



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

Minutes of the 2021 Annual General Meeting of Shareholders
Of
Sabuy Technology Public Company Limited

Date, Time, and Place

The Annual General Meeting of Shareholders for the year 2021 (the “**Meeting**”) of Sabuy Technology Public Company Limited (“**Company**”) was held on April 20, 2021 at 2.00 p.m. via Electronic Meeting only by broadcasting live from the Company's office at 230 Bang Khun Thian-Chaithalae Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150.

Directors in Attendance

- | | | | |
|----|---------------|-----------------|---|
| 1. | Mr. Chakkrit | Parapuntakul | Chairman of the Board of Directors / Independent Director/ Chairman of the Audit Committee |
| 2. | Mr. Woravit | Chailimpamontri | Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee/ Member of the Nomination and Remuneration Committee |
| 3. | Mr. Saran | Supaksaran | Director / Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee |
| 4. | Mrs. Umawadee | Rattana-Udom | Director / Independent Director / Member of the Nomination and Remuneration Committee / Member of the Audit Committee |
| 5. | Mr. Noppakorn | Klintong | Director / Independent Director / Chairman of the Risk Management Committee |
| 6. | Mr. Chookiat | Rujanapornpajee | Director / Chairman of the Executive Committee/ Vice Chairman of the Risk Management Committee/ Chief Executive Officer |
| 7. | Mr. Wirach | Morakotkarn | Director / Member of the Executive Committee / Member of the Risk Management Committee/ Chief Commercial and Investment officer |



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- | | | | |
|----|-----------------|---------------|---|
| 8. | Mr. Wachirathon | Kongsuk | Director / Member of the Risk Management Committee/ Chief Legal Service Officer |
| 9. | Mr. Songpol | Chevapanyaroj | Director |

Directors Absent from the Meeting

-None-

Others in Attendance

- | | | | |
|----|--------------|------------------|---|
| 1. | Mr. Chairat | Suwan | Company Secretary |
| 2. | Mr. Adisorn | Thavornthanasarn | Chief Financial Officer |
| 3. | Mr. Watchara | Pattarapitak | Company auditor from KPMG Phoomchai Audit Co., Ltd. |
| 4. | Ms. Natcha | Uwattanasombut | Company auditor from KPMG Phoomchai Audit Co., Ltd. |
| 5. | Ms. Sirada | Insiri | Company auditor from KPMG Phoomchai Audit Co., Ltd. |

The Meeting commenced at 2:00 p.m.

Before the start of the Meeting, Ms. Siroton Kayanpon, the conductor of the Meeting ("**Conductor**"), informed the Meeting that due to the pandemic of the coronavirus disease 2019 (COVID-19) that has been widespread and has not yet returned to normal conditions, the Company realized and seriously cared about the health and safety of all shareholders and those who participated in the Meeting and also to comply with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) which was announced on April 18, 2020, the Company, therefore, introduced an electronic system to facilitate the notification of the intention to attend the Meeting, the Meeting attendance, voting, questioning of inquiries and counting of the votes in accordance with the law which could be properly verified and be accountable. In this regard, the Company had already sent the Electronic Meeting Manual for attending the Meeting to the shareholders together with the invitation letter to the Meeting in advance.

The Conductor further informed the details of the sequence of agenda items, questioning of inquiries, expressing opinions or making suggestions, voting method and counting of the votes including the details about the Electronic Meeting to the Meeting as follows.

1. **The Sequence of Agenda Items, Questioning of Inquiries, Expressing Opinions or Making Suggestions**

This Meeting will consider the agendas according to the sequence specified in the invitation letter and the agendas will not be reshuffled as well as information for each agenda will be presented throughout. During the Meeting, the shareholders or proxies are allowed to raise questions on related agendas. Any shareholder or proxy



who wishes to raise questions, express opinions or making suggestions can proceed at the Meeting in 2 channels as follows:

1) Chat Channel (Chat): This can be used by pressing the Chat button, then the meeting attendees shall type their names, surnames and the detail of whether they are the shareholders who attend the Meeting themselves or by proxy, subsequently, press Enter to send the messages;

2) Audio Chat Channel: This can be used by pressing the Raise Hand button and turning on the microphone on your device. When receiving a permission from the system operator to speak, the meeting attendees must inform their names and surnames including the detail of whether they are the shareholders who attend the Meeting themselves or by proxy before raising questions, expressing opinions or making suggestions. When the inquiry is completed, press the Lower Hand button and please turn off the microphone after the conversation has finished.

After that, voting will be made for each agenda whereby the Company will answer the questions from the shareholders or proxies for each agenda after presenting the complete information of each agenda.

For any shareholder who has sent the questions, opinions or suggestions in advance to the Company before the Meeting date, the Company will respond to questions or clarify to the shareholders who inquired in each agenda after presenting the complete information of each agenda as well.

2. Voting and Counting of Votes in each Agenda

2.1 For casting the votes, a shareholder or proxy shall have the number of votes equivalent to the number of shares he/she holds in the Company or to the number of shares granted by the proxy grantor. Any shareholder who has special interest in any agenda shall have no voting right on that agenda except for voting for the election of directors.

2.2 Voting for each agenda will be done openly through Electronic Voting (E-Voting) and one share shall equal to one vote. The shareholders or proxies shall cast their votes only one voting for “approve”, “disapprove” or “abstain”. A partial voting cannot be done, except for the custodian vote (Custodian). The Company will deduct the votes of disapproval and abstention out of the total number of votes of the shareholders who attend the Meeting and the remaining number of the votes will be considered as the votes for approval of that agenda.

2.3 In case of proxy, if the grantor has already casted the votes in advance, the staff will count the cast votes in accordance with the grantor’s intention. Therefore, the proxy will not be required to cast the vote in the Meeting. Nevertheless, if the grantor does not specify his/her intention on voting with respect to any agenda or unclearly specifies his or her intention or in case the Meeting considers or pass resolutions in any matter other than those specified in the proxy form, including in case of any amendments or additions of any fact. The proxy shall have the right to consider and cast the votes on that agenda as deemed appropriate.



2.4 Electronic Voting (E-Voting) can be done by pressing only one of the desired voting buttons: “Approve”, “Disapprove” or “Abstain” which appear on the screen of shareholders or proxies.

2.5 If the shareholders or proxies do not cast the votes, the Company will consider that you agree with that agenda. However, voting can be changed until the closing of voting in that agenda has been announced.

2.6 Shareholders and proxies have 2 minutes to cast their votes after the announcement of the opening of voting for each agenda. When pressing the voting option, the system will ask whether to confirm the voting or not. Press OK to confirm the voting, however, if attendees wish to change the voting, they can do so by pressing the new voting option again. And when the closing of voting for each agenda has been announced, the attendees will not be able to vote or change their votes. After that, the voting results of that agenda will be announced to the Meeting afterwards. The Conductor will inform the voting results to the Meeting for all agendas prior to the completion of the Meeting. The votes are divided into the votes of “approve”, “disapprove” and “abstain”.

2.7 The vote counting in accordance with the agenda set forth in the Meeting are divided into 3 categories as specified in the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company as follows:

1) For agendas which require a resolution of approval with a majority of the total number of votes of the shareholders who attend the Meeting and cast their votes, i.e., agenda 2, 4, 5, 6 and 8, in which the Company will calculate the base number of votes based on the votes of the shareholders who cast their votes with the vote of approval and disapproval only while abstention votes will be excluded;

2) For agenda which requires a resolution of approval with the votes of not less than two-thirds of the total number of votes of the shareholders who attend the meeting, i.e., agenda 7, in which the Company will calculate the base number of votes based on the total number of votes of the shareholders who attend the Meeting;

3) For agendas which require a resolution of approval with the votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, i.e., agenda 9, 10, 11, 12, 13.1 13.2, 13.3 and 14. The Company will calculate the base number of votes based on the votes of the shareholders who attend the Meeting and have the right to vote.

