



(Translation)

SABUY 037/2022

Date August 10, 2022

Subject The investment in a new drop-off business company in Malaysia (the “**Joint Investment**”) by Sabuy Speed Company Limited and the investment in RS Public Company Limited (“**RS**”) (**Update Acquisition RS Method**)  
The Stock Exchange of Thailand

Enclosure

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

SABUY Technology Public Company Limited (the “Company”) wishes to inform that the Board of Directors of the Company No. 14/2022 on August 9, 2022, at 7 p.m. as the following:

1. Approved the investment by Sabuy Speed Company Limited (“**SABUY SPEED**”), a subsidiary of the Company with 82 percent shareholding percentage, in a new joint investment company in Malaysia (the “**Joint Investment Company**”), which its name will later be determined, with a registered capital of MYR 100,000. SABUY SPEED and CollectCo Services Sdn. Bhd. (“**CollectCo**”), a company that provides pick-up and drop-off points, which is one of the players that possesses the most extensive collection network in Malaysia with current drop-off points over 2,000 branches covering all major cities in Malaysia, with partnerships with key Market places in Malaysia such as Lazada, Shopee and Zalora etc., will respectively hold 50 percent and 50 percent of the registered capital of the Joint Investment Company, which will operate a drop-off business in Malaysia and Cross border E-Commerce. This new Joint Investment Company will help expand a service coverage of the drop-off business of the Company’s group under SABUY SPEED, which currently has a total of 14,000 branches covering all area in Thailand, into other countries in the region, following the Company’s group vision to be a Regional Player. SABUY SPEED will make a payment in the amount of MYR 50,000 or equivalent to THB 405,925<sup>1</sup> (the “**Establishment of Joint Investment Company Transaction**”).
2. Approved the Company to invest in RS Public Company Limited (“**RS**”) by purchasing RS ordinary shares in the amount of no more than 15,000,000 shares or equivalent to 1.54 percent of RS. RS operates a commerce business that provides contents and powerful entertainment as well as sells products. This includes establishing a system to analyze customer data and a telemarketing system. The operations consist of 3 main businesses which are commerce business, entertainment business,

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<sup>1</sup> Calculated by using the exchange rate of the Bank of Thailand at THB 8.1185 per MYR

and music business and others. Company will make the payment at the amount of not exceeding THB 255,000,000 to RS through the Main Board of the Stock Exchange (the “**RS Transaction**”).

The aforementioned transactions are considered as an asset acquisition transaction of the Company according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets (“**Acquisition and Disposal of Assets Notifications**”). The size of each transaction calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending June 30, 2022. The transaction size are as the following:

- (1) The maximum transaction size of Establishment of Joint Investment Company Transaction is 0.004 percent based on Total Value of Consideration criteria.
- (2) The maximum transaction size of RS Transaction is 2.27 percent based on Total Value of Consideration criteria.

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 45.73 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

However, when considering the size of the cumulative transactions for the past 6 months until August 8 2022 and the items approved at the same time this time, deducted by the size of the transactions that the company’s Extraordinary General meeting of Shareholders No. 1/2022 on August 9, 2022 approved and by the size of transactions that the circular letter has been sent to the shareholders, as detailed as disclosed to the SET on May 23, 2022, the transaction size is 3.30 percent based on the consideration value criteria, which is not yet 15 percent and hence does not fall into the criteria to send the circular letter to the shareholders of the Company within 21 days.

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



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

Please be informed accordingly.

Sincerely yours,

SABUY Technology Public Company Limited

Ms. Duangruthai Sriwarom

Company Secretary

Authorized Person for Information Disclosure



**Information Memorandum on Acquisition of Assets  
of Sabuy Technology Public Company Limited (List 1)**

According to the Board of Directors Meeting No. 14/2022 of Sabuy Technology Public Company limited (the "Company") held on August 9, 2022, at 7 p.m., the Board of Directors passed the resolution to acquire asset as the following:

