

Opinions of the Board of Directors

The Board of Directors has considered that minutes of the 1/2021 Extraordinary General Meeting of Shareholders was recorded correctly and completely and deemed appropriate to propose to the EGM 2/2021 for approval of the minutes of the 1/2021 Extraordinary General Meeting of Shareholders.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

The proposal of the hereinafter agendas to the Extraordinary General Meeting of Shareholders No.2/2021 of the Company is subject to the following conditions:

- (1) Since Agenda 2 to 4 are related and mutually conditioned. Therefore, in considering and approving Agenda 2 to 4 as mentioned above, if there is any related agenda which is not approved by the shareholders' meeting, other agendas which are related and it is a mutual condition that has been approved, deem to be cancelled. Besides, no other related agendas shall be considered with the agenda that was not approved by the shareholders' meeting.
- (2) Even though the shareholders' meeting has approved Agenda 2 to 4, the Company will enter into such transactions only when Platt Finserve Company Limited ("PFS") able to proceed according to the conditions specified in the Share Purchase Agreement between the Company and Cash Machine Capital Company Limited ("CMC") as follows:
 - 1) The Agreement between Counter Service Company Limited ("CS") and PFS must clearly specify the number of CDM (CDM Terminal: Cash Recycling Machine, which is a machine for depositing, withdrawing, transferring and bill payments) 10,000 cabinets with a monthly Roll Out schedule. If CS and/or Platt Nera Company Limited ("PNR") reduce the number of CDM, there should be compensation for missing revenue for PFS.
 - 2) PFS must negotiate with PNR as an installation and maintenance service provider. There are representations and warranties (Undertake) for the CDM installation. PNR will pay the penalty for the delay in installing the CDM and compensate for the lost revenue from the delay in installation.
 - 3) PFS must negotiate with PNR as an installation and maintenance service provider. There are representations and warranties (Undertake) for CDM downtime, where PNR will compensate the penalty that PFS has to pay to CS and average transaction revenue during the downtime period.
 - 4) Check the appropriateness of CDM Installation Cost and/or CDM M&A Cost to be as agreed by both parties.
 - 5) Before the Company investment, PFS increased its registered capital to THB 200,000,000 to serve as working capital and to support financial institutions' long-term loans.

- 6) PFS will cooperate in the preparation of information for the financial statement close process and other information related to the preparation of quarterly and annual financial statements and the preparation of the consolidated financial statements of the group of the company.
- 7) PFS must obtain a loan agreement with the terms according to PFS has informed the company to support the purchase of CDM and invest in the development of related systems.

Agenda 2 To consider and approve the increase of the Company's registered capital

Facts and Reasons

Currently, the Company has registered capital in the amount of THB 1,292,250,000 as Paid-up capital is THB 1,136,505,000 divided into 1,136,505,000 shares with a par value of THB 1. The unissued shares of the Company as 115,745,000 shares which are allocated to support the exercise of rights of Share Warrants to purchase newly issued ordinary shares of the Company as follows:

- 1) Share warrant to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited which issued for directors and employees of the Company and its subsidiaries No.1 (SABUY-WA) 23,495,000 shares.
- 2) Share warrant to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited which issued for directors and employees of the Company and its subsidiaries No.2 (SABUY-WB) 29,500,000 shares and
- 3) Share warrant of SABUY-W1 102,750,000 shares.

Because the Company plans to invest in Platt Finserve Company Limited ("PFS") to create business synergy by bringing the strengths of PFS, who has contracted to install 10,000 CDM for a period of 10 years with Counter Service Company Limited ("CS"), and the company will have an additional source of income, which is rental income from the installation of CDM (Rental Revenue) and fees from using the CDM service (Transaction Revenue) from CS, and PFS will hire Platt Nera Company Limited ("PNR") to install, operate and maintain ATMs and ATM Switching systems.

The Company shall invest by purchasing the ordinary shares of PFS from Cash Machine Capital Company Limited ("CMC") which is the former shareholder of PFS, in the proportion not exceeding 50 percent of the registered capital of PFS and the total value shall not exceed THB 1,130,000,000. the Company shall pay for the purchase of ordinary shares of PFS to CMC in cash of THB 360,000,000 and the rest of THB 770,000,000 shall be paid in the Company's newly issued ordinary shares of 70,000,000 shares with a par value of THB 1 per share.

Therefore, to support such investment plan and to accommodate the effect on warrants holders, the Company wishes to increase the registered capital of the company by THB 73,161,624 from the original registered capital of THB 1,292,250,000, a new registered capital of THB 1,365,411,624 by issuing 73,161,624 new ordinary shares with a par value of THB 1 per share.

Opinions of the Board of Directors

The Board of Directors has considered and approved the Company to increase the registered capital as proposed in all respects and deemed to propose to the 2/2021 Extraordinary General Meeting of shareholders to consider and approve the increase of the Company's registered capital in the amount of THB 73,161,624 from the original registered capital of THB 1,292,250,000 to THB 1,365,411,624 by issuing 73,161,624 new ordinary shares with a par value of THB 1 to accommodate the investment plan in PFS to expand the Company's business in being a provider of CDM and related systems and generate income from rental , installation fees and fees from using the CDM service and to support the exercise of warrants.

Nevertheless, the Company is not required to decrease the registered capital before proceeding to increase the registered capital according to Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("**Public Limited Companies Act**") since the unissued shares of the Company are shares issued to support Share warrants.

Details of the increase of capital appear in the Capital Increase Form (F53-4), **Attachment (2)**

Vote to Pass Resolution

This agenda must pass a resolution of approval with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote.

Agenda 3 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

Facts and Reasons

Referring to Agenda 2 as the Company proposes to increase the Company's registered capital in the amount of THB 73,161,624 from the original registered capital of THB 1,292,250,000 to THB 1,365,411,624 by issuing 73,161,624 new ordinary shares with a par value of THB 1. According to the Public Companies Act and Article 19, 46 (2) (D) and 50 of the Company's Article of Association stipulates that the Company must proceed 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 by any amendment to the Memorandum of Association must be considered and approved by the shareholders meeting.

Opinions of the Board of Directors

The Board of Directors has considered and deemed to propose to the 2/2021 of Extraordinary General Meeting of shareholders 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 as details as follows:



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

"Clause 4. Registered Capital	1,365,411,624 THB	(One billion three hundred sixty-five million four hundred eleven thousand six hundred twenty-four Baht)
Divided into	1,365,411,624 Shares	(One billion three hundred sixty-five million four hundred eleven thousand six hundred twenty-four Shares)
Par Value	1 THB	(One baht)
Separated into:		
Ordinary Share	1,365,411,624 Shares	(One billion three hundred sixty-five million four hundred eleven thousand six hundred twenty-four Shares)
Preference Shares	- Shares	(-)"

In addition, the Board of Directors has considered and deemed to assign the person assigned by the Board of Directors to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, has authority to amend and replenish words in order to comply with the registrar's orders.

Vote to Pass Resolution

This agenda must pass a resolution of approval with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote.

Agenda 4 To consider and approve the allocation of newly issued ordinary shares

Facts and Reasons

Referring to agenda 2 as the Company considers and approves to increase the Company's registered capital in the amount of THB 73,161,624 from the original registered capital of THB 1,292,250,000 to THB 1,365,411,624 by issuing 73,161,624 new ordinary shares with a par value of THB 1. The Company intends to issue and allocate the increase newly issued shares as follows;

- (1) The issuance and allocation of 70,000,000 newly issued shares with a par value of THB 1 at the offering price of THB 11 per share, totaling THB 770,000,000 to specific person (Private Placement) is CMC, which is not a connected person of the Company.
- (2) The issuance and allocation of 1,075,799 newly issued ordinary shares with a par value of THB 1 per share to support the adjustment of warrants to purchase newly issued ordinary

shares of Sabuy Technology Public Company Limited issued to directors and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB).

- (3) The issuance and allocation of 2,085,825 newly issued ordinary shares with a par value of THB 1 per share to support the adjustment of warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1).

The issuance and allocation of newly issued ordinary shares to CMC is a private placement offering, which the Company's shareholders' meeting will resolve to determine the offering price. clearly sold at the offering price of 11.00 baht per share, which is the offering price that is not less than 90 percent of the market price of the Company's shares according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placements ("**Notifications Tor Chor 72/2558**"), and must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote. In addition, although the Company has been approved by the shareholders' meeting for the offering and allocation of the Company's newly issued ordinary shares, the Company must be approved by the Office of SEC as prescribed in the Notification Tor Chor 72/2558 prior to the offering and allocation of the Company's newly issued ordinary shares.

In this regard, the market price for the issuance of newly issued ordinary shares to be allocated to CMC is calculated from the weighted average price of the Company's ordinary shares in the SET for the past 15 days before the date that the Board of Directors has a resolution to propose to the shareholders' meeting of the Company in order to consider and approve the issuance and allocation of the Company's newly-issued ordinary shares to CMC, which is a private placement, between 15 October 2021 to 5 November 2021 with a price of 10.98 baht (information from SETSMART at www.setsmart.com)

In addition, since the offering price of newly issued ordinary shares to CMC and is lower than 90 percent of the market price (weighted average price (closing price or average price of trading) for the past 15 consecutive business days prior to the first day of the share offering) The Company is obliged to prohibit CMC from selling all such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares begin trading on the SET (Silent Period). After the date that the newly issued ordinary shares of such companies start trading on the Stock Exchange of after a period of 6 months, CMC will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for the Acceptance of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities 2015, dated 11 May 2015 (and as amended).

Nevertheless, should the offer price of newly issued shares to CMC is lower than 90 per cent of market price or the Company, it will affect the right of warrants holders of the Company, namely Share warrant to purchase newly issued shares of Sabuy Tecnology Public Company Limited which issued for directors and

employees of the Company and its subsidiaries No. (SABUY-WA) and No.2 (SABUY-WB) and Share warrant of Sabuy Technology Public Company Limited (SABUY-W1) . If at the date of allocation shares results in the Company having to adjust the right to the above warrant according to the right, the Company will expedite the proposal to shareholders meeting to increase the registered capital and allocate newly issued shares to support the adjustment of such rights.

The details of the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appear in the Information Memorandum on the Allocation of the Newly Issued Ordinary Shares to the Specific Investors (Private Placement) **Attachment 3.**

In addition, it is proposed to the shareholders meeting to consider assigning the Chief Executive Officer to have authority to stipulate other relevant details regarding the aforementioned issuance and allocation of newly issued shares, such as:

- (1) The allocation of newly issued shares to specific person (Private Placement) one time or from time to time, determination of offering period, payment of shares as well as other conditions and details related to the allocation of the newly issued shares;
- (2) The allocation of newly issued ordinary shares to support the adjustment of warrants to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited issued to directors and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB) and warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1)
- (3) Entering into negotiation, making agreements and signing various documents and contracts in relation to the allocation of newly issued shares, including carry out various matters in connection with the allocation of newly issued shares; and
- (4) Signing application and the necessary evidence that related to the allocation of newly issued shares. Also, liaise with relevant government bodies to filing application, documents or evidences and listing the Company's newly issued shares on SET. As well as, has the authority to perform any other necessary matters in connection with the allocation of such newly issued shares.

Opinions of the Board of Directors

The Board of Directors has considered and deemed that appropriate to propose to the EGM 2/2021 to consider and approve the issuance and allocation newly issued shares in the amount of 73,161,624 shares with a par value of THB 1 at the offering price of THB 11 per share to specific person (Private Placement) who is not related to the Company, namely, CMC.

In this regard, the offering of newly issued shares to specific person (Private Placement) namely CMC at the offering price THB 11 per share, totaling THB 770,000,000. the Board of Directors deemed that to accommodate the investment in PFS and create business synergy by bringing the strengths of PFS to produce

new investments and generate income from rental, installation fees and fees from using the CDM service. Besides, if the Company raises funds by other means instead of the increase of capital such as taking on loans, may cause the Company to have more loan burden. Therefore, the increase of capital and the offering of newly issued shares for specific person (Private Placement) will be the source of the company's funds to investment in PFS.

Additionally, the Company has set the offering price of the newly issued shares in the amount of 70,000,000 shares with the price of THB 11 per share which is the price from negotiation between the Company and CMC, the offering price is regarded as not lower than 90 per cent of market price according to the notification TorJor. 72/2558.

Considering the rationale, necessity and benefits that the Company shall receive from the issuance and allocation of newly issued shares to specific person (Private Placement) as mentioned above, the Board of Directors, therefore, approved the issuance and allocation of newly issued shares for CMC by opining that the allocation of newly issued shares for specific person and the offering price are appropriate and for the best interest of the shareholders.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider other matters (if any)

This agenda is for providing an opportunity for the shareholders to ask questions and/or to provide useful suggestions to the Board of Directors and/or for the directors to clarify their inquiries or concerns (if any).

Therefore, all shareholders are cordially invited to attend the EGM 2/2021 of Shareholders on Wednesday, December 15, 2021 at 2.00 p.m. via the Electronic Meeting only by broadcasting live from the meeting room, on the 2nd floor of the Company's office No. 230 Bang khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang khun Tian District, Bangkok 10150 in unison. There is a map of the venue, broadcasting live of the EGM 2/2021 of shareholders via the Electronic Meeting. Details are shown in **Attachment (8)**. In the event that the Company may amend the method of holding the meeting or the date, time and place of the meeting and cannot notify the shareholders in advance according to the time specified by laws, the Company will disclose such changes through the information disclosure system of SET and/or on the Company's website, including other channels for shareholders to know in advance.

Due to the situation of the coronavirus 2019 outbreak (COVID-19) and the situation has not yet turned to normalcy, the Company hereby asks for cooperation from all shareholders to consider using the method of

granting an Independent Director's proxy or attending the Electronic Meeting by yourself or authorizing proxy to attend the Electronic Meeting.

For the shareholders who wish to attend the Electronic Meeting by yourself or by appointing proxy to attend the meeting, such shareholders can notify their wish to attend the meeting by requesting to attend the meeting via 2 two following.

- 1) Via E-mail or post. The shareholders can submit the registration form to attend the EGM 2/2021 and all identification documents as specified in **Attachment (5)** to the Company within, December 9, 2021 by sending to
 - E-mail: IR@sabuytech.com or
 - By registered mail to:

"Company Secretary"

Sabuy Technology Public Company Limited

230 Bang Khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang Khun Tian District,
Bangkok 10150

Please fill in information and sign the registration form to attend the EGM 2/2021 by clearly specifying all information such as E-mail and mobile phone number as well as attach all documents and sign the documents as required.

- 2) Via Website or QR Code, by the Web Browser: Chrome, with the details below and please correctly and completely specify all information and attach all documents and sign the documents as required.

Scan QR Code	Visit Link
	https://sabuy.thekoble.com/agm/emeeting/index/1

The attendance request system will be available from December 1, 2021. In this regard, shareholders can learn more about the guidelines to notify the intention to attend Electronic Meeting in **Attachment (5)**.

Once you request to attend the meeting via the Electronic Meeting, your registration document will be verified to confirm your identity. When the Company has verified the information completely and correctly according to the list of shareholders who have the right to attend the meeting from the book closing information, shareholders and/or proxies will receive a link for attending the meeting and Electronic Meeting manual 2 days prior to the date of the meeting, which will be sent to the E-mail you provided to the Company. Please study about the guidelines for attending Electronic Meeting which the details of which are in **Attachment (5)**.

If any of the shareholders are unable to attend the EGM 2/2021 via Electronic Meeting or does not wish to appoint proxy to attend this Electronic Meeting, the shareholder can appoint an independent director of the Company as proxy, the list of names and details are shown in **Attachment (7)**, to attend the meeting and vote on behalf of the shareholder. In this regard, the shareholders are not required to fill in and sign the registration form to attend the EGM 2/2021. The shareholders are requested to submit the identification document specified in **Attachment (5)**, and Proxy Form in, **Attachment (6)**, to the Company within December 13, 2021 by sending to

- E-mail: IR@sabuytech.com or
- By registered mail to:

“Company Secretary” Sabuy Technology Public Company Limited 230 Bang Khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang Khun Tian District, Bangkok 10150

In the case of appointing proxy, the shareholders are required to fill in either Proxy Form A or B. And for foreign shareholders who have appointed Custodian to keep their shares in the custody, please fill in Proxy Form C the detail of which are presented in accordance with **Attachment (6)**. Please affix stamp duty of THB 20 and present documents or evidence showing a shareholder or a representative of the shareholder entitled to attend the meeting specified in the supporting documents in **Attachment (5)**. In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until December 14, 2021 (one day before the meeting date) until 5.00 p.m.

