> <p>However, if the rights to purchase shares are fully exercised according to the warrants where the right holder is not the original shareholder in full will affect the existing shareholders as follows:</p> <p>1. <u>(Control Dilution)</u></p> $= \frac{\text{Number of shares reserved for this offering}}{\text{Number of paid-up share} + \text{Number of shares reserved for this offering}}$ $= \frac{616,428,376}{1,431,163,735 + 616,428,376}$ $= 28.57 \text{ percent}$ <p>2. <u>(Earnings per Share Dilution: EPS Dilution)</u></p> $= 28.57 \text{ percent}$
<b>Reasons for issuing new shares to support the change in the exercise of rights</b>	: When there is an adjustment of the exercise price and the exercise ratio according to the conditions for the adjustment of rights as stipulated in the terms and conditions of the warrants to buy ordinary shares which is the event set forth in Article 11 (4) (b) according to

	the announcement of the Capital Market Supervisory Board No. TorJor.34/2551 Re: Application for and Approval for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants
<b>Objectives of issuing warrants</b>	: To prepare and strengthening the financial strength of the company To provide the Company with financial flexibility in carrying out various projects in the future and to reserve funds for use as working capital of the Company when the warrants are exercised to purchase the Company's ordinary shares.
<b>Benefits that the company will receive from the allocation of capital increase shares this time</b>	: to support the exercise of warrants
<b>Benefits that shareholders will receive from the capital increase</b>	: The holder of the warrants of the Company will be the shareholder of the Company only when the Company has already registered the change of paid-up capital with the Department of Business Development, and in the event that the Company pays dividends, it has the right to receive dividends as Company's shareholders