1. The investment by Sabuy Speed Company Limited ("**SABUY SPEED**"), a subsidiary of the Company with 82 percent shareholding percentage, in a new joint investment company in Malaysia (the "**Joint Investment Company**"), which its name will later be determined, with a registered capital of MYR 100,000. SABUY SPEED and CollectCo Services Sdn. Bhd. ("**CollectCo**"), a company that provides pick-up and drop-off points, which is one of the players that possesses the most extensive collection network in Malaysia with current drop-off points over 2,000 branches covering all major cities in Malaysia, with partnerships with key Market places in Malaysia such as Lazada, Shopee and Zalora etc., will respectively hold 50 percent and 50 percent of the registered capital of the Joint Investment Company, which will operate a drop-off business in Malaysia and Cross border E-Commerce. This new Joint Investment Company will help expand a service coverage of the drop-off business of the Company's group under SABUY SPEED, which currently has a total of 14,000 branches covering all area in Thailand, into other countries in the region, following the Company's group vision to be a Regional Player. SABUY SPEED will make a payment in the amount of MYR 50,000 or equivalent to THB 405,925<sup>1</sup> (the "**Establishment of Joint Investment Company Transaction**").

2. The investment in RS Public Company Limited ("**RS**") by purchasing RS ordinary shares in the amount of no more than 15,000,000 shares or equivalent to 1.54 percent of RS. RS operates a commerce business that provides contents and powerful entertainment as well as sells products. This includes establishing a system to analyze customer data and a telemarketing system. The operations consist of 3 main businesses which are commerce business, entertainment business, and music business and others. **Company will make the payment at the amount of not exceeding THB 255,000,000 through the Main Board of the Stock Exchange (the "RS Transaction").**

The aforementioned transactions are considered as an asset acquisition transaction of the Company according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets ("**Acquisition and Disposal of Assets Notifications**"). The size of each transaction calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending June 30, 2022. The transaction size are as the following:

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<sup>1</sup> Calculated by using the exchange rate of the Bank of Thailand at THB 8.1185 per MYR

- (1) The maximum transaction size of Establishment of Joint Investment Company Transaction is 0.004 percent based on Total Value of Consideration criteria.
- (2) The maximum transaction size of RS Transaction is 2.27 percent based on Total Value of Consideration criteria.

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 45.73 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

However, when considering the size of the cumulative transactions for the past 6 months until August 8 2022 and the items approved at the same time this time, deducted by the size of the transactions that the company’s Extraordinary General meeting of Shareholders No. 1/2022 on August 9, 2022 approved and by the size of transactions that the circular letter has been sent to the shareholders, as detailed as disclosed to the SET on May 23, 2022, the transaction size is 3.30 percent based on the consideration value criteria, which is not yet 15 percent and hence does not fall into the criteria to send the circular letter to the shareholders of the Company within 21 days.

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

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

## **1. Transaction Date**

### **1.1 Establishment of Joint Investment Company Transaction**

Subsequent to Board of Directors Meeting No. 14/2022 which held on August 9, 2022, with the resolution approving the Transaction, SABUY SPEED is expected to enter into Joint Venture Agreement with CollectCo within September 2022 and the closing of the Transaction to be within October 2022 or as mutually agreed by both parties.

## 1.2 RS Transaction

Subsequent to Board of Directors Meeting No. 14/2022 which held on August 9, 2022 with the resolution approving the Transaction, the Company is expected the closing of the Transaction to be within August 2022 by authorizing the Group CEO to consider and process following the market condition.

## 2. Parties involved and Relationship

### 2.1 Establishment of Joint Investment Company Transaction

<b>Joint investor No. 1</b>	:	Sabuy Speed Company Limited
<b>Joint investor No. 2</b>	:	CollectCo Services Sdn. Bhd.
<b>Relationship</b>	:	Joint investor including parties related to Joint investor and the Ultimate Shareholder of Joint investor is not a connected person of the Company according to the announcement of connected transactions.

### 2.2 RS Transaction

<b>Buyer</b>	:	Company
<b>Seller</b>	:	Company will make the payment at the amount of not exceeding THB 255,000,000 through the Main Board of the Stock Exchange
<b>Relationship</b>	:	Seller is not a connected person of the Company according to the announcement of connected transactions.