Shareholders can submit recommendations or questions in advance of the 1/2021 Extraordinary General Meeting of Shareholders via the following channels:

- E-mail: IR@sabuytech.com or
- By registered mail to:

“Company Secretary” Sabuy Technology Public Company Limited 230 Bang Khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang Khun Tian District, Bangkok 10150

The Company has set November 23, 2021 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.



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

The Company hereby requests the cooperation of shareholders and/or proxies to study the terms and conditions, prepare documents to register for the Electronic Meeting, as well as study how to vote according to **Attachment (5)** in order to effectively attend the Electronic Meeting of the EGM 2/2021.

Faithfully yours,

Sign.....

(Mr. Chakkrit Parapuntakul)

Chairman of the Board of Directors



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

The Extraordinary General Meeting No.1/2021

Sabuy Technology Public Company Limited

Date/ Time/ Place

In the Extraordinary General Meeting No. 1/2021 of Sabuy Technology Public Company Limited (the "**Company**") which held on August 27, 2021 at 14.00 pm. via Electronic Meeting only. The meeting of the 1/2021 EGM broadcasted live from the meeting room on the 2nd floor of the Company's office, located at No. 230, Bang KhunTian-Chai Thalae Road, Samae Dam Sub-district, Bang Khun Tian District, Bangkok 10150.

List of Directors attended the meeting

- | | |
|--------------------------------|---|
| 1) Mr.Chakkrit Parapuntakul | Chairman of the Board of Directors/ Independent Director /Chairman of Audit Committee |
| 2) Mr.Woravit Chailimpamontri | Vice Chairman |
| 3) Mr.Saran Supaksaran | Independent Director / Audit Committee |
| 4) Mrs.Umawadee Rattana-udom | Independent Director / Audit Committee |
| 5) Mr.Chookiat Rujanapornpajee | Chief Executive Officer / Director |
| 6) Mr.Wirach Morakotkarn | Director |
| 7) Mr.Wachirathorn Kongsuk | Director |
| 8) Mr.Songpol Chevapanyaroj | Director |

List of the Executives attended the meeting

- | | |
|--------------------------------|---|
| 1) Mr.Narongchai Wongtanawimot | Chief Executive Officer of Accounting and Finance |
| 2) Mr.Anupat Srisuwanchai | Commercial and Investment Manager |
| 3) Miss Duangruthai Sriwarom | Company Secretary |

List of Lawyers from MSC International Law Office Company Limited attended the meeting

- | | |
|----------------------------|------------------------------------|
| 1) Mrs.Sawita Suwansawat | Founder and the Executive Director |
| 2) Mr. Atis Kantakamalakul | Lawyer |

List of Independent Financial Advisors from Corporate Service International Limited attended the meeting

- 1) Mrs. Julaporn Namchaisiri
- 2) Mr. Adulpon Jaruketnan

The meeting started at 14.00 pm.

Before the meeting started, Mrs. Sawita Suwansawat, as the moderator of the meeting (“**The Meeting Moderator**”) stated to the Shareholders' Meeting that due to the epidemic situation of the Coronavirus disease 2019 (COVID-19) which is a dangerous communicable disease according to the Communicable Diseases Act B.E. 2558 (2015) that has a new wave of epidemic and has not returned to the normal situation. Therefore, the Company is extremely aware and concerned about the health and safety of the shareholders and those who participated in the meeting. In order to comply with the Royal Decree on Electronic Meetings B.E. 2563 (2020) announced on April 18, 2020, the Company has implemented an electronic system for organizing the Extraordinary General Meeting of Shareholders No. 1/2021 (“**1/2021 EGM**”) to facilitate Convenient to request to attend the meeting, attendance, voting, answering questions, and the vote counting is legal and can be verified. The Company has sent the user manual for attending the Shareholders' Meeting via electronic system to the shareholders in advance together with the meeting invitation letter.

The Meeting Moderator provided details about the meeting agenda, asking questions, expressing opinions or suggestions, voting method and vote counting method including the details of the meeting via electronic system (Electronic Meeting) in 1/2021 EGM to the Shareholders' Meeting are informed as follows:

1. **The meeting agenda, asking questions, expressing opinions or suggestions**

This Shareholders' Meeting, the Company consider the agenda according to the order specified in the invitation letter and there will be no alternating agenda. The Company present information supporting each agenda and during the meeting, the shareholders or proxies shall be given an opportunity to ask questions on related agendas. Any shareholder or proxy who wishes to ask questions, comments or suggestions can be done in two ways:

- 1) Message communication (Chat) by pressing the Chat tool button and the meeting attendees type their names, surnames and details whether they are shareholders attending the meeting by themselves or as proxies. After that, press Enter to send the message.
- 2) The audio system by pressing the Raise Hand button and turning on the microphone on your device. When receiving a signal from the system operator to communicate. The Attendees must inform the meeting with their names and surnames and whether they are shareholders attending the

meeting in person or as a proxy to the meeting before asking questions, comment or suggest. When the inquiry is finished, press the Lower Hand button to put your hand down and please turn off the microphone after the conversation is finished every time.

After that, the Company will have a resolution to vote in each agenda, whereby the directors and/or the related executives will answer questions of the shareholders or proxies in each agenda after all information has been presented in each agenda.

For any shareholder who has sent an inquiry, gave opinions or sent advice in advance to the company before the meeting date. The Company will answer questions or clarify to the shareholders who inquired in each agenda after the information has been completely presented in each agenda as well.

2. Voting and vote counting methods for each agenda

2.1 The Shareholders or proxies have votes equal to the number of shares held by the shareholders or equal to the number of shares granted by the proxy. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.

2.2 Voting on each agenda will be done openly through electronic voting system (E-Voting) by counting one share per one vote. The shareholders or proxies have to vote only for one thing, i.e., agree, disagree or abstain, and unable to divide the vote into some parts, except for the vote of the Custodian. The Company will use the method of deducting the disapproved and abstained votes out of the total number of votes of shareholders attending the meeting and the rest of the votes will be considered as the votes of approval in that agenda.

2.3 For the case of proxy, if the proxy has already voted in advance, the officers will count the votes according to the wishes of the proxy. Therefore, the proxy is not required to vote at the meeting. However, if the proxy does not specify the intention to vote in any agenda, or not clearly stated or in the case where the meeting has considered or voted on any matter other than those stated in the proxy, including any changes or additions of facts. The proxy will have the right to consider and vote for that agenda as deems appropriate.

2.4 Voting via electronic system (E-voting) can only be done by pressing one of the buttons that wish to vote. There are 3 buttons that appear on the screen of the shareholders or proxies which are 1. Agree 2. Disagree 3. Abstain.

2.5 If the shareholders or proxies do not vote, the Company will assume that the shareholders or proxies agree with that agenda and the voting can be changed until there is a notification to close the voting on that agenda.

2.6 The Shareholders and proxies have 1 minute to vote after the opening of voting is announced for each agenda. When pressed to select a vote, the system will ask again that confirm to vote or not, then press OK button to confirm the vote. However, if the attendees wish to change their voting, they can do by pressing to select a new score again and when the notification of voting for each agenda has been closed, the attendees will not be able to vote or change their vote. After that, the voting results of that agenda will be announced to the Shareholders' Meeting for acknowledgment and the meeting moderator will inform the meeting and the shareholders of the vote counting results in every agenda before the meeting ended by dividing into the votes of agreeing, disagreeing, and abstaining.

2.7 For counting of the voting results according to the agenda set in this Extraordinary General Meeting of Shareholders can be divided into 2 types as stipulated in the Public Limited Companies Act 1992 (including any amendments thereto) (**“Public Company Limited Act”**) and the Company's Articles of Association are as follows:

1) Agenda items that must be approved by a majority vote of the total votes of the shareholders attending the meeting and casting vote, namely Agenda item 1 and 2.3, in which the Company will calculate the vote base by considering only the votes of the shareholders who voted at the meeting by voting only to agree and disagree without including the votes of the shareholders who abstained.

2) Agenda items that must be approved by a vote of not less than three-fourths of the total number of votes of the Shareholders attending the meeting and entitled to vote, namely Agenda item 2.1, 2.2 and 2.4, in which the Company will calculate the vote based on the votes of the shareholders attend the meeting and having the right to vote.

In this regard, the proposal of various agendas to the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company is subject to the following conditions:

(1) Due to Agenda item 2.1 to Agenda item 2.4 are related agendas and are mutually conditioned. Therefore, in considering and approving Agenda item 2.1 to Agenda item 2.4 as mentioned, if there is any related agenda was not approved by the Shareholders' Meeting. Other agendas which are related and mutually conditioned that has been approved will be cancelled, and no other related agenda will be considered which are mutually conditioned with the agenda which was not approved by the Shareholders' Meeting.

(2) Even though the Shareholders' Meeting has approved Agenda item 2.1 to Agenda item 2.4 as mentioned. The Company will enter into such transactions only when TBSP Public Company Limited (**“TBSP”**) restructures the Company. The remaining assets and liabilities related to the plastic card business which is in accordance with the agreement between the Company and TBSP and the result of financial status, assets and liabilities in TBSP from the restructuring of TBSP is satisfaction of the Company including the meeting of the Board of Directors of T.K.S. Technology Public Company

Limited (“**TKS**”) has approved various transactions related to the purchase of newly issued ordinary shares of the Company and in the case that the Company will invest by purchasing ordinary shares of TBSP from TKS, and the Board of Directors' meeting of TBSP and the shareholders' meeting of TBSP (as the case may be) has resolved to approve various transactions related to the case where TBSP will sell the ordinary shares of TBSP's subsidiary to TKS and in the case that the Company will sell Shares of Vending Plus Company Limited (“**VDP**”) to TBSP.

In order to comply with the Emergency Decree on Electronic Meetings B.E. 2020 and the announcement of the Ministry of Digital Economy and Society Re: Standards for Security of Meetings via Electronic Media B.E. 2020, the Company will collect data or evidence related to electronic meetings, both audio data or sound and image and electronic traffic information including other information arising from the meeting.

The Extraordinary General Meeting of Shareholders No. 1/2021, there are 5 shareholders in person attended the meeting via electronic system (Electronic Meeting) and by proxy 31 persons. The total of 36 shareholders, or equivalent to a total of 767,022,704 shares or equivalent to 74.7218 percent of the total number of sold shares of 1,026,505,000 shares which constitute a quorum as stipulated in Article 42 of the Company's Articles of Association. This meeting of shareholders, the Company has invited a legal advisor from MSC International Law Office Company Limited to act as a validator of the proxy, quorum counting and vote counting in the meeting.

Mr. Chakkrit Paraphanthakul, Chairman of the Board of Directors acting as the chairman of the meeting (the “**Chairman**”) gave an opening speech of the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic system (Electronic Meeting) and proposed to the Shareholders' Meeting to consider the following agenda:

Agenda item 1 To consider and certify the minutes of the Annual General Meeting of Shareholders of 2021

The Chairman proposed the meeting to consider and certify the minutes of the Annual General Meeting of Shareholders of 2021 which was held on April 20, 2021. The Board of Directors has considered that the minutes of the meeting have been recorded accurately and completely and deems appropriate to propose to the Annual General Meeting of Shareholders to consider and certify such minutes of the meeting. The details are shown in **Enclosure (1)** which the Company has sent to the shareholders together with the invitation letter in advance.

The Chairman asked the meeting whether any shareholders or proxies wished to ask questions or express opinions. When it appeared that no shareholders or proxies had any questions or expressed opinions on the minutes of the meeting. The Chairman then proposed the meeting to pass a resolution certifying the Minutes of the Annual General Meeting of Shareholders of 2021.

This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and casting votes.

Resolution The meeting considered and approved the Minutes of the Annual General Meeting of Shareholders of 2021 held on April 20, 2021 with details as proposed by the Chairman with the following votes:

Voting	Score (Votes)	Percentage
Approve	767,022,704	100
Disapprove	0	0
Abstain	0	-
Total	767,022,704	100

Agenda item 2 To consider and approve to invest in TBSP Public Company Limited

The Chairman assigned Mr. Anupat Srisuwanchai ("**Mr. Anupat**") to report to the meeting. Mr. Anupat explained to the meeting that according to the Company intends to invest in TBSP in order to create business synergy between Plastic Card Unit, a business unit under TBSP, and customer base under the Company Group's Ecosystem. The Company shall invest by purchasing the ordinary shares of TBSP from TKS in the amount of 150,061,118 or equivalent to 73.48 percent of the shares sold of TBSP at the total investment value of THB 2,005,022,000.

In addition, the Company intends to proceed the dispose the shares of VDP, a subsidiary of the Company, which the Company holds 2,583,720 shares or equivalent to 86.12 percent of the total number of shares sold of VDP to TBSP at the total value of THB 1,020,522,000.

In investing in TBSP by purchasing the ordinary shares in TBSP and the disposal of VDP's ordinary shares to TBSP as mentioned, the Company shall enter into the transaction only by the time that

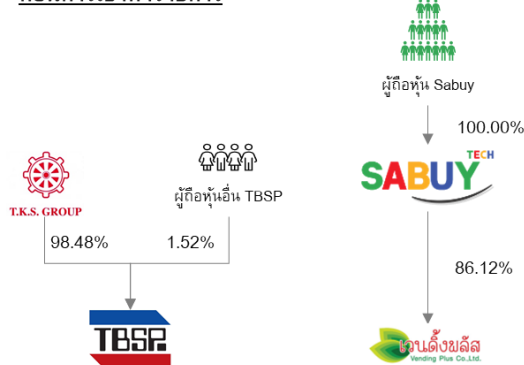
- 1) The Shareholders' Meeting of the Company has a resolution to approve the Company to increase capital
- 2) The Shareholders' Meeting of the Company has a resolution to approve the Company to invest by purchasing TBSP's ordinary shares.
- 3) The Board of Directors' Meeting of the Company has a resolution to approve the Company to sell VDP's shares to TBSP.

- 4) TBSP has restructured its structure to retain only assets and liabilities related to the plastic card business which is as agreed between the Company and TBSP.
- 5) The Due Diligence of TBSP's financial status, assets, and liabilities as a result of the restructuring in 4) was satisfactory to the Company.
- 6) The Board of Directors' meeting of TKS have resolved to approve all transactions related to the acquisition of newly issued ordinary shares of the Company and the Company's investment by purchasing TBSP's ordinary shares from TKS.
- 7) The Board of Directors' meeting and the Shareholders' meeting of TBSP (as the case may be) resolved to approve all transactions related to TBSP disposing its subsidiary ordinary shares to TKS and the Company's VDP shares disposal to TBSP.
- 8) TBSP is satisfied with the status check results of the VDP.

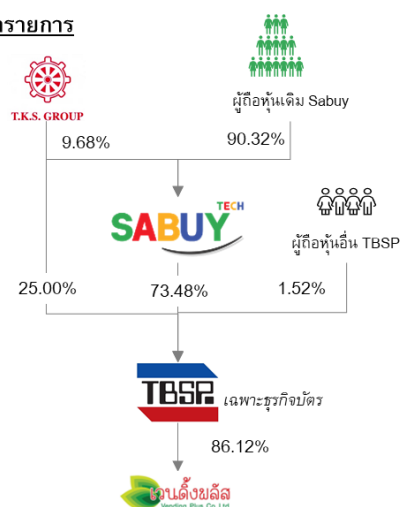
In addition, after the Company invested in TBSP by purchasing 73.48 percent of the total shares sold and have the right to vote in TBSP. The Company is, therefore, obliged to make a tender offer for all securities of TBSP, and to report the total number of shares held in Form 246-2 to the Securities and Exchange Commission (“SEC”) within the business day following the date that the Company received a transfer ordinary share of TBSP from TKS, and the company must submit a tender offer according to Form 247-4 to the SEC within seven working days from the date of filing Form 246-2.