In order to comply with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the announcement of the Ministry of Digital Economy and Society Re: Security Standards for Electronic Meeting B.E. 2563 (2020), the Company will retain data or evidence relating to the Electronic Meeting including, audio recording or audio and video recording and electronic traffic data as well as other data generated from the Meeting.

When, there were shareholders of the Company attending the Meeting via Electronic Meeting in person 7 persons and by proxy 35 persons, totaling 42 shareholders presenting at the Meeting holding total number of 748,067,703 shares, representing 74.43 per cent of the total shares sold of the Company which are 1,005,000,000

shares, a quorum was thus constituted in accordance with Article 42 of the Company's Articles of Association. The Company invited the Legal Advisors from Legal Outsource Company Limited to act as the examiner of the validity of the proxy, quorum counting and counting of the votes in the Meeting.

After that, Mr. Chakkrit Parapuntakul, the Chairman of the Board of Directors, who acted as the Chairman of the Meeting (“**Chairman**”) presided the Meeting via Electronic Meeting with the opening speech and proposed to the Meeting to consider the following agendas.

Agenda 1. Matter to be informed by the Chairman

-None-

Agenda 2. To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2020

The Chairman proposed to the Meeting to consider and approve the Minutes of the Extraordinary General Meeting No. 2/2020, held on September 11, 2020, which the Board of Directors considered that the said Minutes were accurately and completely recorded. The details are shown in the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, which has already been sent to shareholders together with the invitation letter to the Meeting.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking questions or expressing additional opinions to the Minutes. The Chairman, therefore, proposed to the Meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2020.

Resolution The Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, held on September 11, 2020, with details as proposed by the Chairman by a majority of the total number of votes of the shareholders who attended the Meeting and cast their votes as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00



Agenda 3. To acknowledge the Company's operating results for the year 2020

The Chairman delegated Mr. Adisorn Thavornthanasarn, Chief Financial Officer to report the Company's operating results to the Meeting. Mr. Adisorn informed the Meeting that Section 113 of the Public Limited Companies Act B.E. 2535 (1992) and Article 65 of the Company's Articles of Association stipulate that the Board of Directors shall submit the Annual Report of the Board of Directors to shareholders together with the invitation letter of the Annual General Meeting of shareholders (AGM). In addition, Article 47 of the Company's Articles of Association provides that the Annual Report of the Board of Directors, proposed to the AGM regarding the business that the Company has conducted over the past year, shall be acknowledged in the AGM. In this regard, the Company's operating results for the year 2020 and other important information are detailed in the Company's Financial Statements for the year 2020 which were audited by the auditors appointed by the Company of which the preliminary details are as follows:

In the preceding year of 2020, the Company and subsidiaries had the total income in the amount of Baht 1,512.71 million, increasing from the previous year with the total income of Baht 1,279.37 million or an increase of Baht 233.34 million or 18.24 per cent increase.

In addition, in 2020, the Company had a net profit according to the Consolidated Financial Statements for the Company of Baht 102.06 million, increasing from the previous year with a net profit of Baht 57.98 million or 76.03 per cent increase, which is in line with the increase in revenue as well as the effective cost management.

With respect to the financial status of the Company, as of December 31, 2020, the total assets of the Company were Baht 2,772.46 million, increasing in the amount of Baht 511.39 million, total liabilities were Baht 1,238.36 million, an increase of Baht 431.07 million from the previous year with liabilities of Baht 807.29, million partly due to the growth of investment in assets and the burden of borrowing that had increased from business expansion including the adjustment of accounting standards in accordance with the Financial Reporting Standard No. 16 regarding lease agreements. As a result, more accounting records regarding rental properties and liabilities under lease agreements were made.

As for the shareholders' equity of the Company at the end of 2020 was Baht 1,482.86, million, an increase of Baht 1,418.80 million from the previous year as a result of the operating results of 2020 and the interim dividend payments during the year 2020 including fundraising through an Initial Public Offering (IPO) in early November 2020.

Concurrently, the shareholders are requested to acknowledge the 2020 Annual Report of the Board of Directors, which the Company had already published on the website of the Stock Exchange of Thailand.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to acknowledge the Company's operating results for the year 2020 and the 2020 Annual Report.

Resolution The Meeting acknowledged the Company's operating results for the year 2020 and the 2020 Annual Report prepared by the Board of Directors as proposed.

Agenda 4. To consider and approve the Separate Financial Statements and the Consolidated Financial Statement for the year 2020 ended December 31, 2020.

The Chairman delegated Mr. Adisorn Thavornthanasarn, Chief Financial Officer to inform the Meeting of the details in this agenda. Mr. Adisorn informed the Meeting that Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 64 of the Company's Articles of Association stipulate that the Company must prepare a balance-sheet and a profit and loss account as of the end of the Company's accounting year to be submitted to the AGM for consideration and approval. The Company, therefore, had prepared the Separate Financial Statements and the Consolidated Financial Statements for the year 2020 as of December 31, 2020 which were audited by the Company's auditors and were considered and approved by the Audit Committee. In addition, the aforementioned Financial Statements were prepared by using the Financial Reporting Standards for the entities that may implicate public interest. The details are shown in the Separate Financial Statements and the Consolidated Financial Statements for the year 2020 ended December 31, 2020, which has already been sent to shareholders together with the invitation letter to the Meeting.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the Separate Financial Statements and the Consolidated Financial Statement for the year 2020 ended December 31, 2020.

Resolution The Meeting resolved to approve the Separate Financial Statements and the Consolidated Financial Statement for the year 2020 ended December 31, 2020 which were audited by the Company's auditors and were considered and approved by the Audit Committee by a majority of the total number of votes of the shareholders who attended the Meeting and cast their votes as follows:



Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 5. To consider and approve the allocation of net profit as a legal reserve and dividend payment for the operating results of 2020.

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 58 of the Company's Articles of Association require the Company to allocate a portion of the annual net profit as a reserve fund of not less than 5 per cent of its annual net profit with the deduction from the amount representing the accumulated loss carried forwards (if any) until the reserve amounts to not less than 10 per cent of the registered capital.

The Company had a net profit from operating results according to the Consolidated Financial Statements, amounting to Baht 102,057,948 and net profit from operating results according to the Separate Financial Statements of Baht 109,911,059 for the accounting period ended December 31, 2020. The details appear in the Separate Financial Statements and the Consolidated Financial Statements for the year 2020 ended December 31, 2020 which has already been sent to shareholders together with the invitation letter to the Meeting. In this regard, the Company has to allocate a portion of its annual net profit as a legal reserve of not less than 5 per cent of annual net profit deducted by accumulated loss brought forward (if any) until the reserve amounts to not less than 10 per cent of the registered capital as aforesaid. The Company, therefore, has to allocate a portion of its annual net profit as a reserve in the amount of Baht 5,581,848 as required by law, resulting in a legal reserve of Baht 13,800,000 or 1.37 per cent of the Company's registered capital.