## 3. General Characteristics and Size of the Transaction

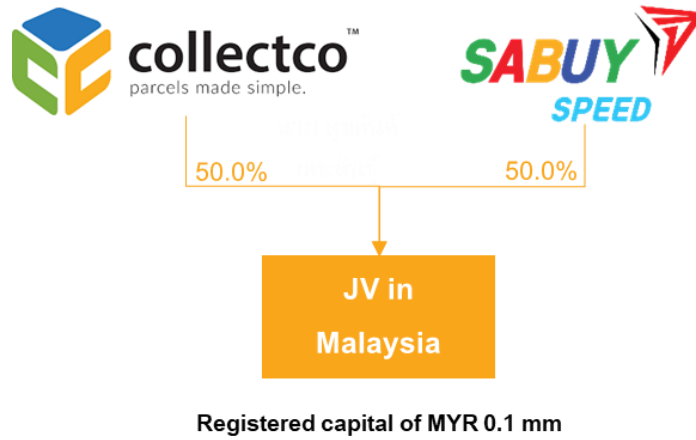
### 3.1 General Characteristics

#### 3.1.1 Establishment of Joint Investment Company Transaction

SABUY SPEED will invest in Joint Investment Company with a registered capital of MYR 100,000. SABUY SPEED and CollectCo will respectively hold 50 percent and 50 percent of the registered capital of the Joint Investment Company. SABUY SPEED will make the payment at the amount of MYR 50,000 or equivalent to THB 405,925 with details as the following:

<b>Assets</b>	:	Establish a Joint Investment Company with a registered capital of MYR 100,000. SABUY SPEED will hold 50 percent of the registered capital of the Joint Investment Company.
<b>Purchase Price</b>	:	SABUY SPEED will make the payment at the amount of MYR 50,000 or equivalent to THB 405,925
<b>Closing Date</b>	:	Within October 2022 or as mutually agreed by both parties

Shareholding Structure of Joint Investment Company is as the following



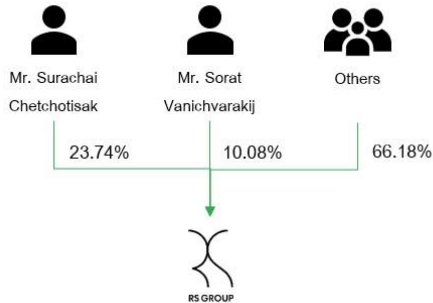
### 3.1.2 RS Transaction

The Company will invest in RS ordinary shares in the amount of no more than 15,000,000 shares or equivalent to 1.54 percent of RS by purchasing through the Main Board of the Stock Exchange, where the Group CEO was authorized to purchase RS shares not exceeding 15,000,000 shares with the average purchasing price not greater than THB 17.00, with details as the following:

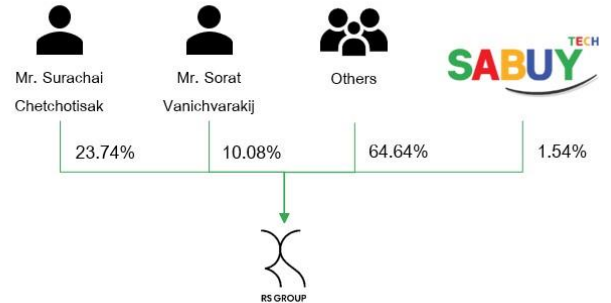
- |                       |   |   |
|-----------------------|---|---|
| <b>Assets</b>         | : | No more than 15,000,000 ordinary shares or equivalent to 1.54 percent of RS total shares.   |
| <b>Purchase Price</b> | : | The Company will make payment to the Seller for the purchase of RS Shares in the amount of no more than THB 255,000,000 or equivalent to the price not exceeding THB 17.00 per share. |
| <b>Closing Date</b>   | : | Within August 2022, following the appropriateness of the market condition   |

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

Before Transaction



After Transaction



### 3.2 Type and Size of the transaction

#### 3.2.1 Establishment of Joint Investment Company Transaction

The total transaction size that the Company will make for the Transaction is THB 405,925<sup>2</sup> (MYR 50,000). The transaction size is calculated from the consolidated financial statements of the Company that have been reviewed by a certified public accountant ending June 30, 2022. The maximum transaction size for the Transaction is 0.004 percent based on total value of consideration criteria.