However, after entering into the aforementioned transaction, shareholding and company structure will change as follows:

ก่อนการเข้าทำรายการ



หลังการเข้าทำรายการ



To enable the Company to invest by purchasing ordinary shares of TBSP and to achieve the complete conditions of sale of VDP shares to TBSP as detailed above. Therefore, the Company

would like to propose a total of 4 agendas for the Extraordinary General Meeting of Shareholders No. 1/2021 from Agenda 2.1 - 2.4 under the following conditions.

(1) Due to Agenda 2.1 to Agenda 2.4 are related agendas and are mutually conditioned. Therefore, in considering and approving Agenda 2.1 to Agenda 2.4 as mentioned, if there is any related agenda was not approved by the Shareholders' Meeting. Other agendas which are related and mutually conditioned that has been approved will be cancelled, and no other related agenda will be considered which are mutually conditioned with the agenda which was not approved by the Shareholders' Meeting.

(2) Even though the Shareholders' Meeting has approved Agenda 2.1 to Agenda 2.4 as mentioned. The Company will enter into such transactions only when TBSP restructures the company. The remaining assets and liabilities related to the plastic card business which is in accordance with the agreement between the Company and TBSP and the result of financial status, assets and liabilities in TBSP from the restructuring of TBSP is satisfaction of the Company including the meeting of the Board of Directors of TKS has approved various transactions related to the purchase of newly issued ordinary shares of the Company and in the case that the Company will invest by purchasing ordinary shares of TBSP from TKS ,and the Board of Directors' meeting of TBSP and the shareholders' meeting of TBSP (as the case may be) has resolved to approve various transactions related to the case where TBSP will sell the ordinary shares of TBSP's subsidiary to TKS and in the case that the Company will sell Shares of VDP to TBSP.

Shareholders asked questions as follows:

Mr. Phuwanart Na : Asked whether investing in TBSP with investment value THB
Songkhla, 2,005,022,000 at this time, is there an analysis of the impact of the
Shareholders' coronavirus disease 2019 epidemic that causes the overall economy to slow
Rights Protection down? And how many years has the company estimated the worthwhile
Volunteer, Thai investment period? Because most research offices look at the recovery of
Investor the Thai economy and people's purchasing power in the year of 2023.
Association

Mr. Wirach : Clarified that the strategic plan of the Group's business operations is to create
Morakotkarn, an ecosystem to reach customers and expanding the customer base in many
Director sectors as seen in cooperation with business alliances that have been carried
out in the past 2021. The company foresees that, the investment in TBSP
will help the company to have more business units, namely the plastic card
business. This will help to expand the business and to reduce the cost of
expanding the business.

In addition, building the ecosystem as the company currently operates will strengthen TBSP's ability to operate plastic card manufacturing business more efficiently.

Mr. Phuwanart Na Songkla : Asked for the reason why the Company would like to sell VDP shares, when buying shares of TBSP, who bought VDP later, it means that in the end the Company still has VDP as a subsidiary as usual, then why did the company have to sell VDP?

Mr. Wirach Morakotkarn, Director : Clarified that although this eventual action turns out that VDP is still a subsidiary through the shareholding of TBSP but the Company foresees that the change in shareholder structure through the shareholding of TBSP, which will have an additional major shareholder, the Company and TKS will be part of VDP's business cooperation, including the strength of TBSP's financial position is part of helping to strengthen its capital base and continue to support VDP's future business expansion

Agenda item 2.1 Consider and approve the increase in the Company's registered capital

The Chairman assigned Ms. Duangruthai Sriwarom, Company Secretary (“**Company Secretary**”) to clarify details of the agenda for consideration. The Company Secretary stated to the meeting as follows:

Currently, the Company has registered capital in the amount of THB 1,182,250,000 as paid-up capital is THB 1,026,505,000 divided into 1,026,505,000 shares with a par value of THB 1 per share. The unissued shares of the Company as 115,745,000 shares which are allocated to support the exercise of rights of 1) Warrant to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited which issued for directors and employees of the Company and its subsidiaries No.1 (SABUY-WA) and No.2 (SABUY-WB) and 2) Warrant of SABUY-W1

Due to the Company has a plan to invest in TBSP in order to sell the Company's business in the production and distributing anti-counterfeit printing (Label & Packaging Solution) and Digital Platform. In order to support such investment plans and to reinforce the ability to compete, the Company intends to increase the Company's registered capital in the amount of THB 110,000,000 from the original registered capital of THB 1,182,250,000 to THB 1,292,250,000 by issuing 110,000,000 new ordinary shares with a par value of THB 1 per share.

Details of the capital increase are appeared in the capital increase report form (F53-4), **Enclosure (2)**, which the Company has already sent to the shareholders together with the meeting invitation letter in advance.

In this regard, the Board of Directors has considered it appropriate to propose to the 1/2021 EGM to consider and approve the increase of the Company's registered capital in the amount of THB 110,000,000 from the original registered capital of THB 1,182,250,000 to THB 1,292,250,000 by issuing 110,000,000 new ordinary shares with a par value of THB 1 per share. In order to expand the Company's business in the production of Plastic Card to create synergy between Plastic Card Unit, a business unit under TBSP, and customer base under the Company Group's Ecosystem and to enhance the Company's competitive capability.

The Chairman asked the meeting whether any shareholders or proxies wished to questions or express opinions. When no shareholders or proxies asked any questions or expressed opinions, therefore, the Chairman then proposed to the meeting to consider and approve the increase of the registered capital in the amount of THB 110,000,000 from the original registered capital of THB 1,182,250,000 to THB 1,292,250,000 by issuing 110,000,000 new ordinary shares with a par value of THB 1 per share.

This agenda has to resolve with a vote of not less than three-fourths of the Shareholders attending the meeting and entitled to vote.

Resolution The meeting considered and approved the Company to increase registered capital with the following votes:

Voting	Score (Votes)	Percentage
Approve	767,022,704	100
Disapprove	0	0
Abstain	0	0
Total	767,022,704	100

Agenda item 2.2 Consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in the line with the capital increase

The Chairman assigned the Company Secretary to clarify details of the agenda for consideration. The Company Secretary stated to the meeting as follows:

As a result of Agenda 2.1 that the Company proposed in the meeting to consider the increase of the registered capital in the amount of THB 110,000,000 from the original registered capital of THB 1,182,250,000 to THB 1,292,250,000 by issuing 110,000,000 new ordinary shares with a par value of THB 1 per share which the meeting approved. Therefore, the Company has to amend Article 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of

registered capital by any amendment to the Memorandum of Association must be considered and approved by the shareholders meeting.

The Company Secretary then proposed to the meeting to consider and approve to amend Article 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of registered capital as well as proposed to consider and assign the person assigned by the Board of Directors to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, has authority to amend and replenish words in order to comply with the registrar's orders as details as follows:

“Clause 4. Registered Capital	THB 1,292,250,000	(one thousand two hundred ninety two million two hundred fifty thousand baht)
Divided into	1,292,250,000 Shares	(one thousand two hundred ninety two million two hundred fifty thousand Shares)
Par Value	THB 1	(one baht)
Separated into:		
Ordinary Share	1,292,250,000 Shares	(one thousand two hundred ninety two million two hundred fifty thousand Shares)
Preference Shares	- Shares	(-)”

The Chairman asked the meeting whether any shareholders or proxies wished to questions or express opinions. When no shareholders or proxies asked any questions or expressed opinions, therefore, the Chairman then proposed to the meeting to consider and approve to amend Article 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of registered capital as well as proposed to consider and assign the person assigned by the Board of Directors to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, has authority to amend and replenish words in order to comply with the registrar's orders.

This agenda has to resolve with a vote of not less than three-fourths of the Shareholders attending the meeting and entitled to vote.

Resolution The meeting considered and approved the Company to amend Article 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of registered capital as well as proposed to consider and assign the person

assigned by the Board of Directors to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, has authority to amend and replenish words in order to comply with the registrar's orders with the following votes:

Voting	Score (Votes)	Percentage
Approve	767,022,704	100
Disapprove	0	0
Abstain	0	0
Total	767,022,704	100

Agenda item 2.3 Consider and approve the allocation of newly issued ordinary shares to aspecified person (Private Placement) who is not a connected person of the Company

The Chairman assigned Mr. Anupat to clarify details of the agenda for consideration. The Company Secretary stated to the meeting as follows:

As a result of agenda 2.1 as the Company considers and approves to increase the Company's registered capital in the amount of THB 110,000,000 from the original registered capital of THB 1,182,250,000 to THB 1,292,250,000 by issuing 110,000,000 new ordinary shares with a par value of THB 1 per share. The Company intends to issue and allocate the increase newly issued shares in the amount of 110,000,000 shares with a par value of THB 1 per share as the offer of THB 8.95 per share, the total value is THB 984,500,000 for specific person (Private Placement) who is not related to the Company, namely, TKS.

The issuance and allocation of newly issued shares to TKS, is considered as the offering of specific newly issued shares to specific person (Private Placement) which the Company has proposed to the Company's shareholders meeting and clearly determine the offering price at THB 8.95 per share which is not lower than 90 per cent of the market price of the Company's shares according to the Notification of Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement ("TorJor. 72/2558") and must pass a resolution of approval with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote by not counting the shareholders who has conflict of interest. Additionally, although the shareholders meeting has given an approval of offering and allocating newly issued shares, the Company must be approved from SEC according to TorJor. 72/2558 before offering and allocating the Company's newly issued shares.

However, the market price for issuing newly issued share in order to allocate to TKS, calculate from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand ("SET") past consecutive 15 days prior the date that the Board of Directors has a resolution to propose to the shareholders' meeting of the Company. In order to consider and approve the issuance and allocation newly issued shares of the Company to TKS which is private placement, between June 1st, 2021 to June 22nd, 2021 with the price equal THB 9.23 (Information by SETSMART, www.setsmart.com)

On top of that, if the offer price of newly issued shares to TKS is lower than 90 per cent of market price (weighted average price (closing price or average trading price) for the past 7-15 consecutive business days prior the first day of offering) the Company is obliged to prohibit TKS from selling all newly issued shares within 1 year from the date on which the Company's newly issued shares begin trading on SET (Silent Period). After the date to that the newly issued shares of company start trading on SET for 6 months, TKS shall be able to gradually sell the prohibited shares in the amount of 25 per cent of the total prohibited shares. In the accordance with regulations prescribed in the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (and as amended).

Details of the allocation of newly issued shares to specific person (Private Placement) appear on Information Memorandum on the allocation of newly issued ordinary shares to specific person (Private Placement) **Enclosure (3)**, which the Company has already sent to the shareholders together with the meeting invitation letter in advance.

In this regard, if the offer price of newly issued shares to TKS is lower than 90 per cent of market price or the Company, it will affect the right of person who possesses Company Warrant, namely, Share Warrant to purchase newly issued shares of Sabuy Technology Public Company Limited which issued for directors and employees of the Company and its subsidiaries No. (SABUY-WA) and No.2 (SABUY-WB) and Share Warrant of Sabuy Technology Public Company Limited (SABUY-W1). If at the date of allocation shares results in the Company having to adjust the right to the above warrant according to the right, the Company will expedite the proposal to shareholders meeting to increase the registered capital and allocate newly issued shares to support the adjustment of such rights.

Apart from that, it is proposed to the shareholders meeting to consider assigning the Chief Executive Officer to have authority to stipulate other relevant details regarding the aforementioned issuance and allocation of newly issued shares, such as:

- (1) The allocation of newly issued shares to specific person (Private Placement) one time or from time to time, determination of offering period, payment of shares as well as other conditions and details related to the allocation of the newly issued shares;

- (2) Entering into negotiation, making agreements and signing various documents and contracts in relation to the allocation of newly issued shares. Including, carry out various matters in connection with the allocation of newly issued shares, and;
- (3) Signing documents for permission and the necessary evidence that related to the allocation of newly issued shares. Also, liaise with relevant government bodies to filing permission, documents or evidences and listing the Company's newly issued shares on SET. As well as, has the authority to perform any other necessary matters in connection with the allocation of such newly issued shares.

The Chairman informed the meeting that the Board of Directors deemed appropriate to propose to the 1/2021 EGM to consider and approve the issuance and allocation newly issued shares in the amount of 110,000,000 shares with a par value of THB 1 per share as the offering price of THB 8.95 per share, the total value of THB 984,500,000 to specific person (Private Placement) who is not related to the Company, namely, TKS.

In this regard, the Board of Directors agreed that this offering of newly issued shares for private placement is not significantly affect the company's liquidity and create opportunity to expand the business as well as create business synergy between Plastic Card Unit, a business unit under TBSP, and customer base under the Company Group's Ecosystem. The Board of Directors foresee that the share allocation transaction is considered as an appropriate remuneration.

Besides, if the Company raises funds by other means instead of increasing capital such as borrowing money, may cause the Company to have more borrowing burden or if it is increasing in capital to the existing shareholders, there may be uncertainty in the amount that will be received from the fundraising and may cause the burden on the existing shareholders to pay for the increase capital and have a longer time frame for the process than the capital increase to the private placement.

Additionally, the Company has set the offering price of the newly issued shares in the amount of 110,000,000 shares with the price of THB 8.95 per share which is the price from negotiation between the Company and TKS by the offering price is regarded as not lower than 90 per cent of market price according to the notification TorJor. 72/2558.

Considering the rationale, necessity and benefits that the Company shall receive from the issuance and allocation of newly issued shares for sale to private placement as mentioned above, the Board of Directors, therefore, approved the issuance and allocation of newly issued shares for sale to TKS by agreeing that the allocation of newly issued shares for specific person and the offering price are appropriate and for the best interest of the shareholders.

The Chairman asked the meeting whether any shareholders or proxies wished to questions or express opinions.

A shareholder asked a question as follows:

- Mr. Phuwanart Na : Whether the Company had considered the impact on retail investors in
Songkhla regard to Dilution Effect or not, and how much percentage will be
approximately affected?
- Mr. Anupat : the impact on the voting rights of shareholders will be 9.68 percent. In this
Srisuwanchai regard, the Company has disclosed such information in the Information
Memorandum which was sent to shareholders together with the meeting
Commercial and invitation letter.
Investment
Manager

Since there are no shareholders or proxies asked any questions or expressed opinions, therefore, the Chairman then proposed to the meeting to consider and approve to allocate the increase newly issued shares in the amount of 110,000,000 shares with a par value of THB 1 per share as the offer of THB 8.95 per share, the total value is THB 984,500,000 for specific person (Private Placement) who is not related to the Company, namely, TKS and assign the Chief Executive Officer to consider other relevant details of the issuance and allocation of newly issued ordinary shares as mentioned above.

This agenda has to resolve with a majority of the total voting rights of the Shareholders who attended the meeting and casted their votes.

Resolution The Shareholders' Meeting of the Company considered and approved the allocation of newly issued ordinary shares to a specified person (Private Placement) who is not a connected person of the Company as well as assign the Chief Executive Officer to consider other relevant details of the issuance and allocation of newly issued ordinary shares as mentioned above with the following votes:

Voting	Score (Votes)	Percentage
Approve	767,022,704	100
Disapprove	0	0
Abstain	0	-
Total	767,022,704	100

Agenda item 2.4 Consider and approve the purchase of ordinary shares in TBSP Public Company Limited from T.K.S. Technologies Public Company Limited

The Chairman assigned Mr. Anupat to clarify details of the agenda for consideration. The Company Secretary stated to the meeting as follows:

Since the Company intends to expand the business in field of Plastic card production in order to create business synergy between Plastic Card Unit, a business unit under TBSP, and customer base under the Company Group's Ecosystem. The Company shall invest by purchasing the ordinary shares of TBSP from TKS in the amount of 150,061,118 shares with a par value of THB 1 per share or equivalent to 73.48 percent of the shares sold of TBSP at the total investment value of THB 2,005,022,000 with the price of THB 13.3614 per share.

In investing in TBSP by purchasing the ordinary shares in TBSP, the Company shall enter into the transaction only by the time that

- 1) The Shareholders' Meeting of the Company has a resolution to approve the Company to increase capital
- 2) The Shareholders' Meeting of the Company has a resolution to approve the Company to invest by purchasing TBSP's ordinary shares.
- 3) The Board of Directors' Meeting of the Company has a resolution to approve the Company to sell VDP's shares to TBSP.
- 4) TBSP has restructured its structure to retains only assets and liabilities related to the plastic card business which is as agreed between the Company and TBSP.
- 5) The Due Diligence of TBSP's financial status, assets, and liabilities as a result of the restructuring in 4) was satisfactory to the Company.
- 6) The Board of Directors' meeting TKS have resolved to approve all transactions related to the Company's investment by purchasing TBSP's ordinary shares from TKS.
- 7) The Board of Directors' meeting and the Shareholders' meeting of TBSP (as the case may be) resolved to approve all transactions related to TBSP disposes its subsidiary ordinary shares to TKS and the Company's VDP shares disposal to TBSP.
- 8) The Due Diligence of VDP was satisfactory to TBSP.