As for the dividend payment, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 55 of the Company's Articles of Association stipulate that dividend payments other than profits are not possible and in the event that the Company still has incurred accumulated losses, the payments of the dividend are prohibited. In 2020, the Company had a profit from operating the business amounting to Bath 109,911,059 (the Separate Financial Statements) and has had accumulated profits to date of Baht 181,232,752 and accumulated legal reserve in 2020 of Baht 13,800,000, representing 1.37 per cent of the Company's registered capital. Thus, it is considered that the Company gains sufficient net profit for dividend payments. Therefore, the dividends for the operating results of the year 2020 is proposed to pay in cash at the rate of Baht 0.03 per share from the 2020 net profit, which is the dividend payment of not exceeding Baht 30,825,000.



On June 19, 2020 and September 3, 2020, the Board of Directors' meetings resolved to pay an interim dividend to shareholders at the rate of Baht 0.363 per share, totaling Baht 322,337,720.10, based on the 2020 net profit and accumulated profits of the Company. Therefore, in compliance with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 56 of the Articles of Association of the Company, the Company hereby reports to the Meeting for acknowledgement of the interim dividend payment of the Company.

In this connection, when determining the dividend payment as proposed to the Meeting, combined with the interim dividend payment as aforementioned, the total dividend payment amount will not exceed Baht 353,162,720.10, accounting for 320.32 per cent of the total dividend payment of the net profit from the Separate Financial Statements. Such dividend payment is in compliance with the Company's dividend payment policy, which stipulates that the Company will pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the Separate Financial Statements.

The Company had set April 28, 2021 to be the record date for shareholders who are entitled to receive dividends (Record Date) and to pay dividends in cash to shareholders by May 14, 2021.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the allocation of net profit as a legal reserve at the rate of not less than 5 percent of the net profit for the operating results for the year 2020 equal to the amount of Baht 5,581,848 and the dividend payment for the 2020 operating results by proposing to pay dividends in cash at the rate of Baht 0.03 per share from net profit for 2020 in the amount not exceeding Baht 30,825,000 as proposed above.

Resolution The Meeting resolved to approve the allocation of annual net profit as a legal reserve in the amount of Baht 5,581,848 and the dividend payment for the 2020 operating results in cash at the rate of Baht 0.03 per share from the 2020 net profit, which is the dividend payment of not exceeding Baht 30,825,000. The resolution was passed by a majority of the total number of votes of the shareholders who attended the Meeting and cast their votes as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 6. To consider and approve the appointment of directors to replace those who are due to retire by rotation.

The Chairman delegated Mr. Saran Supaksaran, the Chairman of the Nomination and Remuneration Committee, to inform the Meeting of the details in this agenda. Mr. Saran informed the Meeting that Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 22 of the Company's Articles of Association stipulate that directors shall retire their office by rotation at every AGM of shareholders at the ratio of one-third (1/3) of the total number of directors of the Company. Currently, the Company has 9 directors, so this year it needs to have 3 directors to retire by rotation. Directors who will retire for this term may be re-elected. As for this term, Directors who are required to retire by rotation are as follows:

- | | | |
|------------------|-----------------|------------------------------------|
| 1) Mr. Woravit | Chailimpamontri | Director; |
| 2) Mr. Wirach | Morakotkarn | Director; |
| 3) Mr. Noppakorn | Klintong | Director and Independent Director. |

Mr. Saran further informed the Meeting that the Nomination and Remuneration Committee (excluding directors who have interest in this agenda) considered the suitability of the persons who should be appointed as the Company's director, based on important criteria such as qualifications and the absence of prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act, B.E. 2535 (1992), as well as other related laws and regulations. In addition, the consideration is also based on the merits, ethics, knowledge, abilities, experiences and diversity of the overall qualifications, including individual performance in the positions of director and member of sub-committees. It was, therefore, deemed appropriate for the Board of Directors to propose to the Meeting to consider and approve the three retiring directors to resume the office of the Company's director for another term since all 3 nominees are qualified and not prohibited by laws, and also have knowledge, ability, expertise and experience, which can strengthen the management of the Company. The profiles of the said nominees appear in the brief profiles of directors due for the term and are nominated to be re-elected as directors of the Company for another term, which has already been sent to shareholders together with the invitation letter to the Meeting.

In addition, Mr. Saran also reported to the Meeting that the Board of Directors (excluding directors who have interest in this agenda) considered and agreed with the opinion of the Nomination and Remuneration Committee that it deemed appropriate to propose to the Meeting to consider and approve the re-election of the three directors who retired by rotation, namely 1) Mr. Woravit Chailimpamontri 2) Mr. Wirach Morakotkarn 3) Mr. Noppakorn Klintong to resume the office of the Company's director for another term. It is because these three directors meet the legal requirements of the laws governing public limited companies and the securities and exchange, as well as the relevant regulations and are absent of prohibited characteristics by laws. Moreover, the

3 directors are knowledgeable, competent and well-experienced which can strengthen the management of the Company and be able to devote time and ability for the best benefit of the Company, shareholders and all stakeholders, which is suitable to serve as director for another term.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the appointment of directors to replace those who are due to retire by rotation for the year 2021 to return to serve as directors for another term individually as proposed above.

Resolution The Meeting resolved to approve the appointment of 3 directors who are due to retire by rotation for the year 2021 namely, 1) Mr. Woravit Chailimpamontri 2) Mr. Wirach Morakotkarn 3) Mr. Noppakorn Klintong to resume the office of the Company's director for another term. Such 3 directors were elected individually by a majority of the total number of votes of the shareholders who attended the Meeting and cast their votes as follows:

1) Mr. Woravit Chailimpamontri Director

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

2) Mr. Wirach Morakotkarn Director

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

3) Mr. Noppakorn Klintong Director

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 7. To consider and approve the determination of the remuneration of the Company's directors and of the member of sub-committees for the year 2021.

The Chairman delegated Mr. Saran Supaksaran, the Chairman of the Nomination and Remuneration Committee, to inform the Meeting of the details in this agenda. Mr. Saran informed the Meeting that Section 90 of the Public Limited Companies Act B.E. 2535 (1992) prohibits the Company from paying money or any other property to directors unless it is the payment of remuneration under the Articles of Association of the Company and Article 47 of the Articles of Association of the Company requires that the AGM shall also consider the remuneration of directors.

Mr. Saran reported to the Meeting that the Nomination and Remuneration Committee considered the appropriate with the scope of duties and responsibilities of the Board of Directors and the sub-committees of the Company, the Company's operating results, business size, net profit and current economic conditions by comparing with the remuneration rate of other businesses in the similar size of business and industry to the Company in determining the compensation. Therefore, it deemed appropriate to retain the remuneration of directors and members of sub-committees for the year 2021 at the same previous rate with the following details:

	Monthly Remuneration (Baht per Month)	Meeting Allowance (Baht per Time)
Company's Board of Directors		
Chairman of the Board of Directors	20,000	10,000
Non-executive Director	15,000	10,000
Executive Director	-	-
Audit Committee		
Chairman of the Audit Committee	15,000	10,000
Member of the Audit Committee	10,000	8,000
Executive Committee		
Chairman of the Executive Committee	15,000	10,000
Executive Director (Non-executive)	10,000	8,000
Risk Management Committee		
Chairman of the Risk Management Committee	15,000	10,000
Member of the Risk Management Committee (Non-executive)	10,000	8,000
Nomination and Remuneration Committee		



	Monthly Remuneration (Baht per Month)	Meeting Allowance (Baht per Time)
Chairman of the Nomination and Remuneration Committee	15,000	10,000
Member of the Nomination and Remuneration Committee	10,000	8,000

In addition, the Board of Directors had considered and agreed with the proposal of the Nomination and Remuneration Committee that it deemed appropriate to propose to the Meeting to maintain the remuneration of directors and members of sub-committees for the year 2021 at the same previous rate as detailed above.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the remuneration of directors and members of sub-committees for the year 2021 at the same previous rate as detailed above.