Financial Information

(Unit: million)	The Company at June 30, 2022	Joint Venture Company at June 30, 2021
Total Assets	11,244.71	The company has not yet been established.
Intangible Assets	1,937.95	
Total Liabilities	3,920.07	
Non-controlling Equity (If any)	823.14	
Net Tangible Assets	4,563.54	
Net Profit (Loss)	260.16	

Calculation

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	Not required	Not required
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	Not required	Not required

<sup>2</sup> Calculated by using the exchange rate of the Bank of Thailand at THB 8.1185 per MYR



Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{0.41}{11,244.71}$	0.004

### 3.2.2 RS Transaction

Total value of consideration that the company must pay for entering into such a transaction will not exceed THB 255,000,000. The transaction size, which is calculated from the consolidated financial statements of the Company, that were reviewed by the Certified Public Accountant for the six-month period. Ending June 30, 2022, on the net tangible asset basis This is the criterion that calculates the maximum transaction size amounted to 2.27 percent

#### Financial Information

(Unit: Million Baht)	The Company at June 30, 2022	RS at March 31, 2020
Total assets	11,244.71	6,043.13
Intangible assets	1,937.95	312.23
Total liabilities	3,920.07	3,846.32
Non-controlling shareholders (if any)	823.14	4.20
Tangible assets (nta)	4,563.54	1,880.39
Net Profit (Loss)	260.16	42.10

#### Calculation

Basis	Calculation formula	Calculation (One million Baht)	Transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{1,880.39 \times 1.54\%}{4,563.54}$	0.64
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	$\frac{42.10 \times 1.54\%}{260.16}$	0.25
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{255.00}{11,244.71}$	2.27
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	Not required	Not required

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 45.73 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”) immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

However, when considering the size of the cumulative transactions for the past 6 months until August 8 2022 and the items approved at the same time this time, deducted by the size of the transactions that the company’s Extraordinary General meeting of Shareholders No. 1/2022 on August 9, 2022 approved and by the size of transactions that the circular letter has been sent to the shareholders, as detailed as disclosed to the SET on May 23, 2022, the transaction size is 3.30 percent based on the consideration value criteria, which is not yet 15 percent and hence does not fall into the criteria to send the circular letter to the shareholders of the Company within 21 days.

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

**4. Details of the acquired assets**

**4.1 Establishment of Joint Investment Company Transaction**

After the completion of the Transaction, SABUY SPEED will hold 50 percent of the registered capital of the Joint Investment Company. Details of Joint Venture Company can be summarized as the following:

**4.1.1 General Information**

<b>Name</b>	Will later be determined
<b>Business Type</b>	Drop-off business in Malaysia
<b>Head Office</b>	Malaysia
<b>Registered Date</b>	Will later be incorporated
<b>Registered Capital</b>	MYR 100,000

**4.1.2 List of shareholders**

No	Shareholder Name	Percent
1	Sabuy Speed Company Limited	50.00
2	CollectCo Services Sdn. Bhd.	50.00
	<b>Total</b>	<b>100.00</b>

List of shareholders of CollectCo Limited as of August 8, 2022

No	Shareholder Name	Percent
1	Dylan Wong Tien Long	45.00
2	Wong Nan Fay	18.75
3	Alpha Code Sdn. Bhd.	7.50
4	CNI Enterprise (M) Sdn. Bhd.	6.50
5	Dato Sri Loo Chong Pend	5.00
6	Bradley Chew	5.00
7	Lim Chu Chuan	3.75
8	Kickstart Ventures	3.50
9	Asgari Stephen	2.50
10	Motivasi Optima Sdn. Bhd.	2.50
	<b>Total</b>	<b>100.00</b>

#### 4.1.3 Directors of Joint Venture Company

The Directors of the Joint Investment Company will comprise two seats; one seat will be nominated by SABUY SPEED, and one seat will be nominated by CollectCo.