TBSP is satisfied with the result of the VDP's Due Diligence. In addition, after the Company invested in TBSP by purchasing 73.48 percent of the total shares sold and have the right to vote in TBSP. The Company is, therefore, obliged to make a tender offer for all securities of TBSP, and to

report the total number of shares held in Form 246-2 to SEC within the business day following the date that the Company received transfer ordinary shares of TBSP from TKS, and the company must submit a tender offer according to Form 247-4 to the SEC within seven working days from the date of filing Form 246-2. By making the tender offer for the ordinary shares of TBSP, the Company must make a tender offer for the remaining 3,110,680 shares of TBSP with the price not lower than THB 13.36136919891530 per share from TBSP's shareholders where TKS intends not to sell shares of TBSP. In the making a tender offer for the Company, the offering price that the Company will make an offer is uncertain as it depends on the purchase price of TBSP's ordinary shares between TKS which is in the process of negotiation.

The aforementioned transaction is considered an asset acquisition transaction of the Company according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and 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 purchasing of 150,061,118 ordinary shares of TBSP from TKS at the price of THB 13.36136919891530 per share, and the Company is obliged to make a tender offer for 3,110,680 ordinary shares of TBSP at the price not less than THB 13.36136919891530 per share from other Shareholders of TBSP (except TKS, which does not wish to sell shares). The total value of transaction is not exceeding THB 2,046,584,943.94; the transaction size is calculated equal to 73.55 percent based on the total value of consideration paid or received. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2021.

The overall size of the asset acquisition transaction in the past 6 months of the Company included with this transaction is equal to the 80.07 percent based on the total value of consideration paid or received. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2021.

Since the acquisition transaction size is more than 50 percent, the Company is obliged to disclose information about the acquisition of assets of the Company to the Stock Exchange of Thailand SET according to Acquisition and Disposal of Assets Notifications, and requested approval for entering into the transaction to the shareholders' meeting and appoint an independent financial advisor which must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the shareholders with interests. The Board of Directors Meeting No. 8/2021 has appointed Grant Thornton Services Company Limited as an independent financial advisor to give opinions on this transaction.

The aforementioned transaction is not a connected transaction since TBSP and TKS are not connected persons of the Company according to the Notification of the Capital Market Supervisory

Board No. TorJor. 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 19 November B.E. 2546 (2003) (and as amended) (“**Connected Transaction Notifications**”).

Details of the purchase of ordinary shares appears in the information memorandum on the acquisition of assets of Sabuy Technology Public Company Limited in the case of the purchase of ordinary shares of TBSP Public Company Limited (List 2) **Enclosure (4)** and the report of the opinion of the Independent Financial Advisor regarding the acquisition of assets of Sabuy Technology Public Company Limited in the case of the purchase of ordinary shares of TBSP Public Company Limited appears in **Enclosure (5)** which the company has sent to the shareholders together with the meeting invitation letter in advance

The Chairman informed the meeting further that to provide shareholders with a summary of the independent financial advisor's opinion on the acquisition of assets of the Company in the case of the purchase of ordinary shares of TBSP, which was prepared by an independent financial advisor, Grant Thornton Services Company Limited. The Chairman therefore asked Mrs. Chulabhorn Namchaisiri (“**Mrs. Chulabhorn**”), an independent financial advisor from Grant Thornton Services Company Limited, to present the details to the shareholders for consideration.

Mrs. Chulabhorn presented the opinion of the Independent Financial Advisor regarding the Acquisition of Assets, summarized as follows:

1. The nature of the transaction

The Company intends to invest in TBSP in order to create Business Synergy between the Plastic Card Unit which is a business unit in TBSP and the customer base under the Group's Ecosystem. The Company will purchase ordinary shares of TBSP from TKS which after the investment by purchasing ordinary shares of TBSP will result in the Company holding 150,061,118 shares in TBSP or equivalent to 73.48 percent of the total issued shares of TBSP with investment value at THB 2,005,022,000

In addition, the Company intends to sell the shares of VDP, which the Company holds 2,583,720 shares or equal to 86.12 percent of the total number of shares sold in VDP, which operates the business of providing beverage vending machines and automatic products to TBSP with sales value at THB 1,022,522,000

After the Company invested in TBSP by purchasing 73.48 percent of the total shares sold and have the right to vote in TBSP. The Company is therefore obliged to make a tender offer for all securities of TBSP, and to report the total number of shares held in Form 246-2 to SEC within the business day following the date that the Company received a transfer ordinary share of TBSP from

TKS, and the company must submit a tender offer according to Form 247-4 to the SEC within seven working days from the date of filing Form 246-2. Tender offer must be made by the Company for the remaining 3,110,680 shares of TBSP at a price of not less than THB 13.36136919891530 each share from shareholders of TBSP, TKS intends not to sell shares of TBSP in making a tender offer to the Company. The offer price that the Company will make a tender offer above is uncertain as it depends on the purchase price of TBSP's ordinary shares between the Company and TKS which is in the process of negotiating.

In this regard, the transaction is considered an asset acquisition transaction of the Company according to Acquisition and Disposal of Assets Notifications by purchasing 150,061,118 shares of TBSP from TKS, the total value is not more than THB 2,005,022,000, equivalent to the price per share THB 13.36136919891530 and the company's tender offer must be made to purchase the remaining 3,110,680 shares of TBSP at a price not lower than THB 13.36136919891530 each share from other shareholders of TBSP (except TKS, who does not wish to sell additional shares), a total transaction value of not more than THB 2,046,584,943.94, calculated the transaction size equal to 73.55 percent based on the total value of consideration criteria, the maximum transaction size, from the consolidated financial statements of the Company that has been reviewed by a certified public accountant Ending March 31, 2021

The overall size of the asset acquisition transaction in the past 6 months of the Company included with this transaction is equal to the 80.07 percent based on the total value of consideration paid or received. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2021.

Since the acquisition transaction size is more than 50 percent, the Company is obliged to disclose information about the acquisition of assets of the Company to SET according to Acquisition and Disposal of Assets Notifications, and requested approval for entering into the transaction to the shareholders' meeting and appoint an independent financial advisor which must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the shareholders with interests.

2. Advantages and disadvantages of entering and not entering into a transaction

Advantages of entering a transaction

- 1) The Company does not lose control over the VDP.
- 2) Increasing channels to earn income for the Company
- 3) In accordance with the Company's policy to invest in mutually supportive businesses.

- 4) Increasing the competitiveness by using the plastic card business
- 5) Joint effort of TBSP and TKS companies.
- 6) The Company does not need to find a source of loan for entering into the transaction.
- 7) Credit card growth tendency to return to average 5.7 percent per year, supported by consumer behavior with increasing popularity of electronic payments and the growth of e-commerce businesses, including the use of Paying via card in the country that has improved after the epidemic situation has subsided.
- 8) Increasing the ability to find future loan sources for the Company.

Advantages of entering a transaction

- 1) The trend of increasing use of electronic wallets may decrease the use of plastic cards to store information demand for ATM cards
- 2) The issuance and allocation of capital increase shares to TKS will cause the existing shareholders to be affected by the price dilution equal to 0.216 percent and affect the earnings dilution and control dilution 9.68 percent
- 3) After the issuance of capital increase shares to TKS, TKS will hold 9.68 percent of shares in the Company. If TKS has sponsors of 0.32 percent of the total voting rights of the Company, TKS will be able to vote against (Veto rights) on the offering of newly issued shares at a low price and issuing and offering for sale of securities to directors and employees.
- 4) TKS will still hold 25 percent of TBSP's shares in TBSP, thus TKS will be able to exercise the right to object or not support any agenda that requires a vote of not less than three-fourths of the shareholders' share attending the meeting and having the right to vote or vote against.

Advantages of not entering into a transaction

- 1) The Company does not have to bear the risks of the plastic card business.
- 2) The Company's shareholders are not affected by Dilution Effect.
- 3) The Company will not have to bear the risk of entering into this transaction.

Disadvantages of not entering into a transaction

- 1) The Company may lose cooperation with TKS.
- 2) The Company will lose the opportunity to increase revenue and profit in the business that will be done together between TBSP and TKS companies

3. Risk from entering into transactions

- 1) Risk from investment not going according to plan
- 2) Risk in case the conditions for entering the transaction are not fulfilled
- 3) Risk from due diligence and share purchase agreements that are still in the process of being prepared
- 4) Risk from the change of technology, from the transition to a cashless society, this may be replaced by more electronic services. instead of using plastic cards. However, plastic cards still can be more convenient for users since Thai society has not yet fully supported the digital system.
- 5) Risk of not receiving dividends
- 6) Status of being a listed company of TBSP, after entering into the transaction, TBSP will be left with minority shareholders (Free Float) equal to 1.52 percent of the total number of shares sold in TBSP.

4. Appropriateness of price

In valuing TBSP shares, the independent financial advisor is of the opinion that the most appropriate valuation method is the sum of the parts method, which can be assessed in between the prices THB 10.90 – 17.45, with the base case value of THB 13.62 per share, higher than the offering price THB 13.36136919891530 per share. Therefore, the offering price is reasonable price.

5. Opinion of the Independent Financial Advisor

The independent financial advisor is of the opinion that entering into this transaction is reasonable and shareholders should approve the acquisition of ordinary shares of TBSP due to the fact that:

- 1) The value of TBSP is in the range of THB 10.90 – 17.45 per share by the independent financial advisor's calculation which has a base case value of THB 13.62 per share, higher than the TKS offering price of THB 13.36136919891530 per share.

- 2) The Company does not lose control of VDP because the Company sold VDP shares to TBSP and bought 73.48 percent of TBSP's shares, thus having control over VDP even though it was sold.
- 3) It increases competitiveness by using plastic cards. The company will use the plastic card as the central point of all business of the company in order to add payment channels and customer relationship management systems in the form of Loyalty points under the Group's Ecosystem to expand the service base to the base of the TKS group.
- 4) It is a synergy among the groups in which both parties will benefit in entering into transactions from cooperation in expanding revenue generation and distribution channels, including sharing resources to develop new innovations in the future
- 5) No need to use a loan source and help enhance liquidity for the company. Using the money from the capital increase to TKS and sell VDP's shares to buy shares of TBSP, and when consolidating the financial statements, the company's liquidity will be better.

In addition, in entering into the aforementioned transaction, it is proposed to the shareholders' meeting to assign the Chief Executive Officer to have the authority to: (1) Negotiating, making an agreement and signing documents and contracts related to the purchase of TBSP's ordinary shares from TKS (2) Signing the documents for permission and the necessary evidence related to the purchase of shares ordinary TBSP from TKS, including contacting and filing any application for waivers, such documents and evidence to any government agency or entity in connection with the acquisition of TBSP ordinary shares from TKS; and (3) carry out any other actions necessary and related to the purchase of TBSP's ordinary shares from TKS until completion

The Chairman informed the meeting that The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the investment in TBSP by purchasing 150,061,118 ordinary shares of TBSP from TKS at a par value of THB 1 per share, or representing 73.48 percent of the total issued shares of TBSP, total value THB 2,005,022,000 or equivalent to THB 13.3614 per share

Board of Directors meeting has considered and opined that entering into the said transaction of the Company is reasonable and will be beneficial to the Company and shareholders of the Company. Since the acquisition of such shares is a great opportunity for the Company to expand the business in the production of Plastic Card, creating synergy between Plastic Card Unit, a business unit under TBSP, and customer base under the Company Group's Ecosystem, which can strengthen the Company as well as such business will generate returns, growth rate of assets, profit and cash flow to the Company and shareholders of the Company in the long term.

The Chairman asked the meeting whether are there any shareholders or proxies wishing to ask questions or express opinions.

A shareholder asked the following questions:

- Mr. Piyapong Prasarthong : Asked whether the Company's acquisition of TBSP shares will help its electronic payment system business to be in line with the current situation, such as the COVID-19 pandemic. How it paves the way for a cashless society like the civilized western countries?
- Mr. Chookiat Rujanapornpajee : Clarified that Thailand has a great potential for growth in the plastic card business. The company plans to expand the market, for example, expanding the CRM system in order to help SMEs have access to the CRM. The said market expansion plan strengthens the ecosystem of the group of companies.
- Chief Executive Officer and Director

When no other shareholders or proxies ask questions or express additional opinions. The Chairman then proposed to the Meeting to consider and approve the investment in purchasing ordinary shares of TBSP from TKS in the amount of 150,061,118 shares with a par value of THB 1 per share or equivalent to 73.48 percent of the total number of shares sold in TBSP, totaling not more than THB 2,005,022,000, equivalent to THB 13.3614 per share as proposed, and assign the Chief Executive Officer to have the authority to: (1) Negotiating, making an agreement and signing documents and contracts related to the purchase of TBSP's ordinary shares from TKS (2) Signing the documents for permission and the necessary evidence related to the purchase of shares ordinary TBSP from TKS, including contacting and filing any application for waivers, such documents and evidence to any government agency or entity in connection with the acquisition of TBSP ordinary shares from TKS; and (3) carry out any other actions necessary and related to the purchase of TBSP's ordinary shares from TKS until completion.

This agenda has to resolve with a vote of not less than three-fourths of the Shareholders attending the meeting and entitled to vote.

Resolution The meeting considered and approve the purchase of ordinary shares of TBSP Public Company Limited from T.K.S. Technology Public Company Limited, and assign the Chief Executive Officer to have the authority to: (1) Negotiating, making an agreement and signing documents and contracts related to the purchase of TBSP's ordinary shares from TKS (2) Signing the documents for permission and the necessary evidence related to the purchase of shares ordinary TBSP from TKS, including contacting and filing any application for waivers, such documents and evidence to any government agency or entity in connection with the acquisition of TBSP ordinary shares from TKS; and (3)

carry out any other actions necessary and related to the purchase of TBSP's ordinary shares from TKS until completion, with the following votes.

Voting	Score (Votes)	Percentage
Approve	767,022,704	100
Disapprove	0	0
Abstain	0	0
Total	767,022,704	100

Agenda item 3 Consider other matters (if any)

Since no shareholder proposed any other matter for the meeting to consider, the Chairman thanked the shareholders for attending the meeting and voting for the various agenda proposed by the Company, and then closed the meeting.

The meeting was adjourned at 4:00 PM.

Signed..... Chairman

(Mr. Chakkrit Paraphanthakul)

Signed..... Company secretary

(Ms. Duangruethai Srivarom)

Minute Recorder

Report Form for Capital Increase**Sabuy Technology Public Company Limited****November 8, 2021**

We, Sabuy Technology Public Company Limited ("**Company**"), hereby report the resolution of the Board of Directors' meeting No. 11/2021, dated November 6, 2021 regarding the capital increase and allotment of capital increase shares as follows:

1. Capital increase

The Board of Directors' meeting passed a resolution with approval of the company's registered capital increase of THB 73,161,624, from THB 1,292,250,000 to THB 1,365,411,624, by issuing 73,161,624 ordinary shares with a par value of THB 1 per share. Details of each type of capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	Not more than 73,161,624	1	73,161,624
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of capital increase shares**2.1 Specifying the purpose of utilizing the capital**

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Private placement is Cash Machine Capital Company Limited, which is not a connected person of the Company.	Not more than 70,000,000	-	11.00	Please see remarks 1. and 2.	Please see remark 3.
To support the adjustment of warrants to purchase newly issued ordinary shares	Not more than 1,075,799				Please see remark 3.

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
of Sabuy Technology Public Company Limited issued to directors and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and 2nd time (SABUY-WB)					
To support the adjustment of warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1)	Not more than 2,085,825				Please see remark 3.
Total	Not more than 73,161,624				

Remark

1. Meeting of the shareholders of the Company approve to increase the registered capital of the Company in the amount of 73,161,624 baht from the original registered capital of 1,292,250,000 baht, a new registered capital of 1,365,411,624 baht, divided into the following:
 - (1) The issuance of 70,000,000 newly issued ordinary shares with a par value of 1 baht per share to support the investment plan in PFS and
 - (2) The issuance of 1,075,799 newly issued ordinary shares with a par value of 1 baht per share to support the adjustment of warrants to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited issued to the Company's directors and employees. Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB) ; and

- (3) The issuance of 2,085,825 newly issued ordinary shares with a par value of 1 baht per share to support the adjustment of warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1) and to be presented to the meeting. shareholders for further consideration and approval.