Resolution The Meeting resolved to retain the remuneration of directors and members of sub-committees for the year 2021 with details as proposed above in all respects by the votes of not less than two-thirds of the total number of the votes of shareholders who attended the Meeting as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	707,027,703	94.51
Disapproved	-	0.00
Abstained	41,040,000	5.49
Total	748,067,703	100.00

Agenda 8. To consider and approve the appointment of the auditors and audit fee for the year 2021.

The Chairman, as the Chairman of the Audit Committee, reported to the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) requires that the AGM shall appoint an auditor every year. The AGM may re-appoint the same auditor and Article 47 (6) of the Company's Article of Association stipulates that the appointment of the auditors and audit fee shall be the matters to be considered and approved by the AGM.

The Audit Committee had considered and selected auditors for the year 2021 based on performance, knowledge and experience in auditing, independence of auditors and audit remuneration and therefore, proposed the appointment of auditors from KPMG Phoomchai Audit Co., Ltd. (KPMG) to be the auditors of the Company and its subsidiaries for the year 2021. The details of such auditors are as follows:



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

- 1) Mr. Watchara Pattarapitak Certified Public Accountant number 6669; or
- 2) Miss. Pornthip Rimdusit Certified Public Accountant number 5565; or
- 3) Mr. Waiyawat Korsamarnchaiyakij Certified Public Accountant number 6333.

Any one of the auditors above shall audit, review and express opinions on the Company's financial statements. In the event that all three auditors are unable to perform their duties, KPMG Phoomchai Audit Co., Ltd. shall provide other certified auditors of their company to audit, review and express opinions on the Company's financial statements instead.

The information on the experience and independence of each auditor appears in the brief profile of the nominees to be appointed as auditors, which has already been sent to shareholders together with the invitation letter to the Meeting.

The Chairman further reported to the Meeting that the Audit Committee has also proposed to determine the auditor's remuneration in the year 2021 for the Company and its subsidiaries totaling not exceeding Baht 7,180,000 (Seven Million, One Hundred and Eighty Thousand Baht Only) and the Company's annual audit fee of not exceeding Baht 3,200,000 (Three Million and Two Hundred Thousand Baht Only) with details as follows:

Auditor's Remuneration	Year 2020	Year 2021
Company's Audit Fee	3,600,000	3,200,000
Total Audit Fees for the Company and Subsidiaries	7,680,000	7,180,000

The proposed auditors have no relationship or interest with the Company, subsidiaries, executives, major shareholders, or those related to such persons. Therefore, it is independent to review and express opinions on the Company's financial statements.

The Board of Directors has considered and agreed with the proposal of the Audit Committee and deemed appropriate to propose to the Meeting to consider and approve the appointment of auditors and determination of the auditor's remuneration for the year 2021 as proposed above.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the appointment of auditors and determination of the auditor's remuneration for the year 2021 as detailed above.

Resolution The Meeting resolved to approve the appointment of 1) Mr. Watchara Pattarapitak, Certified Public Accountant number 6669 or 2) Miss. Pornthip Rimdusit, Certified Public Accountant number 5565 or 3) Mr. Waiyawat Korsamarnchaiyakij, Certified Public Accountant number 6333, from KPMG Phoomchai Audit Co., Ltd to be the auditors of the Company and the determination of the auditor's remuneration of the Company for the year 2021 of not exceeding Baht 3,200,000 (Three Million and Two Hundred Thousand Baht Only) which has been considered by the Audit Committee and the Board of Directors. The resolution was passed by a majority of the total number of votes of the shareholders who attended the Meeting and cast their votes as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 9. To consider and approve the issuance and offering of the Company's debentures amounting to Baht 500,000,000.

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that the Board of Directors considered that in order to operate the business of the Company with continuity, strengthen the financial position and investment in the future, the Company needs to have a backup plan to find low-cost sources of funds. As the issuance of debentures is a good choice to meet the needs of the Company, the Company, therefore, wishes to issue debentures with the following details.

Purpose of Issuing Debentures:	To repay the loan and/or short-term debt instruments and/or the whole amount of or a part of long-term debt instruments of the Company and to use in operation or as working capital and for supporting operation of the Company and/or as investment in any other related businesses.
Types of Debentures:	All types of debentures, registered or bearer debentures, secured or unsecured debentures, subordinated or unsubordinated debentures, with or without debenture holders' representative, depending on prevailing market conditions at the time of issuance and offering of each series or tranche of debentures and other relevant factors.
Currency:	Baht and/or equivalent amount in foreign currencies.



Total Value of Debentures:	In a limited aggregate amount not exceeding Baht 500 million or equivalent in other currencies. The Company can issue and offer additional debentures and/or issue and offer debentures to replace the existing debentures that have been redeemed within the above limit of debentures. The amount of debentures to be issued at any one time shall not exceed the above aggregate amount.
Maturity:	Will be determined each time depending on the market conditions at the time of issuance and offering of debentures or on the terms and conditions of the debentures issued at that time, subject to the regulations of the Capital Market Supervisory Board and/or of the Securities and Exchange Commission or any related agencies
Offering:	Domestic and/or overseas offering in one time or several times and/or as a program and/or in a revolving nature by way of public offering, and/or private placement, and/or to institutional and/or high-net-worth investors at the same or different time in accordance with the notification of the Securities and Exchange Commission (SEC) and/or the Office of the SEC and/or other related rules and regulations in force at the time of issuing and offering the debentures.
Interest Rate:	The interest rate will depend upon the market conditions at the time of issuing and offering the debentures or under the terms and conditions of the debentures issued at that time.
Early Redemption:	The holders of the debentures and the Company may or may not have the right to the early redemption, subject to the terms and conditions of each issuance of debentures.
Secondary Market:	The Company may register debentures with the Thai Bond Market Association or any other secondary market as may deemed appropriate.
Authority to Determine other Details:	The Board of Directors or person(s) designated by the Board of Directors shall be entrusted with power and authority to do the following: 1. To determine details in connection with debentures, including the type, name, collateral, currency, amount, interest rate, maturity, face value, offering price, project term, limit line, appointment of representative of debenture holders as well as details regarding the offer, including but not limited to, procedure, offering period and allocation terms, and any other relevant action it deems appropriate under the provisions of the relevant laws and regulations.

	<p>2. To appoint the financial advisor and/or underwriter, and/or credit rating agencies to rate credit of the issuer and/or securities and/or any other person, where such appointment is required under the relevant laws, or in any event it deems appropriate.</p> <p>3. To register the debentures with the Thai Bond Market Association or other secondary market, as appropriate, as well as applying for an approval to disclose information and to do other acts with any relevant agencies.</p> <p>4. To contact, negotiate, enter into, sign and amend the contracts and/or any other documents, including providing information, submitting documents and evidence to the SEC and any other authorities in relation to the issuance and offering of the debentures as well as any other actions that are involved or necessary, in all respects, as deemed appropriate.</p>
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The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to approve the issuance and offering of the Company's debentures amounting to Baht 500,000,000 as aforementioned.