#### 4.1.4 Financial Statement of Joint Venture Company

No information since it is a newly established company.

#### 4.2 RS Transaction

After the completion of the Transaction, the Company will hold RS ordinary shares in the amount not exceeding 15,000,000 shares or equivalent to 1.54 percent of the total RS shares. Details of RS can be summarized as the following:

##### 4.2.1 General Information

<b>Name</b>	<b>RS Public Company Limited</b>
<b>Business Type</b>	A commerce business that provides contents and powerful entertainment as well as sells products. This includes establishing a system to analyze customer data and a telemarketing system
<b>Head Office</b>	27 RS Group Bldg., Tower A, Prasert-Manukitch Road, Sena Nikhom, Chatuchak Bangkok 10900
<b>Registered Date</b>	January 15, 2003
<b>Registered Capital</b>	THB 1,166,996,212
<b>Paid-up Capital</b>	THB 972,496,946
<b>Total Number of Paid-up Shares</b>	972,496,946 shares
<b>Par value (per share)</b>	THB 1

##### 4.2.2 List of top 10 shareholders as of May 5, 2022

No	Shareholder Name	No. of Share	Percent
1	Mr. Surachai Chetchotisak	230,850,000	23.74
2	Mr. Sorat Vanichvarakij	98,000,000	10.08
3	BANGKOK BANK PUBLICCOMPANY LIMITED	50,331,900	5.18
4	Mr. Apichet Srivaddhanaprabha	47,500,000	4.88
5	Miss Aroonroong Srivadchanaprabhe	47,500,000	4.88
6	THAI NVDR CO.,LTD.	30,284,685	3.11
7	Ms. Pattera Pairuchwait C/O KTBST SECURITIES PUBLIC COMPANY LIMITED	25,411,988	2.61
8	Mr. Phongsa Pairuchwait C/O KTBST SECURITIES PUBLIC COMPANY LIMITED	21,260,200	2.19
9	KIATNAKIN PHATRASECURITIES PUBLICCOMPANY LIMITED	19,810,800	2.04
10	KASIKORN SECURITIES PCL	17,490,000	1.80
	Others	384,057,373	39.49
	<b>Total</b>	<b>972,496,946</b>	<b>100.0</b>

List of shareholders after entering into the transaction

No	Shareholder Name	No. of Share	Percent
1	Mr. Surachai Chetchotisak	230,850,000	23.74
2	Mr. Sorat Vanichvarakij	98,000,000	10.08
3	BANGKOK BANK PUBLICCOMPANY LIMITED	50,331,900	5.18
4	Mr. Apichet Srivaddhanaprabha	47,500,000	4.88
5	Miss Aroonroong Srivadchanaprabhe	47,500,000	4.88
6	THAI NVDR CO.,LTD.	30,284,685	3.11
7	Ms. Pattera Pairuchwait C/O KTBST SECURITIES PUBLIC COMPANY LIMITED	25,411,988	2.61
8	Mr. Phongsa Pairuchwait C/O KTBST SECURITIES PUBLIC COMPANY LIMITED	21,260,200	2.19
9	KIATNAKIN PHATRASECURITIES PUBLICCOMPANY LIMITED	19,810,800	2.04
10	KASIKORN SECURITIES PCL	17,490,000	1.80
	Others	384,057,373	37.95
	SABUY	15,000,000	1.54
	<b>Total</b>	<b>972,496,946</b>	<b>100.00</b>

4.2.3 Currently, RS has 8 directors as follows:

- (1) Mr. Surachai Chetchotisak
- (2) Mrs. Pornpan Techarungchaikul
- (3) Mr. Danaisidh Peslapunt
- (4) Mr. Sorat Vanichvarakij
- (5) Mr. Wittawat Wetchabutsakorn
- (6) Mr. Phisit Dachanabhirom
- (7) Mrs. Wansuda Thanasaranart
- (8) Mr. Supakij Assavachai