The issuance and allocation of newly issued ordinary shares to Cash Machine Capital Company Limited is a private placement offering of newly issued ordinary shares to a specific person (Private Placement). The offering price is clearly set. at the offering price 11 baht per share, which is the offering price that is not less than 90 percent of the market price of the Company's shares. According to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placements ("Notifications Tor Chor 72/2558") and must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote. Not counting the shareholders' equity with interests. In addition, although the Company has been approved by the shareholders' meeting to offer and allocate the Company's newly issued ordinary shares. The company must obtain approval from the Office of the SEC as prescribed in the Notification Tor Chor 72/2558 prior to the offering and allocation of the Company's newly issued ordinary shares.

In this regard, the offering price of the newly issued ordinary shares to Cash Machine Capital Company Limited has been calculated based on the weighted average price of the Company's shares listed on the Stock Exchange of Thailand ("SET") for at least 15 consecutive business days prior to the date of the Board of Directors' Meeting resolved to approve and propose the Extraordinary General Meeting of Shareholders to approve the offering of the newly issued ordinary shares for specific persons to Cash Machine Capital Company Limited, during the period from October 15, 2021 to November 5, 2021 is equal to THB 10.98 per share (Source: SETSMART from SET www.setsmart.com)

In addition, if the offering price of newly issued ordinary shares to Cash Machine Capital Company Limited and is lower than 90 percent of the market price (weighted average price (closing price or average trading price) for the past 15 consecutive business days prior to the first day of IPO). The Company is obliged to prohibit Cash Machine Capital Company Limited and sell all such newly issued ordinary shares within 1 year from the date the Company's newly issued ordinary shares begin trading on the SET (Silent Period). after the date that the newly issued ordinary shares of such companies start trading on the Stock Exchange of After a period of 6 months, Cash Machine Capital Company Limited will be able to gradually sell the prohibited shares in the amount of 25 per cent of the total shares that are prohibited from selling. In this regard, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for the Acceptance of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. additional amendments)

2. After the issuance and allocation of the Company's newly issued ordinary shares to Cash Machine Capital Company Limited, Cash Machine Capital Company Limited will hold 70,000,000 shares in the Company or approximately 5.80 percent of the total number of shares sold of the Company. Therefore, Cash Machine Capital Company Limited is not the person who has the power to control the Company. According to the definition of connected persons according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including those amended). and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 dated 19 November 2003 (including any amendments thereto).
3. The Board of Directors Meeting deemed it appropriate to propose the Shareholders' Meeting to consider authorizing Chief Executive Officer take any arrangements in connection with or necessary for the issuance and offering of the newly issued ordinary shares such as:
 - (1) Allocating the newly issued ordinary shares of the Company for specific persons (Private Placement) on one or several occasions, determine the offering period, the payment method including such arrangements relating to the allocation of newly issued ordinary shares.
 - (2) Allocation of newly issued ordinary shares to support the adjustment of warrants to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited issued to directors and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB) and warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1)
 - (3) Negotiating, signing any agreements and/or documents necessary and relevant to the allocation of the newly issued ordinary shares including such arrangements relating to the allocation of newly issued ordinary shares.
 - (4) Signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including contacting, coordinating and filing documents with relevant government authorities or other agencies and listing such newly issued ordinary shares on SET and undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares.

Company procedure regarding fractions of shares

The Company shall allocate all the newly issued ordinary shares of the Company to Cash Machine Capital Company Limited. As a result, no fractions of shares from Private Placement.

2.2 General Mandate

Allotted to	Type of securities	Number of shares	Percentage of paid-up capital ^{1/}	Remark
Rights Offering				
to support the conversion/ Exercise the right of the TSRs to purchase the transferable capital increase shares	-	-	-	-
Public Offering	-	-	-	-
Private Placement	-	-	-	-

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

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares

The Extraordinary Meeting of Shareholders No. 2/2021 is scheduled to be held on December 15, 2021 by means of an electronic system (Electronic Meeting) only and live broadcast from the meeting room on the 2nd floor of the Company's office at No. 230 Bang Khun Tian-Chai Talay Road, Samae Dam Sub-District, Bang Khun Tian District, Bangkok. Specifying the list of shareholders with the rights to attend the Extraordinary Meeting of Shareholders No. 2/2021 (Record date) on November 23, 2021.

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

- 4.1 The capital increase shall be approved at the shareholders' meeting with the votes no less than three-quarter of the total votes cast by the shareholders attending the meeting and entitled to vote excluding such votes of the interested shareholders.
- 4.2 The Company must be approved to offer the newly issued ordinary shares of the company to the specific persons from the Securities and Exchange Commission, Thailand in accordance with the Notification No. TorJor. 72/2558 prior to the offering of such newly issued ordinary shares.
- 4.3 The Company shall apply for registration of the registered capital increase and the change of its paid-up capital of the Company and the amendment of the Memorandum of Association with the Department of Business Department, Ministry of Commerce.

4.4 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. Objectives of the capital increase and plans for utilizing the increased capital

To pay for the ordinary shares of Plat Finserv Co., Ltd. of amount 1,000,000 shares, par value 100 baht per share, at the purchase price of 1,130 baht per share, equivalent to a value of not more than 1,130,000,000 baht by allocation of 70,000,000 newly issued ordinary shares of the Company, with a par value of 1 baht per share, an offering price of 11 baht per share, to Cash Machine Capital Company Limited, a private placement (Private Placement).

To be used as payment to Platt Finserv Company Limited for purchasing the ordinary shares for 1,000,000 shares, with a par value of THB 100 per share at the offering price of THB 1,130 per share, which represents a total THB 1,130,000,000 by allocation of the newly issued ordinary shares of the Company is not more than 70,000,000 shares with a par value of THB 1 per share at the offering price of THB 11 to Cash Machine Capital Company Limited which is a specific person (Private Placement).

6. Benefits that the Company will receive from the capital increase / share allotment:

The specific capital increase for Cash Machine Capital Company Limited will help create Business Synergy by bringing the strengths of partners to create new investments. Earn from installation rental fees and fees from using CDM kiosks.

7. Benefits that the shareholders will receive from the capital increase / share allotment:

After the issuance and offering of newly-issued ordinary shares this time. The shareholders will have the opportunity to receive dividends in case the company has profit from operations.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

- NONE-

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' Meeting No. 11/2021	November 6, 2021
2	Record Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021	November 23, 2021
3	Extraordinary General Meeting of Shareholders No. 2/2021	December 15, 2021

No.	Procedures of the capital increase	Date/Month/Year
4	Registration of the registered capital increase and amendment to the Memorandum with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
5	Offering of newly issued ordinary shares by way of private placement with specific purpose of use of proceeds (Private Placement)	After receive permission from The Securities and Exchange Commission, not more than 3 months from the date of the resolution of the Shareholders' Meeting
6	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date that the Company has received payment for new ordinary shares in full amount

We hereby certify that the information contained in this report form is correct and complete in all respects.

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Report Information

**Information on the issuance and offering of the newly issued ordinary shares for specific persons of
Sabuy Technology Public Company Limited to Cash Machine Capital Company Limited
which is Private Placement**

As a result of Sabuy Technology Public Company Limited (the “**Company**”) intends to invest in Plat Finserv Co., Ltd. (“**PFS**”), At present, PFS has been contracted to install 10,000 cash machines (Cash Recycling Machine or CDM Terminal: Cash Recycling Machine which is a deposit, withdrawal, transfer and bill payment machine) (“Agreement”) for a period of 10 years to Counter Service Company Limited (“CS”), with Platnera Company Limited (“PNR”), a shareholder in PFS, is a contractor to install and operate systems related to CDM after PFS, which PNR is those who have experience in installing ATM systems for the Government Savings Bank and the Bank for Agriculture and Cooperatives.

PFS operates business as a Solution System Integrator (SI), providing services in electronics, telecommunication and information technology systems, including Management Information System: MIS, specialized measurement systems, Information service system and customer service (Call Center) and Outsourcing Services, etc. by providing various systems for both the public sector, the private sector, financial institutions – banking in order to meet the requirements of information technology systems with international standards and quality by a management team from experts and experienced in system procurement, installation, training service, after-sales services and maintenance. In the past, PFS has undertaken two ongoing projects, namely the project of contracting for Maintenance of Air broadcasters for Aviation (VOLMET) and the HIJACK Laboratory Command System Equipment Improvement Project which both projects have completed the delivery work. Currently, only CDM project remain.

PFS has the current registered capital of 50,000,000 baht divided into 500,000 ordinary shares with a par value of 100 baht per share. and will increase the capital to 200,000,000 baht by increasing its capital by 150,000,000, issuing 1,500,000 ordinary shares with a par value of 100 baht per share to the existing shareholders before the offering of shares to the Company in order to create Business Synergy in bringing the strengths of PFS, the contract holder As a result, the Group will have an additional source of income from installation of CDM (Rental Revenue) and fees from using CDM kiosks (Transaction Revenue) from CS including the transfer of CDM system installation technology from PNR. The Company will purchase ordinary shares of PFS from Cash Machine Capital Company Limited (“**CMC**”), which is an existing shareholder of 1,000,000 shares, at a par value of 100 baht or equal to 50 percent of the shares sold at the price of 1,130 baht per share, totaling the investment value not exceeding 1,130,000,000 baht (Calculated from the discounted cash flow method and negotiation under the assumption number of bank transactions bill payment transactions transaction growth rate maintenance cost per year, etc.), which after the investment through the purchase of ordinary shares of PFS, the Company will hold approximately 50 percent of the total number of shares sold in PFS.

In order to invest by purchasing PFS's ordinary shares as mentioned above, The Company will pay compensation for the purchase of PFS's ordinary shares to CMC as follows:

- 1 payment of compensation in cash of 360,000,000 baht and
- 2 Paid for 70,000,000 ordinary shares of the Company, with a par value of 1 baht per share, offering price of 11 baht per share, totaling value 770,000,000 baht.

In order for the Company able to invest by purchasing ordinary shares of PFS, the Board of Directors Meeting No. 11/2021, convened on November 6, 2021.

Therefore, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 in December 15, 2021 to consider and approve the increase of the Company's registered capital with a resolution approving to increase the registered capital of the company in the amount of 73,161,624 baht from the original registered capital of 1,292,250,000 baht, a new registered capital of 1,365,411,624 baht, divided into the following:

- 1 The issuance of 70,000,000 newly issued ordinary shares with a par value of 1 baht per share at the offering price 11 baht per share per share Total value of 770,000,000 baht to a specific person (Private Placement), which is not a connected person of the Company, such as CMC, to support the investment plan in PFS
- 2 The issuance of 1,075,799 newly issued ordinary shares with a par value of 1 baht per share to support the adjustment of warrants to purchase newly issued ordinary shares of Sabuy Technology Public Company Limited issued to directors and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB)
- 3 The issuance of 2,085,825 newly issued ordinary shares with a par value of 1 baht per share to support the adjustment of warrants to purchase ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1) and to be presented to Shareholders' meeting for further consideration and approval

Details of the Company's offering for sale of newly issued shares to a specific person (Private Placement) that is important to the decision of the shareholders, details are as follows:

1. Details of the offering

The Company will issue and offer 70,000,000 newly issued ordinary shares of the Company to CMC with a par value of 1 baht per share at an offering price of 11 baht per share, totaling a total value of 770,000,000 baht. The sale of newly issued ordinary shares to CMC is a private placement offering of newly issued ordinary shares to a specific person (Private Placement) who is not a connected person of the Company by the shareholders' meeting of the Company will have a resolution to clearly determine the offering price at the offering price of 11 baht per share, which is the offering price that is not less than 90 percent of the market price of the Company's shares According to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placements ("**Notifications Tor Chor 72/2558**") and must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and

having the right to vote, not counting the shareholders' equity with interests. In addition, although the Company has been approved by the shareholders' meeting for the offering and allocation of the Company's newly issued ordinary shares, the Company must be approved by the Office of the Securities and Exchange Commission ("SEC") as prescribed in the Notification TorChor. 72/2558 prior to the offering and allocation of the Company's newly issued ordinary shares.

The market price for the issuance of newly issued ordinary shares to be allocated to CMC is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days prior to the date that the Board of Directors resolves to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of the Company's newly issued ordinary shares to CMC, who is a limited person between October 15, 2021 to November 5, 2021, which has a price equal to 10.98 baht (information from SETSMART at www.setsmart.com).

In addition, if the offering price of newly issued ordinary shares to CMC is lower than 90 percent of the market price (the weighted average (closing price or average trading price) for the past 15 consecutive business days prior to the first day of the share offering), The Company is obliged to prohibit CMC from selling all such newly issued ordinary shares within 1 year from the date of the newly issued ordinary shares of the Company start trading in the SET (Silent Period) after the date on which the Company's newly issued ordinary shares such started trading on the stock exchange. After a period of 6 months, CMC will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules prescribed in the Stock Exchange of Thailand Notification Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended)

In this regard, if the offering price of the newly issued ordinary shares to CMC is lower than 90 percent of the market price of the Company's shares, it will affect the rights of the warrant holders of the Company, namely warrants to purchase newly issued ordinary shares. of the company issued to directors and employees of the Company and its subsidiaries No. 1 (SABUY-WA) and No. 2 (SABUY-WB) and warrants to purchase ordinary shares of the Company (SABUY-W1). If, as of the date of allotment of such shares, results in the Company. There must be an adjustment of the rights to the warrants mentioned above. According to the rights requirements, the company will expedite the proposal to the shareholders' meeting to increase the registered capital. and allocate the newly issued ordinary shares to support the adjustment of such rights.

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

Name	Number of allocated shares (shares)	Offering Price (Baht/Share)	Total Value (Baht)
Cash Machine Capital Company Limited)	70,000,000	11	770,000,000

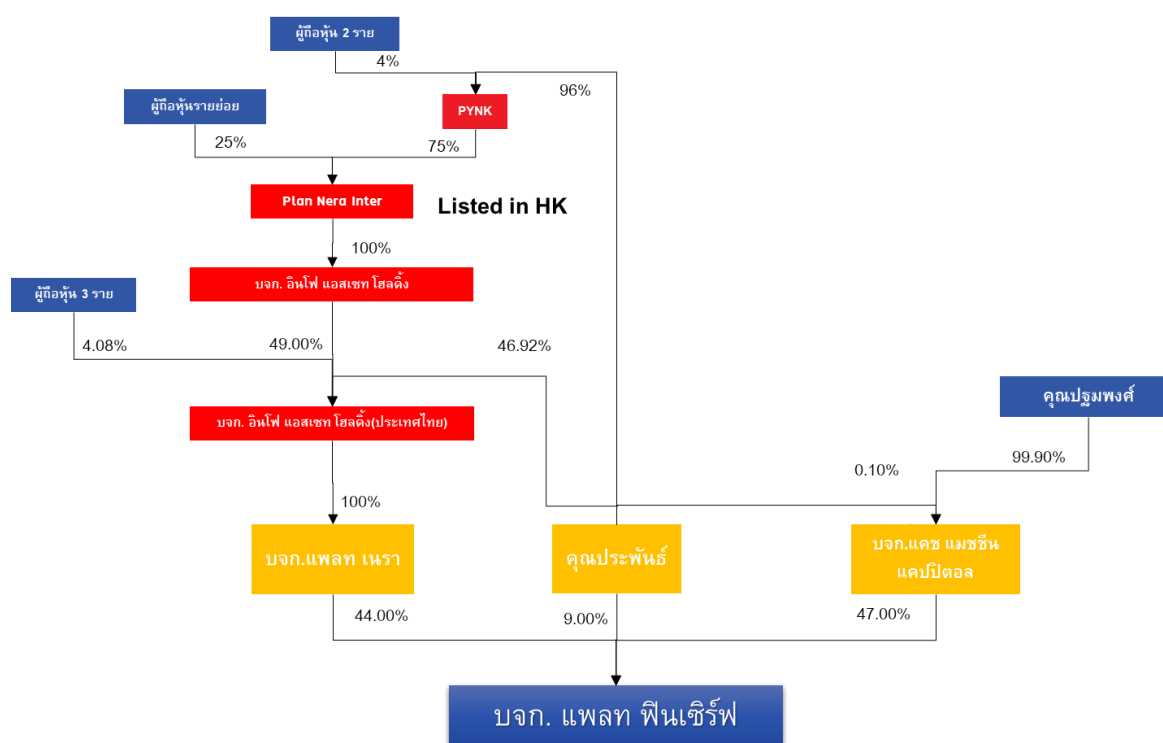
Major shareholder of Cash Machine Capital Company Limited as of November 6, 2021.