Resolution The Meeting resolved to approve the issuance and offering of the Company's debentures amounting to Baht 500,000,000 as aforementioned. The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 10. To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) (SABUY-W1)

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that the Board of Directors considered that to help maintain the ratio of debt to equity at the appropriate level and enhance financial liquidity and have fund to be used as working capital to support the business expansion of the Company in the future, which will benefit the growth of



the Company and benefit the shareholders in the long term, the Board of Directors, therefore, deemed appropriate to propose to the Meeting to approve the issuance and offering of warrants to purchase newly issued ordinary shares of the Company (SABUY-W1) to existing shareholders in proportion to their shareholdings (Rights Offering) in the total amount not exceeding 102,750,000 units equivalent to 10.22 per cent of the total outstanding shares of the Company as of the date on which the Board of directors No.2/2021 considered the issuance and offering of SABUY-W1 which is on February 22, 2021. This is an offering for free of charge with the ratio of the allocation of warrants as follows: Shareholders who hold 10 existing ordinary shares will be offered 1 unit of warrant (10: 1). In the event that there is a fraction, it shall be disregarded. The details are shown in the Summary of Preliminary Details of Warrants to Purchase Newly Issued Ordinary Shares of the Company to the Existing Shareholders in Proportion to Their Respective Shareholdings Percentage, which has already been sent to shareholders together with the invitation letter to the Meeting. The essential details are as follows.

Number of Warrants Issued and Offered	:	Not exceeding 102,750,000 units.
Offering Price per Unit	:	0.00 Baht/unit
Offering Period	:	The Company will offer to sell the warrants after obtaining the approval from the Meeting.
Term of the Warrants	:	3 years from the issuing date of the warrants. After the issuance of the warrants, the Company will not extend the term of the warrants.
Number of Ordinary Shares Reserved for the Warrants	:	Not exceeding 102,750,000 shares with a par value of Baht 1.00
Exercise Price	:	Baht 3.25 per share (Three Baht Twenty-Five Satang), which is higher than the market price of Baht 2.19 (weighted average price for the past 7 consecutive business days prior to the date on which the Board of Directors has approved the plan and determined the exercise price of SABUY-W1, which is a period that is sufficient to cover the trading volume and trading prices that reflect the market price of the Company's shares (between February 10, 2021 and February 19, 2021), equivalent to 48.40 per cent unless the exercise price is adjusted according to the right adjustment conditions.



Offering Method	:	Allocate to existing shareholders of the Company in proportion to their shareholdings (Rights Offering) in the ratio of 10 existing ordinary shares per 1 unit of warrant (if there is a fraction of shares, it shall be disregarded).
Exercise Ratio	:	One unit of warrant per one ordinary share (The ratio might be adjusted under the conditions for adjustment of rights).
Warrant Issuance Date	:	The date which will be indicated by the Chief Executive Committee after the Company has received an approval from the Meeting.
Exercise Period	:	Exercise every 6 months from the date of issuing of warrants. The last exercise date is the date on which the warrants are valid for 3 years from the date of issuance.
The Period for Declaring Intention to Exercise the Rights	:	The holder of the warrants who wishes to exercise the right to purchase ordinary shares of the Company shall declare such intention to purchase ordinary shares under the warrants no later than 5 working days before each exercise date. In case, the exercise date is on the non-working day, such date shall be moved to the last working day before the exercise date, except for the last declaration of intention to exercise the right, whereby the declaration of intention shall be made no later than 15 days before the last exercise date.

In this regard, the Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person (s) designated by the Chief Executive Officer shall be authorized to enable the determination and change of the criteria, terms and conditions and any other details of the warrants in all respects as may deem appropriate and in compliance with the applicable laws, such as the allocation, determination of issuance and offering of the warrants, determination of the grounds for the issuance of new shares to accommodate changes in the exercise price and/or exercise rate of the warrants, negotiations, signing and submitting documents and agreements related thereto, including listing the warrants and newly ordinary shares issued for the exercise of the warrants as listed securities to the Stock Exchange of Thailand as well as proceeding with the request for an approval from the relevant authorities and appointing the sub-delegation, including having the power to act as necessary and in connection with the issuance of the warrants in all respects.

The Company has determined April 28, 2020 as the record date for the shareholders entitled to the offering and the allocation of the SABUY-W1 (Record Date).

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing



additional opinions. The Chairman, therefore, proposed to the Meeting to consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of the Company to existing shareholders in proportion to the shareholdings held by each shareholder (Rights Offering) (SABUY-W1) in the amount of not more than 102,750,000 units and the authorization to the Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person(s) designated by the Chief Executive Officer, to have the authority to determine and change the criteria, terms and conditions, and any other details of the warrants in all respects as may deem appropriate as proposed above.

Resolution The Meeting resolved to approve the issuance and offering of warrants to purchase newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) (SABUY-W1) in the total amount not exceeding 102,750,000 units (One Hundred and Two Million, Seven Hundred and Fifty Thousand units) at the ratio of 10 existing ordinary shares to 1 unit of SABUY-W1 warrant (10: 1) (any fraction of the SABUY-W1 warrants will be disregarded). The exercise ratio of the warrants is 1 SABUY-W1 to 1 ordinary share (1:1), with a term of three years from the issue date and are exercisable at the exercise price of Baht 3.25 per share and the authorization to the Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person(s) designated by the Chief Executive Officer, to have the authority to determine and change the criteria, terms and conditions, and any other details of the warrants in all respects as may deem appropriate and in compliance with the applicable laws as proposed above. The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 11. To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares for the directors and employees of the Company and its subsidiaries (SABUY-ESOP 2)

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that it is in return for the performance of the directors and



employees of the Company and its subsidiaries who with great effort work in order to bring the best benefits to the Company and shareholders as well as to create incentives for such directors and employees to continuously work with the Company and its subsidiaries in the future to achieve business goals and sustainable growth of the Company, including to maintain personnel with knowledge and ability to work with the Company and to allow directors and employees to take part in the ownership which allows them to share the same objectives with the shareholders, and to create prosperity for the Company and its subsidiaries.

The Board of Directors considered and agreed to propose to the Meeting to consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2), not exceeding 29,500,000 units or 2.93 per cent of the total outstanding shares of the Company as of February 22, 2021 which is the date of the meeting of the Company's Board of Directors No. 2/2021 that considered the issuance and offering of warrants to purchase newly issued ordinary shares to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2). The details are shown in the Summary of the Issuance and Offering of Warrants to Purchase Newly Issued Ordinary Shares of the Company to the Directors and Employees of Sabuy Technology Public Company Limited and its subsidiaries No. 2 (SABUY-ESOP 2), which has already been sent to shareholders together with the invitation letter to the Meeting. However, on April 19, 2021, the Company's Board of Directors considered and resolved to amend the exercise price of SABUY-ESOP 2 from Baht 3.25 per share (as informed to the shareholders in the invitation letter) to Baht 7.75 per share whereby the Company has already disclosed such resolution of the Board of Directors on the Stock Exchange of Thailand website on April 19, 2021. The essential details of SABUY-ESOP 2 are as follow:

Number of Warrants Issued and Offered	:	Not exceeding 29,500,000 units.
Offering Price per Unit:	:	0.00 Baht / unit.
Offering Period	:	The Company will offer to sell warrants issued to directors and employees of the Company and its subsidiaries within 1 year from the date of approval from the Meeting.
Term of the Warrants	:	3 years from the issuing date of the warrants. (The Company will not extend the term of the warrants, and there is no requirement to ask the warrant holders to opt for an early exercise of rights.) In this regard, the Company will complete the offering of the underlying shares according to the term of the warrants.
Exercise Ratio of the Warrants	:	1 unit of warrants issued to directors and employees of the Company and its subsidiaries has the right to purchase 1 (One) newly issued ordinary



		shares of the Company with a par value of Baht 1 per share (except in the case of right adjustment according to the conditions of right adjustment).
Exercise Price	:	Baht 7.75 (Seven Baht Seventy-Five Satang) per share, unless the exercise price is adjusted according to the conditions for the right adjustment.
Exercise Period	:	The last business day of every 6 months from the date of issue of the warrants. The last exercise date is the last business day prior to the expiration of the warrants for 3 (three) years from the date of issuance of the warrants. If the last exercise date is a holiday of the Company, the exercise date shall be the business day before that day,
Period for Notifying the Intention to Exercise the Warrants	:	Period that the warrant holders, who intend to exercise the rights to purchase ordinary shares of the Company, must notify their intention to exercise the rights to purchase the Company's ordinary shares during 5 (five) business days prior to each exercise date. Except for the intention to exercise the final right, they shall express the intention to exercise the rights 15 (fifteen) business days prior to the final exercise date. The Company will notify news about the period of submission of the intention to exercise the rights, exercise ratio, exercise price, location to exercise along with the exercise procedure by posting an announcement at the head office of the Company or notify via the Company's internal communication system at least 5 working days before the specified period of each intention.

The Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person(s) designated by the Chief Executive Officer shall be authorized to enable the determination and change of the criteria, terms and conditions and other details of the warrants in all respects as may deem appropriate and in compliance with the applicable laws, such as the allocation, determination of issuance and offering of the warrants, determination of the grounds for the issuance of new shares to accommodate changes in the exercise price and/or exercise rate of the warrants, negotiations, signing and submitting documents and agreements related thereto, including listing the newly ordinary shares issued for the exercise of the warrants as listed securities to the Stock Exchange of Thailand as well as proceeding with the request for an approval from the



relevant authorities and appointing the sub-delegation, including having the power to act as necessary and in connection with the issuance of the warrants in all respects.

Mr. Chairat also reported to the Meeting that the Board of Directors' meeting on April 19, 2021 which had a resolution to amend the exercise price of SABUY-ESOP 2, were of the opinion that the exercise price of the warrants to purchase the Company's newly issued ordinary shares issued to directors and employees of the Company, and its subsidiaries (SABUY-ESOP 2) with an exercise price of Baht 7.75 (Seven Baht Seventy-Five Satang) per share is reasonable because the exercise price of the said SABUY-ESOP 2 is higher than the market price of Baht 5.19 (weighted average price for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to amend the exercise price of SABUY-ESOP 2, which is a period that is sufficient to cover the trading volume and trading price reflecting the market price of the Company's shares) unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights. The Board of Directors also had the opinion that the exercise price is the price that enable the Company to raise the required amount of funding to expand the business, to use for the operation of business of the Company and as working capital of the Company under current economic and capital market conditions.

In addition, the issuance and offering of SABUY-ESOP 2 will have an impact on the shareholders, that is, it will decrease the Company's profit share and voting rights (Control Dilution) of the existing shareholders of the Company. There may be an impact on the stock market price (Price Dilution) when the directors and employees of the Company and its subsidiaries exercise the right to purchase the Company's newly issued ordinary shares according to the said SABUY-ESOP 2. The details are shown in the Summary of the Issuance and Offering of Warrants to Purchase Newly Issued Ordinary Shares of the Company to the Directors and Employees of Sabuy Technology Public Company Limited and its subsidiaries No. 2 (SABUY-ESOP 2), which has already been sent to shareholders together with the invitation letter to this Meeting. However, the Board of Directors believed that when compared to the morale given to the directors and employees of the Company and its subsidiaries and various benefits from the performance of duties to the full ability of such directors and employees, this will increase the opportunity to generate income and return for the Company and shareholders in the long term. Thus, it can help reduce the impact on the shareholders from this issuance and offering of SABUY-ESOP 2.

Mr. Chairat further informed to the Meeting that the Nomination and Remuneration Committee has considered the allocation of SABUY-ESOP 2 to the Company's directors. The details of the list of directors who would be allocated SABUY-ESOP 2 and the amount of the SABUY-ESOP 2 allocated to such directors are as follows:



No.	Name of Director	Position	Number of Allotted Warrants (units)	Percentage (%) of the Total Issue
1.	Mr. Chakkrit Parapuntakul	Chairman of the Board	Not exceeding 1,250,000	Not exceeding 4.24
2.	Mr. Chookiat Rujanapornpajee	Director	Not exceeding 900,000	Not exceeding 3.05
3.	Mr. Saran Supaksaran	Director	Not exceeding 1,100,000	Not exceeding 3.73
4.	Mr. Songpol Chevapanyaroj	Director	Not exceeding 400,000	Not exceeding 1.36
5.	Mr. Wachirathon Kongsuk	Director	Not exceeding 900,000	Not exceeding 3.05
6.	Mrs. Umawadee Rattana-udom	Director	Not exceeding 700,000	Not exceeding 2.37
7.	Mr. Woravit Chailimpamonti	Director	Not exceeding 900,000	Not exceeding 3.05
8.	Mr. Noppakorn Klintong	Director	Not exceeding 700,000	Not exceeding 2.37
9.	Mr. Wirach Morakotkarn *	Director	Not exceeding 2,000,000	Not exceeding 6.78
Total:			Not exceeding 8,850,000	Not exceeding 30.00

According to the allocation of SABUY-ESOP 2, it appeared that Mr. Wirach Morakotkarn, who are Company's director, Company's Chief Commercial and Investment Officer and the chairman of executive director of Vending Plus Co., Ltd, would be allocated SABUY-ESOP 2 exceeding 5 per cent of the number of SABUY-ESOP 2 offered this time. The allocation of SABUY-ESOP 2 to Mr. Wirach Morakotkarn will, therefore, be subsequently proposed to the Meeting in Agenda 12.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2), not exceeding 29,500,000 units and the authorization to the Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person(s) designated by the Chief Executive Officer to have the authority to determine and change criteria, terms and conditions and other details of the warrants in all respects as deemed appropriate as proposed above.

Resolution The Meeting resolved to approve the issuance and offering of warrants to purchase newly issued ordinary shares for the directors and employees of the Company and its subsidiaries (SABUY-ESOP 2) in the amount of not more than 29,500,000 units (Twenty-Nine Million and five Hundred Thousand units). The exercise ratio of the warrants is one SABUY-ESOP 2 to one ordinary share (1:1), with a term of three years from the issue date and are exercisable at the exercise price of 7.75 per share and the authorization to the Board of Directors, or the person(s) designated by the Board of Directors, or the Chief Executive Officer, or the person(s) designated by the Chief

Executive Officer to have the authority to determine and change criteria, terms and conditions and other details of the warrants in all respects as deemed appropriate and in compliance with the applicable laws as proposed above. The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote without shareholders holding 10 per cent or more of the total number votes of the shareholders who attended the Meeting and cast their votes against the offering as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	423,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	423,067,703	100.00

Agenda 12. To consider and approve the allocation of warrants to the directors and employees of the Company and its subsidiaries (SABUY-ESOP 2) who will be allocated over 5 per cent of the total offered securities.