#### 4.2.4 Financial Information

##### Financial Position

Balance Sheet (Unit : baht)	31 December 2019	31 December 2020	31 December 2021	31 March 2022
<b>Total assets</b>	<b>3,406,761,658</b>	<b>4,516,489,614</b>	<b>5,803,211,245</b>	<b>6,043,131,338</b>
Current assets	1,116,782,358	1,173,529,925	1,091,110,699	1,160,063,265
Non-current assets	2,289,979,300	3,342,959,689	4,712,100,546	4,883,068,073
<b>Total liabilities</b>	<b>1,679,739,200</b>	<b>2,512,420,986</b>	<b>3,665,045,270</b>	<b>3,846,318,705</b>
Current liabilities	1,265,648,472	1,813,795,956	2,198,034,401	2,392,661,961
Non-current liabilities	414,090,728	698,625,030	1,467,010,869	1,453,656,744
<b>Total equities</b>	<b>1,727,022,458</b>	<b>2,004,068,628</b>	<b>2,138,165,975</b>	<b>2,196,812,633</b>
Equities	1,727,022,458	2,004,068,628	2,138,165,975	2,196,812,633

##### Income Statement

Profit and Loss Statement (Unit: baht)	31 December 2019	31 December 2020	31 December 2021	31 March 2022
Revenues from sales and services	3,611,140,762	3,774,163,707	3,572,833,390	844,540,853
Costs of sales and services	2,019,962,212	1,768,662,303	1,804,169,532	432,079,840
Other incomes	10,719,894	16,903,778	16,754,745	2,752,254
Other expenses	1,140,051,957	1,356,858,458	1,654,466,753	342,468,649
<b>Profit (loss) before tax expense</b>	<b>461,846,487</b>	<b>665,546,724</b>	<b>130,951,850</b>	<b>72,744,618</b>
Tax expense	97,451,696	137,269,081	5,968,038	14,097,960
<b>Net Profit (loss)</b>	<b>364,394,791</b>	<b>528,277,643</b>	<b>124,983,812</b>	<b>58,646,658</b>

#### 5. The total value of consideration

##### 5.1 Establishment of Joint Investment Company Transaction

The value of Transaction is THB 405,925<sup>3</sup> (MYR 50,000) as detailed in Clause 3.2.1.

##### 5.2 RS Transaction

The value of Transaction is no more than THB 255,000,000 as detailed in Clause 3.2.3 The Company will make payment to seller in cash.

#### 6. The value of assets purchased

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

<sup>3</sup> Calculated by using the exchange rate of the Bank of Thailand at THB 8.1185 per MYR

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

### 7.1 Establishment of Joint Investment Company Transaction

The basis used to determine the value of the Consideration equals to the value of registered capital at par.

### 7.2 RS Transaction

The basis used to determine the value of the Consideration is the historical market price of RS shares in the Stock Exchange of Thailand. By the management opinion not more than THB 17 per share.

## 8. Benefits to the Company from the transaction

### 8.1 Establishment of Joint Investment Company Transaction

The Company anticipate benefit from the Transaction as the following:

- Help expand the service coverage of drop-off business, especially this will be a starting point for the Company's drop-off business to penetrate and has a physical footprint in this region other than only in Thailand, supporting the Company's business expansion to be a Regional Player
- Develop and enhance business competency of the Company's drop-off business by employing Management Know-how and Technology of CollectCo, for example, business operation in Malaysia, retail store management and Customer relationship management.

### 8.2 RS Transaction

The Company anticipate benefit from the Transaction as the following

- Enhance the opportunity to generate returns, growth rates, and cash flows in the long-term
- Increase Opportunity to add business alliances in the future **as RS is one of the major commercial operators in Thailand, with content and powerful entertainment. In addition, the business of selling consumer products includes a customer data analysis system and a telemarketing system. All of which will create Synergy for product development and distribution channels in the ecosystem of the group of companies together in the future**

## 9. Source of Funds for the investment

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

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



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

Attachment 1

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

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

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

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

Forwarded for your information

Sincerely Yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information