No.	Major Shareholders	shareholding (percent)
1	Mr. Patompong Viriyapatra	99.8990
2	Mr. Praphan Asavapalangprom	0.1000
3	Ms. Ravikarn Chotipreeyaruk	0.0010

List of directors of Cash Machine Capital Company Limited at November 6, 2021.

1. Mr. Patompong Viriyapatra Director

Structure of the PFS Group shareholding



Remarks

1. Minor shareholders in Info Asset Holding (Thailand) Co., Ltd. are 2 members of Mr. Praphan's family 3.06% and 1 executive 1.02%
2. Minor shareholders in PYNK are Mr. Praphan and 1 of Mr. Praphan's family member 2% and 1 of executive 2%.
3. Minor shareholders in CMC are Mr. Praphan 0.1000% and 1 of CMC employee 0.0010%.

After the Company has issued and offered for sale of newly issued ordinary shares of the Company to CMC amounting to 70,000,000 shares and complete the registration of the increase of paid-up capital. CMC will be a shareholder in the proportion of 5.80 percent of the total number of shares sold of the Company; therefore,

CMC is not the person who has the power to control the Company by definition of connected person according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions, date August 31, 2008 (including any amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction B.E. Before and after can be summarized as follows.

Shareholders	Structure before entering into the transaction		Structure after entering into the transaction	
	Shares	Percent	Shares	Percent
Rujanapornpaje Family	390,364,500	38.03	390,364,500	32.35
Veerapravati Family	295,582,501	28.80	295,582,501	24.50
T.K.S. Technology Public Company Limited	110,000,000	9.68	110,000,000	9.12
Cash Machine Capital Company Limited	-	-	70,000,000	5.80
Chailimpamontri Family	30,800,000	2.71	30,800,000	2.55
Thai NVDR Company Limited	22,131,829	1.95	22,131,829	1.83
Mrs. Thanaporn Laotrakul	12,570,000	1.11	12,570,000	1.04
Mr. Bancha Phanthumkomol	11,000,000	0.97	11,000,000	0.91
Mr. Saran Supaksaran	10,250,000	0.90	10,250,000	0.85
Miss Siridawan Paraphanthakul	7,350,000	0.65	7,350,000	0.61
Mr. Santithorn Boonjua	6,706,100	0.59	6,706,100	0.56
Other shareholders	239,750,070	21.10	239,750,070	19.87
Total	1,136,505,000	100.00	1,206,505,000	100.00

Note From the latest closing of the Company's share register book on November 5, 2021

/1 Rujanapornpaje Family consist of Mr. Chukiat Rujanaphornpjee Ms. Wichitra Pinruang Hiran and Ms. Pharunya Rujanaphornpjee

/2 Veerapravati Family consist of Mr. Anonchai Veeraprawat Ms. Atikan therefore Viwattanawong and Mrs. Pensri Weeraprawat

/3 T.K.S. Technology Public Company Limited listed on the Stock Exchange of Thailand on August 26, 2021

There are the top 5 major shareholders as follows (see more information at www.set.or.th)

No.	Major Shareholder	Shares	% Share
1.	MONGKOLSUTHREE HOLDING CO., LTD.	152,369,994	32.96
2.	Miss Sutida Mongkolsuthree	20,632,037	4.46
3.	Mrs. Thippawan Kamthorntip	11,235,000	2.43
4.	Mr. Supant Mongkolsuthree	10,191,448	2.20
5.	Mr. Chuchat Petaumpai	7,100,000	1.54

/4 Chailimpamontri Family consist of Mr. Worawit Chailimpamontri and Ms. Waranya Chailimpamontri

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

The issuance of capital increase shares is intended to invest in PFS To create Business Synergy in bringing the strengths of PFS, which is the contract holder. As a result, the Group will have additional sources of income, which are rental income from the installation of CDM (Rental Revenue) and fee income from using the service of CDM (Transaction Revenue) cabinet from CS, including the transfer of technology. Install CDM system from PNR

The Company has plans to invest in businesses that will strengthen the ecosystem of the group of companies able to meet target customers and create sustainable returns for shareholders investment in ordinary shares of PFS, who has been appointed to install 10,000 CDM cabinets for a period of 10 years from the date of installation. (Which is expected to begin installation in the first quarter of 2022). There is an investment budget to provide services according to the contract for another approx. 1,400,000,000 baht, which will be used for procuring 10,000 CDM machines and developing related systems such as switching systems, CRM Development (Software), security systems, and Data Center, etc. In this amount, PFS is supported by credit lines from 2 financial institutions, comprising a hire-purchase line of 10,000 CDM cabinets and a long-term credit line for investing in related systems and building a data center. Finance within 2021 at the moment is in the process of presenting the matter to the board of directors of the financial institution. (This is a pre-investment condition of the Company that PFS must provide a credit line for the implementation of the project under the contract)



Responsibility

PNR

- Contract installation and development of ATM standard systems, maintenance work, cabinet maintenance, and the work that is subsequently contracted by PFS as an installation and maintenance service provider is undertaken to PFS (details according to PFS Responsibilities).

PFS

- Procure CDM machine, install CDM machine in front of 7-11 branch and connect to PFS IST/ATM Switching system.
- Provide IST/ATM Switching and develop commercial bank's ATM standard system and Counter Service for transactions on CRM machines. Install and connect to Sponsor Bank's ATM Switching for commercial bank's ATM standard transactions and connect to Counter Service's CS Online for standard Counter Service transactions.

- supply network Security system Monitoring system
- system maintenance with administrative staff and operate the project 24x7 (Monitoring and Operational)
- Create a system with customer service staff (Call Center)

Sponsor Bank

- The holder of the ATM system license from the Bank of Thailand. by the transaction standard ATM of commercial banks happened on IST/Switching It will be a transaction on behalf of Sponsor Bank IST/Switching. that the company has prepared will be like the 2nd ATM Switching of Sponsor Bank, which will not affect any with other member banks in the ATM Pool group.
- Receive transaction data from IST/ATM Switching to Sponsor Bank ATM Switching and forward it to other member banks in the ATM Pool group through ITMX / PCC so that the cards of all banks can perform transactions on the company's CRM machines just like the current commercial bank's ATM/CDM machines.
- Manage money in the CRM kiosk.

Counter Service

- Become a Sponsor Bank in the project
- Prepare a place to install the CDM machine.
- Receive transaction data from IST/ATM Switching to CS Online Gateway for transaction.

On November 25, 2021, the company received a report on the progress of the project under the contract as follows:

- (1) Data collection, design and project analysis:** PFS has developed a project development plan and has taken action to collect the needs of all stakeholders. It is currently in the process of developing according to customer requirements. At present, the specification of the CDM cabinet has been determined, which has been negotiated to purchase from the manufacturer. In the process of approval of credit lines from financial institutions. In addition, the first 200 CDM cabinets were also discussed in the process of site selection.
- (2) Signal system:** PFS provides various system connections. Both in the part of Sponsor Bank and CS, including all supporting systems, and proceeding to prepare the data center (Data Center), both the main center and some backup centers.
- (3) System development:** PFS has developed a system to link both Sponsor Bank and CS to support its use, and has developed some systems at CDM machines.
- (4) Testing of various work systems:** currently, it is in the process of preparing for testing various work systems related and tested the system by the user.

The benefits that the Company will received are as follows;

- (1) To create the business synergy and help generate income from the rental fee from installation and fee from using the services of CDM cabinets which is a fee share from CS.
- (2) A learning curve in management and technology related to the CDM service can be used to analyze the information generated from the investment in such technology for business benefits and trends in business operations of the Company Group in the future.
- (3) There is an opportunity to expand the customer and reach more consumer groups which is another channel that can help the user ecosystem of Sabuy Group to grow.
- (4) Creating a good image for the Company because it has strengthened the credibility of products and services in this new investment that helps to reduce costs for both consumers and bank side and can also reach a wider range of customers in each community.

In addition, the Company expects to receive a share of profit from PFS in proportion to its investment, which is 50%, which will increase the Company Group's net profit and has the opportunity to pay additional dividends to shareholders (depending on the business conditions at each period including investment plans of the Company Group in the future)

The risk from investing in the project can be summarized as follows:

(1) The delay of project

This can be caused by a variety of factors, such as the delay in installing the CDM cabinets from the cabinet contractor, postponement of installation plans due to the epidemic situation of COVID-19, for example, in the event that the delay is caused by the PFS system installation contractor or in the event that the installation cannot be installed due to the availability of the facility, which is the responsibility of CS, PFS negotiated compensation for damages or penalties under the contract with the responsible person but in case of force majeure, such as the COVID-19 epidemic situation that makes it impossible to work from the government's order which affects a broad with all parties may cause the project to be delayed. There may be negotiations to review new plans in accordance with the situation that occurred during the period.

(2) The number of transactions and the number of CDM cabinets installations did not meet the target

Most of the project's revenue comes from the fee share from CS based on the number of transactions that occur on the CDM cabinets and the PFS system which failure to meet the projection will affect the company's profit recognition. However, related parties such as PFS, CS and Sponsoring Bank have collected statistics on customer service usage to be used in project estimation. In addition, those involved in the above-mentioned will have a publicity plan to educate users or organize a promotion to encourage customers to understand the use of services on CDM cabinets and to stimulate transaction volumes, etc.

In addition, in the event that the number of CDM cabinet installations does not meet the plan, this may affect PFS revenue as well. In practice, CS and PFS will discuss together to determine the area and timeframe for entry to install the CDM cabinet on a monthly basis to complete the contract and keep track of the number of transactions for the number of cabinets and the number of transactions taking place on the CDM cabinets as planned.

(3) The risk from higher operating costs

The implementation of project management may result in the cost which will increase in the future. However, PFS, as a contractor of CS, will enter into various employment contracts related to the project under the contract with PNR, which will become the operator instead on behalf of the PFS as the quality control and inspection. In addition, PNR will be required to undertake an assurance to PFS as an employer which causing PFS to bear clear operating costs under the contract.

In addition, PFS is scheduled to increase its capital from 50,000,000 baht to 200,000,000 baht, after the capital increase in PFS will have a shareholding structure as follows:

Shareholders	The number of shares	ratio
1) Cash Machine Capital Company Limited	1,000,000	50%
2) Mr. Praphan Asavapalangprom	180,000	9%
3) Platnera Company Limited	220,000	11%
4) Mr. Patompong Viriyapatra	600,000	30%
Total	2,000,000	100%

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

4.1 Price Dilution

Market price after offering

$$= \frac{(\text{number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly issued shares} \times \text{offering price})}{(\text{No. of paid-up shares} + \text{number of newly issued shares})}$$

$$= \frac{(1,136.505 \text{ Million share} \times 10.98 \text{ Baht per share}) + (70 \text{ Million share} \times 11 \text{ Baht per share})}{(1,206.505 \text{ Million share})}$$

$$= 10.98 \text{ THB per share}$$

effect on share price

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{market price before offering}} \\
 &= \frac{(10.98 \text{ Baht per share}) + (10.98 \text{ Baht per share})}{(10.98 \text{ Baht per share})} \\
 &= 0.00 \text{ percent}
 \end{aligned}$$

Market price before offering based on the weighted average trading price of the Company's shares. in the stock exchange for the past 15 consecutive business days before the date of the Board of Directors' resolution to propose the agenda to the Extraordinary General Meeting of Shareholders No. 2/2021 which is equal to 10.98 baht, according to the Company's stock trading information shown in SETSMART of the Stock Exchange of Thailand.

Therefore, after the offering and allotment of the newly issued ordinary shares to the persons allocated the newly issued ordinary shares this time. As a result, the existing shareholders will be affected by the share price (Price Dilution) equal to 0.00 percent.

4.2 Control Dilution

$$\begin{aligned}
 &= \frac{\text{Number of newly issued shares}}{\text{The number of paid-up shares} + \text{the number of newly-added shares}} \\
 &= \frac{(1,136.505 \text{ Million share}) + (70 \text{ Million share})}{(1,206.505 \text{ Million share})} \\
 &= 5.80 \text{ per cent}
 \end{aligned}$$

4.3 Earnings per Share Dilution

$$\begin{aligned}
 &= \frac{\text{EPS Before offering} - \text{EPS After offering}}{\text{EPS before offering}} \\
 &= \frac{(0.110) + (0.104)}{(0.110)} \\
 &= 5.80 \text{ per cent}
 \end{aligned}$$

5. Opinion of the Board of Directors

5.1 Rationale and necessity of the capital increase

The Board of Directors foresees that this capital increase is for investment in PFS to create Business Synergy by bringing the strengths of PFS, which is the contract holder, as a result, the Company Group will have additional sources of income, which are rental income from installation of CDM cabinets (Rental Revenue) and fee income from using CDM cabinets service (Transaction Revenue) from CS. Therefore, the capital increase and the specific offering will be the source of the Company's capital to buy shares of PFS by increasing

the capital in the amount of 70,000,000 shares, at the price of 11 baht per share, the Company will have sufficient cash flow to operate the business and expand other businesses. In addition, the offering of shares at such price equal to the market price before the date that the Board of Directors approves the agenda related to the issuance of shares.

5.2 The reasonableness of the capital increase, Possibilities of the plan to use the capital increase and the adequacy of funding sources

The Company will issue new ordinary shares to invest the capital increase in PFS to create Business Synergy by bringing the strengths of PFS, which is the contract holder, as a result, the Company Group will have additional sources of income, which are rental income from installation of CDM cabinets (Rental Revenue) and fee income from using CDM cabinets service (Transaction Revenue) from CS and to add more products and services to the ecosystem of the Company Group. The Company's investment in PFS is under the condition that the Company will invest only when the results of financial status, assets and liabilities are examined in PFS is satisfied by the Company

In this regard, the capital increase as a result of this capital increase, the Company will be able to invest in PFS only part of the total investment that the Company will invest in PFS only. The part to be paid in cash 360,000,000 baht, the Company proceeded to procure from the exercise of SABUY-W1 conversion rights on November 11, 2021, in the amount of 144,118,396.91 baht. The rest of the company will consider the source of money from internal cash flow first, if not enough, it will take loans from financial institutions. The Company Group has a long-term credit line from a financial institution to support the transaction.

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

The offering of newly issued ordinary shares to a private placement at this time It is an offer for sale to a company that is Business operators in the same industry as the Company. This will enhance the potential of the company's business operations in service technical and will help expand the company's customer base which is the number of CDM cabinets users to be part of the Company group's ecosystem. In addition, it also makes the capital base of the company Stronger. As of the consolidated financial statements as of September 30, 2021, the Company has total debt to equity equal to 1.27 times. If there is a capital increase in such amount, it will reduce to 0.98 times.

After the Company has studied the reasonableness and benefits of the capital increase and the allocation of newly issued ordinary shares to PFS. The Board of Directors is of the opinion that this capital increase is reasonable and will bring maximum benefit to the Company since entering into such a transaction will increase the potential of business operations and increase the opportunity to expand the business and it will result in the Company's performance. There is a better trend in the future. In addition, the offering price is set at 11 baht per share, which is based on the market price by the weighted average price of the Company's shares calculated back 15 consecutive business days during the day between October 15, 2021 to November 5, 2021 equal to 10.98 baht per share (information from SETSMART at www.setsmart.com) is a reasonable

price to get potential investors which will give advice to the company in the Company's business in service technical and will help expand the company's customer base.