The Chairman delegated Mr. Saran Supaksaran, the Chairman of the Nomination and Remuneration Committee, to inform the Meeting of the details in this agenda. Mr. Saran informed the Meeting that as the Company will issue and offer warrants to purchase the Company's newly issued ordinary shares to the directors and employees of the Company and its subsidiaries (SABUY-ESOP 2) in the amount of not more than 29,500,000 units without offering value according to Agenda 11, the Nomination and Remuneration Committee has considered the names of directors and employees who would be allocated SABUY-ESOP 2 and found that 1 director and 1 employee of the Company would receive SABUY-ESOP 2 exceeding 5 per cent of the number of SABUY-ESOP 2 to be issued this time. The names of the said director and employee who will be allocated SABUY-ESOP 2 exceeding 5 per cent of the number of SABUY-ESOP 2 offered this time with relevant details are shown in the Summary of the Issuance and Offering of Warrants to Purchase Newly Issued Ordinary Shares of the Company to the Directors and Employees of Sabuy Technology Public Company Limited and its subsidiaries No. 2 (SABUY-ESOP 2), which has already been sent to shareholders together with the invitation letter to the Meeting. The preliminary details are as follows:

1. Mr. Wirach Morakotkarn, the Company's director, Company's Chief Commercial and Investment Officer and the chairman of executive Director of Vending Plus Co., Ltd, will be allocated no more than 2,000,000 units, representing the rate not exceeding 6.78 per cent of all SABUY-ESOP 2;



2. Mr. Santithon Bunchua, the Company's executive director and Company's chief executive officer of Innovation Technology division, will be allocated no more than 2,000,000 units, representing the rate not exceeding 6.78 per cent of all SABUY-ESOP 2.

Mr. Saran also informed the Meeting that the Nomination and Remuneration Committee which comprised the directors who will not be allocated more than 5 per cent of SABUY-ESOP 2 and the Board of Directors (excluding the directors who have interests in this agenda) have considered the reasons, necessity and benefits that the Company will obtain from the offering of the warrants to purchase newly issued ordinary shares to the said director and employee. The Nomination and Remuneration Committee and the Board of Directors, therefore, were of the opinion that Mr. Wirach Morakotkarn has qualifications, morality, knowledge, competence, expertise, experience which is beneficial to the business of the Company and subsidiaries at present and in the future, and that Mr. Santithon Bunchua is the key personnel who supports the Company's core business operation in the product development and various services which can respond to the future business expansion. In addition, the allocation of warrants to purchase the Company's newly issued ordinary shares is to provide a feeling of being a joint owner in the Company, which strengthens the determination and intention to jointly lead the Company towards prosperity in the future to achieve business goals and for the sustainable growth of the Company.

As the offering of SABUY-ESOP 2 this time is an offering for free of charge with the exercise price (per unit) of Baht 7.75 will not bring benefits to Mr. Wirach Morakotkarn and Mr. Santithon Bunchua due to the exercise price to purchase the shares is higher than the market price, on the premise of the pre-offering market price of Baht 5.19 per share, which is the weighted average price of shares for the past 7 consecutive business days prior to the date of the Board of Directors' approval of the change of the exercise price to purchase the newly issued ordinary shares of SABUY-ESOP 2.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to consider and approve the allocation of SABUY-ESOP 2 to 1) Mr. Wirach Morakotkarn and 2) Mr. Santithon Bunchua who will be allocated the SABUY-ESOP 2 exceeding 5 per cent of the number of SABUY-ESOP 2 to be issued and offered this time.

Resolution The Meeting resolved to approve the allocation of the SABUY-ESOP 2 to the directors and employees of the Company, namely 1) Mr. Wirach Morakotkarn and 2) Mr. Santithon Bunchua would receive the SABUY-ESOP 2 exceeding 5 per cent of the number of the SABUY-ESOP 2 to be issued and offered this time as proposed above. The SABUY-ESOP 2 were to each individual director and employee by the votes of not less than three-fourths of total number of votes of the shareholders who attended the Meeting and had the right to vote without shareholders

holding 5 per cent or more of the total number of votes of the shareholders who attended the Meeting and cast their votes against such allocation as follows:

1) Mr. Wirach Morakotkarn

Votes	Number of Votes	Equivalent to (Percentage)
Approved	747,867,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	747,867,703	100.00

2) Mr. Santithon Bunchua

Votes	Number of Votes	Equivalent to (Percentage)
Approved	740,827,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	740,827,703	100.00

Agenda 13. To consider and approve an increase of the Company's registered capital and allocation of newly issued ordinary shares to accommodate the exercise of the warrants.

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that Section 136 of the Public Limited Companies Act B.E. 2535 (1992) stipulates that the Company may increase its registered capital by issuing new shares which can be made when all shares have been sold and fully paid up or, in the case where shares have not fully been sold the remaining shares must be the shares to be issued for accommodation of convertible debentures or shares warrants.

At present, the Company has remaining unsold shares prior to the increase of its registered capital this time in the amount of 23,495,000 shares, which such remaining shares are the shares to be issued to accommodate the warrants to purchase the Company's newly issued ordinary shares that were issued to directors and employees of the Company and its subsidiaries (SABUY-ESOP1). Therefore, the Company can proceed with the capital increase this time in accordance with the provision of Section 136 of the Public Limited Companies Act B.E. 2535 (1992).



According to the fact that the Company has to issue and offer the warrants to purchase the Company's newly issued ordinary shares to existing shareholders in alignment with their shareholding proportion (Rights Offering) (SABUY-W1) and the warrants to purchase the newly issued ordinary shares of the Company for directors and employees of the Company and its subsidiaries (SABUY-ESOP 2), the Company needs to increase its registered capital to support the exercise of such warrants. Therefore, the Meeting has to approve the increase of the Company's registered capital and the allocation of newly issued ordinary shares to accommodate the exercise of the warrants. The details are as follows:

13.1 The increase of the Company's registered capital to accommodate the exercise of the warrants.

To increase the Company's registered capital by Bath 132,250,000 (One Hundred and Thirty-Two Million, Two Hundred and Fifty Thousand Baht Only) from the existing registered capital of Baht 1,050,000,000 (One Thousand and Fifty Million Baht) to the registered capital of Baht 1,182,250,000 (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand Baht Only) by issuing 132,250,000 (One Hundred and Thirty-Two Million, Two Hundred and Fifty Thousand) new ordinary shares at par value of Baht 1 (One Baht) for the accommodation of the exercise of SABUY-W1 and SABUY-ESOP 2.

13.2 The allocation of newly issued ordinary shares to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares issued to existing shareholders in proportion to their shareholdings (Rights Offering) (SABUY-W1).

To allocate newly issued ordinary shares of not more than 102,750,000 (One Hundred and Two Million, Seven Hundred and Fifty Thousand) shares to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares issued to existing shareholders in proportion to their shareholding (Rights Offering) (SABUY-W1).

13.3 The allocation of newly issued ordinary shares to accommodate to the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares to the directors and employees of the Company and its subsidiaries (SABUY-ESOP 2).

To allocate newly issued ordinary shares of not more than 29,500,000 (Twenty-Nine Million and Five Hundred Thousand) shares to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2).

As for the details on the offering and purpose of the capital increase and the plan to use the proceeds from the capital increase, including the impact on the shareholders, they appear in the Capital Increase Report Form (F53-4), which has already been sent to shareholders together with the invitation letter to the Meeting.



Mr. Chairat also informed the Meeting that the Board of Directors was of the opinion that the capital increase and the allocation of the newly issued ordinary shares to accommodate the aforementioned warrants are reasonable, beneficial to the Company and render positive effect on the business operation of the Company in the short and long term, that is, to strengthen the capital structure and financial position of the Company to support the expansion of the Company's business, leading the Company to have more profit from the business operation. It can also increase working capital for the operation of the Company and helps promote the financial liquidity of the Company for use in the business of the Company. The Board of Directors believed that when the business has sufficient working capital, the Company will be able to generate additional return for the business and able to create opportunity for new potential businesses. This will benefit shareholders in the future in the form of dividends if the results are profitable according to the target. In addition, the capital increase and the allocation of newly issued ordinary shares to accommodate the warrants will help the Company to be able to raise funds within a short time, which will help the Company be able to increase capital according to the target and to strengthen the capital structure and financial position of the Company to support the expansion of the Company's business to grow steadily and sustainably.