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

The Company determines the offering price of 70,000,000 newly issued ordinary shares of the Company at the price equal to 11 baht per share. The offering price came from the negotiation between the Company and CMC. The price is not less than 90 percent of the market price announced TorJor. 72/255 The "market price" means the weighted average price of the Company's shares in the stock market not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date the Board of Directors resolved to propose the agenda to the shareholders' meeting of the Company for approval of the capital increase and the allocation of new shares whereby the weighted average price of the Company's shares calculated for the past 15 consecutive days between October 15, 2021 to November 5, 2021 equal to 10.98 baht per share (information from SETSMART at www.setsmart.com)

Considering the necessity and the benefits that the Company will be received from the issuance and allocation of newly issued ordinary shares for sale to the private placement as mentioned above, The Board of Directors therefore resolved to approve the issuance and allocation of newly issued ordinary shares for sale to CMC. The offering price of the newly issued ordinary shares is appropriate and for the best interest of the shareholders.

5.5 Rationale and necessity for offering newly issued shares to private placement

The Board of Directors is of the opinion that the offering of capital increase shares to a private placement at this time does not affect the Company's financial liquidity significantly and help create opportunities for business expansion and to create Business Synergy by bringing the strengths of PFS, which is the contract holder, as a result, the Company Group will have additional sources of income, which are rental income from installation of CDM cabinets (Rental Revenue) and fee income from using CDM cabinets service (Transaction Revenue) from CS and to add more products and services to the ecosystem of the Company Group, a learning curve in management and technology related to the CDM service can be used to analyze the information generated from the investment in such technology for business benefits and trends in business operations of the Company Group in the future. This is the knowledge from partners (both PFS and PNR) as an experienced person in the business of installing and deploying ATM systems. The Board of Director view that the capital increase share allocation transaction is an appropriate remuneration.

In addition, the investment in ordinary shares of PFS, who has been appointed to install 10,000 CDM cabinets, has an investment budget to provide services under the contract in the approximately amount of 1,400,000,000 baht, which will be used for procuring 10,000 CDM cabinets and developing related systems such as switching systems, CRM Development (Software) systems, security systems, and Data Centers, etc. PFS has received credit facilities from 2 financial institutions, comprising a hire-purchase limit of 10,000 CDM cabinets and a long-term credit line for investment in related systems and building a Data Center. However, PFS is scheduled to sign loan agreements from financial institutions within 2021. Currently, the matter is being

submitted to the Board of Directors of financial institutions. The Board of Directors agrees to determine the procurement of credits to support the project as a condition before the Company's investment.

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

6. Testimonials of the Board of Directors regarding the capital increase

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

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

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Report Information

The Company's Articles of Association relating to the Shareholder's Meeting

Chapter 6

The Meeting of Shareholders

Article 39. The Meeting of Shareholders of the Company shall be held at the locality of the Company's headquarters or the local area where the company's branches are located or nearby provinces.

Article 40. The Board of Directors shall hold at least one (1) meeting of shareholders. Such meeting is called "Annual General Meeting". The Meeting shall be held within four (4) months as from the date on which the accounting year of the company ends.

Other meetings of shareholders other than the aforementioned meetings shall be called Extraordinary General Meetings. Such meeting may be summoned whenever the Board of Directors deems appropriate, or when one or more shareholders holding shares in aggregate number of not less than ten (10) per cent of the total number of shares sold, may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary general meeting at any time that the matters and the reasons for the request for the meeting must be clearly stated in the said letter. In such a case, the board of directors must cause the meeting of the shareholders to be held within forty-five (45) days from the date of receipt the letter from the shareholders.

In the event that the Board of Directors does not hold a meeting within the period that is specified in Paragraph 2, shareholders who are named together or other shareholders combined with the number of shares as required can summon their meetings within forty-five (45) days from the maturity date under Paragraph 2. In such cases, it shall be deemed to be a shareholders' meeting called by the Board of Directors, where the Company shall be responsible for the necessary expenses arising from arranging and facilitating the meeting as appropriate.

In the event that the meeting of shareholders is shareholders' meeting summoned by the shareholders according to Paragraph 3, where the number of shareholders who attended the meeting did not reach the quorum as set out in Article 42, the shareholders under Paragraph 3 must be jointly responsible for the expenses incurred from holding such meeting to the company.

Article 41. In the invitation letter to attend the meeting of shareholders, the Board of Directors shall prepare the invitation letter to attend the meeting with the information specifying the venue, date, time,

agenda and matters to be presented to the meeting with details as deemed appropriate. The invitation letter of the meeting shall be clearly stated whether such matters are to be submitted for information, approval or consideration (as the case may be) and shall be indicated opinions of the Board of Directors on such matters and shall deliver such invitation letter to shareholders, registrar and the Stock Exchange of Thailand (SET) in the event that the Company is listed on the SET at least seven (7) days before the meeting of shareholders unless otherwise specified by laws.

The invitation letter to attend the meeting of shareholders shall also be published in a newspaper at least three (3) days before the meeting of shareholders, which must be published for three (3) consecutive days.

Article 42. The meeting of shareholders, whether in person or by proxy from shareholders, must have shareholders and proxies from shareholders (if any) attending the meeting together not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders and must have at least one -third (1/3) of the total number of shares sold to be a quorum.

In the event that any meeting of shareholders has passed one (1) hour of appointment overtime and the number of shareholders attending the meeting did not reach the quorum as required. If the shareholders' meeting is summoned as the shareholder requested it, the meeting needs to be dissolved. If the meeting of shareholders does not be requested by the shareholders, the meeting shall be rescheduled, and the invitation letter of the meeting shall be sent to the shareholders at least seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Article 43. At the shareholders' meeting, shareholders may assign a proxy to attend the meeting and vote on their behalf at the meeting. The proxy form must be dated and signed by the proxy holder and shall be per the form prescribed by the Registrar of Public Company Limited.

This proxy form must be submitted to the Chairman of the Board of Directors or the person designated by the Chairman at the meeting before proxies attend the meeting and the proxy form shall at least contain the following items:

- (1) The number of shares held by the person appointing the proxy
- (2) The name of the proxy
- (3) Times of the meetings that the proxy is assigned to attend the meeting and vote.

Article 44. The Chairman of the Board of Directors shall be the Chairman of the meeting of shareholders and is responsible for controlling the meeting in accordance with the laws and Articles of

Association of the Company relating to the meeting. In the event that the Chairman is not present at the meeting or is unable to perform his duties, or there is only a Vice-Chairman, the Vice Chairman of the Board of Directors will be the Chairman. In case of no Vice-Chairman, shareholders who attended the meeting shall choose one shareholder to preside over the meeting. The meeting of the shareholders should be conducted in accordance with the agenda outlined in the invitation letter to attend the meeting unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting.

As the meeting completely considers the agenda set out in the invitation letter to attend the meeting. Shareholders whose shares count together for at least one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the invitation letter to attend the meeting.

In the event that the meeting of shareholders considers the agenda items outlined in the invitation letter to attend the meeting or the matters proposed by the shareholders to be unfinished and needs to postpone consideration, the meeting shall assign the venue, date, time and agenda to the shareholders at least seven (7) days prior to the occurrence of the meeting, provided that the invitation letter to attend the meeting shall also be published in a newspaper not less than three (3) consecutive days.

Article 45. In the meeting of the shareholders, all shareholders have one (1) vote per one (1) share. In terms of voting in respect of which constitutes one share is one vote, it does not apply to the case where the company issues preferred shares and determines that they have less voting rights than ordinary shares.

In the event of joint shareholders in a single share existing, they must appoint only one of them to exercise the right to vote.

Voting shall be made publicly unless no less than five (5) shareholders request it. If the meeting resolves to cast a secret ballot, it should be done so. The method of casting secret ballots shall be as specified by the Chairman of the meeting.

In the event that the shareholder has a special interest in any matter, the shareholder shall not vote on that matter unless it is a vote on the election of directors.

Article 46. The resolutions of the meeting of the shareholders shall consist of the following votes:

(1) In normal cases, any vote or approval of any matters at the meeting of the shareholders shall be approved by a majority of shareholders who attend the meeting and cast their vote. If the

number of votes is equal, the chairman of the meeting shall have one (1) more vote as a decisive vote.

(2) In the following cases, at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote on;

- (a.) Sale or transfer of whole or part of the Company's business to any other person;
- (b.) The acquisition or transfer of the business of any other public company or private company by the Company;
- (c.) Making, amending, or termination of contracts regarding the lease of whole or part of the Company's business. Assigning other persons to manage the Company's business or a merger with others for the propose of profit and loss sharing;
- (d.) Capital increase or capital reduction;
- (e.) Amendments to the Memorandum of Association and Articles of Association of the Company;
- (f.) Issuance of debentures;
- (g.) Mergers;
- (h.) Company dissolution;
- (i.) Other actions as required by law which is prescribed that such actions required at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.



Guidelines for Attending the Meeting of Shareholders via Electronic Meeting
Documents and Proof Required for Attendees prior to Attending the Meeting, Proxy Appointment,
Voting, and Registration Form to Attend the EGM 2/2021 via Electronic Meeting
Sabuy Technology Public Company Limited

In accordance with the policy of the Stock Exchange of Thailand (SET) regarding the Code of Conduct for Holding the Shareholders' Meeting of Listed Companies dated February 19, 1999, which the objective is to provide the guideline of good practices for listed companies to apply when holding a shareholders' meeting which will establish confidence of shareholders, investors and all parties involved as well as to ensure that the shareholders' meeting is carried out with transparency and fairness and is beneficial to shareholders. Sabuy Technology Public Company Limited ("**the Company**"), therefore, is of the opinion that it is appropriate to determine the procedures for this shareholders' meeting, the examination of documents or evidence of identity of shareholders and proxies who have the right to attend the meeting, Voting method, and procedures for questions and answers session for shareholders to use as a guideline.

The 2/2021 Extraordinary General Meeting of Shareholders (EGM 2/2021) shall be convened via Electronic Meeting. A shareholder who wishes to attend the EGM 2/2021 or appoint a proxy to attend this meeting shall notify the Company of their wish by submitting the Registration Form to the EGM 2/2021 together with the identification documents as specified in clause 1 to the Company **by December 9, 2021.** After the Company has already checked the accuracy of the list of shareholders who have the right to attend the EGM 2/2021 from the book closing information as set out on the Record Date of November 23, 2021, the service provider of the Electronic Meeting will send a link for attending the meeting and Electronic Meeting manual to the E-mail given to the company. The link will be sent 2 days prior to the meeting date.

1. Notification of Intention to Attend the Electronic Meeting

The Shareholders who wish to attend the Electronic Meeting must express their intention to attend the meeting in 2 following methods:

1. Request to attend the meeting via E-mail or via post;
2. Request to attend the meeting via website or QR Code.

In case the shareholders wish to notify their intention to attend the Electronic Meeting via E-mail or post, the shareholders shall:

1. Fill out the Registration Form for Attending the EGM 2/2021 according to the registration form provided at the end of this document. Please clearly specify the E-mail and mobile phone number for registration to attend the meeting.
2. Attach a copy of evidence of identity to confirm the right to attend the meeting.

2.1 In case of a natural person shareholder

- In case the shareholder attends the Electronic Meeting on his/her own behalf:
 - A copy of valid identification document issued by government authorities such as identification card, government official identification card, driving license or passport is required. If there are any changes regarding the name or surname, the supporting document is also required.
- In case the shareholder appoints a proxy to attend the Electronic Meeting on his/her behalf, the shareholder is required to submit the following documents:
 - A Proxy Form as attached to the invitation letter to the EGM 2/2021 which completely filled in and signed by the proxy grantor and the proxy with duty stamp affixed;
 - A copy of the valid identification document of the proxy grantor such as identification card, government official identification card or passport (in case of foreigner) certified as true copy by the proxy grantor; and
 - A copy of the valid identification document of the proxy such as identification card, government official identification card, or passport (in case of foreigner) certified as true copy by the proxy.

2.2 In case of a juristic person shareholder

- In case the director authorized to sign on behalf of the juristic person wishes to attend the Electronic Meeting, he or she shall submit the following documents:
 - A copy of the shareholder's affidavit issued not older than 1 year before the EGM 2/2021, certified as true copy by the authorized director who is authorized to sign on behalf of the juristic person; and
 - A copy of the valid identification document of the authorized director, such as identification card, government official identification card, or passport (in case of foreigner) certified as true copy.

- In case the shareholder appoints a proxy to attend the Electronic Meeting on his/her behalf:
 - A Proxy Form as attached to the invitation letter to the EGM 2/2021 which completely filled in and signed by the proxy grantor and the proxy with duty stamp affixed;
 - A copy of the shareholder's affidavit issued not older than 1 year before the EGM 2/2021, certified as true copy by the authorized director who is authorized to sign on behalf of the juristic person;
 - A copy of the valid identification document of the authorized director, such as identification card, government official identification card, or passport (in case of foreigner) certified as true copy; and
 - A copy of the valid identification document of the proxy of which the details are the same as the natural person as aforementioned.

In case the aforementioned documents or evidence are not in Thai or English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of the juristic person (in case of juristic person).

3. Send the documents to notify your intention to attend the Electronic Meeting according to the Registration Form to Attend the EGM 2/2021 along with evidence of identity and various supporting documents to the Company by one of the methods mentioned below **by December 9, 2021.**

- Email to: ir@sabuytech.com
- Sent by registered mail to:

Company Secretary

Sabuy Technology Public Company Limited

No. 230, Bang Khun Thian-Chaithale Road, Samae Dam

Sub-District, Bang Khun Thian District, Bangkok 10150.

In case the shareholders wish to notify their intention to attend the Electronic Meeting via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by visiting

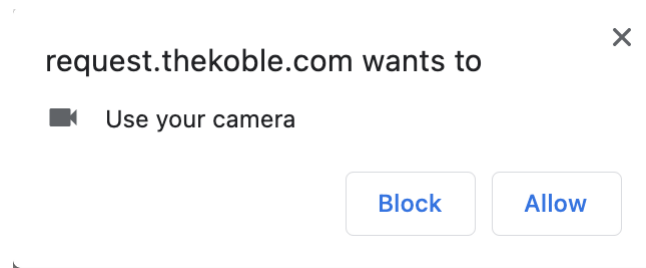
Scan QR Code, go to the link	Click on the Link
	https://sabuy.thekoble.com/agm/emeeting/index/1

2. Enter shareholder information
 - 2.1. Securities holder account number
 - 2.2. Name (no prefix required). If the shareholder is a juristic person, do not fill in this field.
 - 2.3. Surname (in case the shareholder is a juristic person, enter the name of the juristic person in the last name field)
 - 2.4. Identification card number
 - 2.5. Attach the company affidavit file (in case the shareholder is juristic person)
 - 2.6. Choose to accept the terms and consent to access personal information
 - 2.7. Press "Confirm"
3. Check shareholder's name and number of shares. If correct, fill in the shareholder information.
 - 3.1. Name-Surname (English)
 - 3.2. Email to receive a link to attend the meeting
 - 3.3. Mobile phone number
 - 3.4. Select the type of attendance
 - 3.4.1. Attend the meeting on your own behalf via Electronic Meeting
 - 3.4.2. Appoint a proxy to attend the meeting via Electronic Meeting
 - 3.4.3. Give a proxy to an independent director
 - 3.5. Press "Next"

4. In case the shareholder attends the meeting on your own behalf

Record the photo of the shareholder

- 4.1. Press permission, accept the website to access the camera, press Allow



- 4.2. Take a picture of a full identification card

- Press "Take Photo"
- Press "Save"
- If you want to shoot again, please press the "Retry" button

- 4.3. Take a picture of the shareholder with an identification card. (as example image shown)

- Press "Take Photo"
- Press "Save"
- If you want to shoot again, please press the "Retry" button

- 4.4. Press "Next"

- 4.5. The system will show a message "The information has been received." Please check your name, surname and number of shares again.

- 4.6. Press "Finish"

5. In the case the shareholder appoints a proxy to attend the meeting via Electronic Meeting

- 5.1. Record the photo of shareholder information (same as the case of the shareholders attending the meeting in person)

- 5.2. Record the information of the proxy and attach supporting documents

5.2.1. Name-Surname of the proxy (Thai)

5.2.2. Name-Surname of the proxy (English)

5.2.3. Attach a copy of the identification document of the proxy

5.2.4. Attach a completed and signed Proxy Form

5.2.5. Press "Next"

- 5.3. Press "Next"
 - 5.4. The system will display a message. "The information has been received." Please check your name, surname and number of shares again.
 - 5.5. Press "Finish"
-
6. In the case of giving a proxy to an independent director.
 - 6.1. Record the photo of shareholder information (same as the case of the shareholders attending the meeting in person)
 - 6.2. Attach a completed and signed Proxy Form
 - 6.3. Press "Next"
 - 6.4. The system will show a message "The information has been received." Please check your name, surname and number of shares again.
 - 6.5. Press "Finish."