In addition, in comparison with the capital increase by means of a public offering, it takes quite a long time to prepare and requires permission from the relevant authorities. Therefore, the Board of Directors has considered that the issuance and offering of newly issued ordinary shares to accommodate the issuance and offering of SABUY-W1 and SABUY-ESOP 2 is a suitable fundraising approach and in line with the objectives of this capital increase, which will enable the Company to obtain the required amount of funds in a short time. In addition, it can reduce the risk of funding that may arise from the current volatile economic environment.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, proposed to the Meeting to consider and approve the increase of the Company's registered capital, the allocation of newly issued ordinary shares to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares, issued to existing shareholders in proportion to their shareholding (Rights Offering) (SABUY-W1) and the allocation of newly issued ordinary shares to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2) as aforementioned details.

Resolution 13.1 The Meeting resolved to approve the increase of the Company's registered capital by Baht 132,250,000 (One Hundred and Thirty-Two Million, Two Hundred and Fifty Thousand Baht Only) by issuing 132,250,000 (One Hundred and Thirty-Two Million, Two Hundred and Fifty Thousand) new ordinary shares at par value of Baht 1 (One Baht) for the accommodation of the exercise of

the SABUY-W1 and SABUY-ESOP 2 by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

13.2 The Meeting resolved to approve the allocation of newly issued ordinary shares of not more than 102,750,000 shares (One Hundred and Two Million, Seven Hundred and Fifty Thousand shares) to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares issued to existing shareholders in proportion to their shareholding (Rights Offering) (SABUY-W1) by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

13.3 The Meeting resolved to approve the allocation of newly issued ordinary shares of not more than 29,500,000 shares (Twenty-Nine Million and Five Hundred Thousand shares) to accommodate the exercise of rights to purchase the ordinary shares according to the warrants to purchase the Company's newly issued ordinary shares that have been issued to directors and employees of the Company and its subsidiaries (SABUY-ESOP 2) by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote without shareholders holding 10 per cent or more of the total number of votes of the shareholders who attended the Meeting and cast their votes against such allocation as follows:



Votes	Number of Votes	Equivalent to (Percentage)
Approved	423,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	423,067,703	100.00

Agenda 14. To consider and approve the amendment of Article 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of registered capital.

The Chairman delegated Mr. Chairat Suwan, Company Secretary, to inform the Meeting of the details in this agenda. Mr. Chairat informed the Meeting that as a result of consideration and approval to increase the Company's registered capital in the amount of Baht 132,250,000 (One Hundred and Thirty-Two Million, Two Hundred and Fifty Thousand Baht Only) from the existing registered capital of Baht 1,050,000,000 (One Thousand and Fifty Million Baht), to the registered capital of Baht 1,182,250,000 (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand Baht Only) at par value of Baht 1 (One Baht) per share. It is necessary to amend the Memorandum of Association Article 4 regarding the registered capital to be consistent with the increase in the registered capital of the Company by cancelling the existing provisions and replacing it with the following:

"Article 4 The registered capital of Baht 1,182,250,000 (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand Baht)

Divided into 1,182,250,000 shares (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand shares)

Par value Baht 1 (One Baht)

Separated into

Ordinary shares 1,182,250,000 shares (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand shares)

Preferred shares - shares (-)"

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions. There were no shareholders or proxies asking additional questions or expressing



additional opinions. The Chairman, therefore, proposed to the Meeting to consider and approve the amendment to Article 4 the Company's Memorandum of Association regarding the registered capital to be in line with the increase of registered capital.

Resolution The Meeting resolved to approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to be in consistent with the increase of registered capital of the Company by cancelling the existing provisions and replacing it with the following:

"Article 4 The registered capital of Baht 1,182,250,000 (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand Baht)

Divided into 1,182,250,000 shares (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand shares)

Par value Baht 1 (One Baht)

Separated into

Ordinary shares 1,182,250,000 shares (One Thousand One Hundred and Eighty-Two Million, Two Hundred and Fifty Thousand shares)

Preferred shares - shares (-)"

The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and had the right to vote as follows:

Votes	Number of Votes	Equivalent to (Percentage)
Approved	748,067,703	100.00
Disapproved	-	0.00
Abstained	-	0.00
Total	748,067,703	100.00

Agenda 15. To consider other matters (if any)

The Chairman informed the Meeting that this agenda is for providing an opportunity for the shareholders to raise questions or inquiries and/or to provide useful suggestions to the Board of Directors and/or for the directors to clarify various inquiries or concerns.

In the Meeting, Mr. Piyapong Prasaththong, a shareholder, inquired the Company via Electronic Channel as follows.

1. The shareholders asked whether the Company will participate in the Collective Action Coalition Against Corruption (CAC).

The Chairman delegated Mr. Saran Supaksaran, Independent Director, to answer the shareholder's inquiry. Mr. Saran clarified that the Company has already implemented anti-corruption in several aspects of the Company's normal business operation. The declaration for participation in the CAC will also be another aspect to proceed which the Company will propose to the meeting of the Board of Directors for consideration of various elements such as interested person in the business etc.

2. As the Company operates the business in connection with the information technology related to the daily living, such as top up machines, vending machines, electronic payment development, therefore, I would like to ask whether the Company has developed the top up machines and the vending machines to be in line with the development of electronic payments such as QR Codes, Debit Cards and Credit Cards in addition to Cash Payment, in order to be in consistence with the current situations such as COVID-19.

The Chairman delegated Mr. Wirach Morakotkarn, Director, to respond to the inquiry. Mr. Wirach informed the shareholder that the Company has intended to develop its business in this area prior to the Covid-19 pandemic, especially in the Electronic Payment system. The Covid-19 outbreak has changed the consumer behavior to align with electronic payments.

3. As the Company moved from mai to SET, I would like to ask how this contribute to the business operation.

The Chairman delegated Mr. Wirach Morakotkarn, Director, to respond to the inquiry. Mr. Wirach informed the shareholder that the move from mai to SET will allow the Company to access to the pool of investors and institutions with limitation in term of investment which will enable the Company to have a better access to funding sources.

Miss. Supeeranut Kaveewat, a shareholder, inquired the Company via Electronic Channel as follows: "I would like to ask the Company about sales targets, growth, growth plan and future investment budget."



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

The Chairman delegated Mr. Chookiat Rujanapompajee, Chief Executive Officer, to respond the inquiry. Mr. Chookiat informed the shareholder that the Company's target for 2021 is expected to grow by 20-25 per cent from the previous year with an investment budget of Baht 800 million. The growth plan will make it more accessible to everyone and all the Company's products will reach more customers. In the second half of this year and next year, the Company will launch new businesses to meet more needs of the customers.

The Chairman asked the Meeting if there was any shareholder or proxy who wished to raise any questions or express any opinions to the Board of Directors. There were no shareholders or proxies asking additional questions or expressing additional opinions. The Chairman, therefore, declared the Meeting adjourned.

The Meeting was adjourned at 4.15 p.m.

Signed.....Chairman of the Board of Director
(Mr.Chakkrit Parapuntakul)

Signed.....
(Mr. Chairat Suwan)
Company Secretary
Minutes Recorder