Note: The system that accepts the request to attend the meeting will be operated from **December 1, 2021** to **December 13, 2021**. (The system does not receive information on Saturdays, Sundays and public holidays)

In case the aforementioned documents or evidence are not in Thai or English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of the juristic person (in case of juristic person).

2. Participation in the Electronic Meeting

1. Once the shareholders or proxies notify their intention and request to attend the meeting and their request has completely examined, the shareholders and proxies will receive 2 emails from the service provider which will be a link for participating in the meeting and Electronic Meeting manual 2 days prior to the meeting. The attendees are requested to study Electronic Meeting manual for the details. If you have not received the E-mail **by December 14, 2021**, please contact the Company immediately.
2. Attending the meeting and voting via electronic means can be done by computer, notebook, tablet and mobile phone via Web Browser: Chrome with 4G speed or home internet.

Note: In case of attending the meeting via tablet and mobile phone, the attendees must install the Zoom Cloud Meeting application prior to attending the meeting. The application can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

- The system will operate for the meeting 60 minutes before the start of the meeting. However, the live broadcast will start only at the time of the meeting.
- To log in to the system, the attendees are required to use shareholder registration number details and shareholder's identification card number.
- By voting through E-Voting system, the attendees will be able to vote on each agenda by only one voting for "approve", "disapprove" or "abstain". In case of not voting on any agenda, the system will immediately assume that the attendees vote for "approve". (Using the method of counting the votes by pouring the votes toward "approve")
- In case that the attendees have problems using the Electronic Meeting system, you can contact OJ International Company Limited at the phone number specified in the E-mail sending the Electronic Meeting manual to you.

3. In Case the Shareholders Wish to Give Proxy to an Independent Director.

For shareholders who cannot attend the Electronic Meeting by themselves or do not wish to appoint proxy to attend the Electronic Meeting, the shareholders can appoint one of the independent directors of the Company as proxy to attend the meeting and vote on their behalf. The shareholder can submit the Proxy Form (**Attachment 6**) by specifying as proxy an independent director who is on the list of names with brief

details (**Attachment 7**) together with supporting documents to the Company by one of the methods specified below **by December 13, 2021.**

- Email address: ir@sabuytech.com
- Send by registered mail to:
 - Company Secretary
 - Sabuy Technology Public Company Limited
 - No. 230, Bang Khun Thian-Chaithale Road, Samae Dam
 - Sub-District, Bang Khun Thian District, Bangkok 10150

Note: In the event that the shareholders specify voting for each agenda, the authorized independent director will vote on each agenda as specified by the shareholders in the Proxy Form., To vote in each agenda, the shareholders have the right to vote either “approve”, “disapprove” or “abstain”. The vote can not be divided into a partial vote. (Unless it's a Custodian vote.)

4. In Case the Shareholders are Foreign Investor and Appoint a Custodian in Thailand to Keep in Custody and Take care of their Shares.

Please submit the following information.

1. Documents provided by Custodian

- Proxy Form C (**Attachment 6**) with complete and correct information along with the signature of the proxy grantor and the proxy with a Baht 20 duty stamp affixed;
- A company affidavit of the Custodian duly signed by the authorized person of the Custodian with the corporate seal (if any);
- A certification that the proxy is licensed to operate the business as Custodian; and
- A signed and certified as true copy of identification card, government official identification card, or passport (in the case of foreigner) of the authorized person of the Custodian.

2. Documents provided by shareholder

- A power-of-attorney granted by the shareholder to the Custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.

3. Documents provided by proxy

- A signed and certified as true copy of identification card, government official identification card, or passport (in the case of a foreigner) of the proxy.

4. Submit information in one of the methods mentioned below through the following channels:

- Email to: ir@sabuytech.com
- Sendby registered mail to:
Company Secretary
Sabuy Technology Public Company Limited
No. 230, Bang Khun Thian-Chaithale Road, Samae
Dam Sub-District, Bang Khun Thian District, Bangkok 10150

Note: If the Custodian uses Proxy Form C, the Custodian can record the voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD) which can record such information in advance until 5:00 p.m. by December 14, 2021.

5. Sending Advice or Questions related to the Business, Industry, the Company's Performance or related to any Agenda which will be Considered at the Electronic Meeting.

In case the shareholders wish to send advice or questions, this can be done by the following 2 methods:

1. Sending suggestions or questions **in advance** to the Company prior to the meeting through the following channels:
 - Email to: ir@sabuytech.com
 - Sendby registered mail to:
Company Secretary
Sabuy Technology Public Company Limited
No. 230, Bang Khun Thian-Chaithale Road, Samae
Dam Sub-District, Bang Khun Thian District, Bangkok 10150
 - Company Secretary contact number 080-296-7656
2. Sending suggestions or questions **during the Electronic Meeting**. Attendees must specify their first and surname as well as identify that the attendees are shareholders who attend the meeting by themselves or are proxies before giving every suggestion or question. In this connection, the Company allows the channels to receive suggestions and questions during the meeting as follows:
 - Chat channel, text messaging system (Chat);
 - Audio chat channel in which the attendees can press the button to raise their hand and turn on their microphone on their device after the system operator has allowed the attendees to speak. Please turn off the microphone after the conversation has finished every time. (More

details can be found in the Electronic Meeting manual that will be sent to the attendees' e-mail.)

In this regard, if the shareholders have any questions about the meeting, they can contact the staff as follows:

1. Regarding the submission of identification documents to attend the shareholders' meeting via Electronic Meeting, the shareholders can contact the company secretary for more information according to the Company's contact channels as described above;
2. Regarding the procedures for attending and voting via Electronic Meeting, if the identity is confirmed correctly and completely, please contact OJ International Company Limited at the telephone number specified in the E-mail which sending the Electronic Meeting manual to you.

6. Voting Criteria

(1) Voting for each agenda shall be made openly through online system and one share shall be equal to one vote. Shareholders or proxies shall cast only one voting for "approval", "disapproval" or "abstain". A partial voting cannot be done, except for the voting by Custodian.

(2) In the case of voting by proxy, the proxy must vote as specified by the grantor in the proxy form only. In the case that the voting of proxy in any agenda does not comply with the proxy form, it shall be considered as incorrect voting and it is not a vote of the shareholder.

(3) In the event that the person appointing the proxy has not specified voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matter other than those specified in the proxy form, including in case of any amendment or addition of any fact, the proxy shall have the right to consider and vote on the shareholder's behalf as the proxy may deem appropriate.

7. Method of Voting for each Agenda

The Chairman of the meeting or the moderator will explain the details of the voting method at the meeting with the following guidelines:

(1) The Chairman of the meeting or the moderator will propose the shareholders to consider and vote on each agenda and will ask the meeting whether any shareholder votes for "approve", "disapprove" or "abstain".

(2) When the Chairman of the meeting or the moderator has asked for the opinion under clause (1), the shareholders or the proxies shall make only one voting for "approve", "disapprove" or "abstain" and the Company's staff shall process and count the votes.

8. Resolution of the Shareholders' Meeting

The resolution of the shareholders' meeting consists of the following.

- In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be regarded as the resolution of the meeting.

■ In other cases where laws or regulations set out different provisions from normal cases, the resolution of the meeting will be in accordance with the laws or regulations. The Chairman of the meeting will inform the shareholders at the meeting before voting for each such agenda.

(1) If the votes are equal, the Chairman of the meeting shall have one additional vote, which is a decisive vote.

(2) Any shareholder or proxy who has a special interest in any particular matter is forbidden to vote on that matter. And the Chairman of the meeting may invite such shareholder or such proxy to leave the meeting temporarily unless it is a vote for the election of director.

9. Vote Counting and Report of Vote Counting

The Chairman of the meeting or the moderator will explain the voting method to the meeting prior to the commencement of the agenda, whereby the Company will count the votes for each agenda from online voting by shareholders or proxies who attend the meeting and have the right to vote and will inform the voting results to the meeting in every agenda before the end of the meeting.

(1) Voting in the shareholders' meeting shall be deemed that one share is equal to one vote. Any shareholder who has a special interest in any matter has no right to vote on that matter.

(2) In normal cases, the vote shall be counted from a majority vote of the shareholders who attend the meeting and cast their votes. If there are equal votes, the Chairman of the meeting shall have one more vote as a decisive vote.

(3) The votes will be counted only for the shareholders who vote for "disapprove" or "abstain". The said votes will then be deducted from the total number of votes of shareholders attending the meeting. The rest of the votes are considered as the votes of "approve" for that agenda.

(4) When voting process has finished, the results will be announced to the meeting as soon as the votes has been collected. The votes are divided into the votes of "approve", "disapprove", "abstain" and void ballot (if any), representing the percentage of shareholders in accordance with the resolution that may require.

***** This meeting is convened only by means of the Electronic Meeting. The meeting venue will not be arranged in the original format. The Company hereby ask for the cooperation of shareholders not to travel to the Company's office *****

แบบฟอร์มลงทะเบียนเข้าร่วมประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564

ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting)

(Registration form to attend the 2/2021 Extraordinary General Meeting of Shareholders
through Electronic Meeting method)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....

อยู่ที่ (Reside at).....

อีเมล (E-mail)..... เบอร์โทรศัพท์ (Phone number).....

เป็นผู้ถือหุ้นของบริษัท สบาย เทคโนโลยี จำกัด (มหาชน) (“บริษัทฯ”) โดยถือหุ้นสามัญ

as a shareholder of Sabuy Technology Public Company Limited (the “Company”) holding

จำนวนทั้งสิ้นรวม (a total number of)หุ้น (shares)

ข้าพเจ้าประสงค์เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564 ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) ในวันพุธที่ 15 ธันวาคม 2564 เวลา 14.00 น. โดย

I hereby wish to attend the meeting and cast the votes in the 2/2021 Extraordinary General Meeting of Shareholders through Electronic Meeting method on Wednesday December 15, 2021, at 2.00 p.m. by:

☐ เข้าร่วมประชุมด้วยตนเอง (Attending this meeting on my own behalf) หรือ/or

☐ มอบฉันทะให้ นาย/นาง/นางสาว (Proxy holder to Mr./Mrs./Miss)

หมายเลขบัตรประชาชน (Identification number)

อีเมล (E-mail)..... เบอร์โทรศัพท์ (Phone number).....

มาเข้าร่วมประชุมแทนข้าพเจ้าในครั้งนี้ (to attend this meeting on my/our behalf)

กรุณาส่งลิงค์สำหรับเข้าร่วมประชุมผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) และคู่มือการใช้งานระบบมาที่
(Please kindly send a link for attending the Electronic Meeting and the Electronic Meeting Manual to this
E-mail)

อีเมล (E-mail).....

ลงชื่อ/Signed.....ผู้ถือหุ้น/shareholder/Grantor
(.....)

หมายเหตุ (Remark):

1. กรณีผู้ถือหุ้นประสงค์จะเข้าร่วมประชุมด้วยตนเอง โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนเข้าร่วมประชุม วิสามัญผู้ถือหุ้นครั้งที่ 2/2564 ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมเอกสารหลักฐานยืนยันตนรายละเอียดปรากฏตามสิ่งที่ส่งมาด้วย (5) นี้ เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุมในครั้งนี้ โดยจัดส่งมาที่อีเมล IR@sabuytech.com หรือส่งทางไปรษณีย์ลงทะเบียนมาที่ “เลขานุการบริษัท” บริษัท สบาย เทคโนโลยี จำกัด (มหาชน) เลขที่ 230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150

1. In the case that the shareholder wishes to attend this meeting on your own behalf, please kindly send this registration form to attend the 2/2021 Extraordinary general Meeting of Shareholders through Electronic Meeting method which is completely filled in and attached all identification documents according to **Attachment (5)**, for inspection in attending this meeting to the Company via E-mail IR@sabuytech.com or by post to “Company Secretary” Sabuy Technology Public Company Limited 230 Bang Khun Thian-Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150”

2. กรณีผู้ถือหุ้นประสงค์จะมอบฉันทะให้ผู้อื่นเข้าร่วมประชุม โปรดจัดส่งแบบฟอร์มลงทะเบียนเข้าร่วมประชุม วิสามัญผู้ถือหุ้นครั้งที่ 2/2564 ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมเอกสารหลักฐานยืนยันตนรายละเอียดปรากฏตามสิ่งที่ส่งมาด้วย (5) นี้ เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุมในครั้งนี้ให้แก่บริษัท โดยจัดส่งมาที่อีเมล IR@sabuytech.com หรือส่งทางไปรษณีย์ลงทะเบียนมาที่ “เลขานุการบริษัท” บริษัท สบาย เทคโนโลยี จำกัด (มหาชน) เลขที่ 230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150”

2. In the case that the shareholder wishes to appoint proxy to attend this meeting, please kindly send this registration form to attend the 2/2021 Extraordinary General Meeting of Shareholders through Electronic Meeting method which is completely filled in and attached all identification documents according to **Attachment (5)**, for inspection in attending this meeting to the Company via E-mail IR@sabuytech.com or by post to “Company Secretary” Sabuy Technology Public Company Limited 230 Bang Khun Thian-Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150”

3. เมื่อท่านผู้ถือหุ้นได้รับการยืนยันตนแล้ว ผู้ถือหุ้น และ/หรือผู้รับมอบฉันทะจะได้รับลิงค์การเข้าร่วมประชุม และคู่มือการใช้งานระบบตามอีเมลที่ได้รับไว้

3. When the shareholder verification is confirmed, the link to attend the Electronic Meeting and the Electronic Meeting manual will be sent to the shareholder and/or the proxy via the E-mail provided.

4. กรณีผู้ถือหุ้นไม่สามารถเข้าร่วมประชุมแบบ Electronic Meeting ได้ด้วยตนเอง หรือไม่ประสงค์จะมอบฉันทะให้บุคคลอื่นเข้าร่วมประชุมแบบ Electronic Meeting ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระท่านใดท่านหนึ่งของ

บริษัทฯ รายละเอียดปรากฏตามสิ่งที่ส่งมาด้วย (7) เข้าร่วมประชุมได้ โปรดจัดส่งหนังสือมอบฉันทะแบบใดแบบหนึ่งตามสิ่งที่ส่งมาด้วย (6) และเอกสารหลักฐานยืนยันตนรายละเอียดปรากฏตามสิ่งที่ส่งมาด้วย (5) นี้ให้แก่บริษัทฯ โดยจัดส่งมาที่อีเมล IR@sabuytech.com หรือส่งทางไปรษณีย์ลงทะเบียนมาที่ “เลขานุการบริษัท” บริษัท สบาย เทคโนโลยี จำกัด (มหาชน) เลขที่ 230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150” โดยผู้ถือหุ้นไม่จำเป็นต้องกรอกข้อมูลตามแบบฟอร์มลงทะเบียนเข้าร่วมประชุมวิสามัญผู้ถือหุ้นฯ ฉบับนี้แต่อย่างใด

4. In the case that the shareholder cannot attend the Electronic Meeting on your own behalf or does not wish to appoint the proxy to attend the Electronic Meeting, the shareholder can appoint one of the Independent Director of the Company as shown in **Attachment (7)** to attend the meeting, by submitting any of the Proxy Form **Attachment (6)** and attached all identification documents according to **Attachment (5)** to the Company. The shareholder is not required to fill in this registration form to attend the 1/2021 Extraordinary General Meeting of the Shareholder.

Proxy Form A (General Form)

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at.....

Date Month Year

(1) I/We.....Nationality.....
 Residing atRoad.....Subdistrict.....
 District.....ProvincePostcode.....

(2) is a shareholder of Sabuy Technology Public Company Limited, holding the total amount of
shares and are entitled to vote equal to votes as follows:

Ordinary sharesshares, and are entitled to vote equal to
votes,

Preferred sharesshares, and are entitled to vote equal to
votes,

(3) Hereby appoint

(1)Age.....years Residing at.....
 Road.....Subdistrict.....District.....
 Province Postcode or

(2)Age.....years Residing at
 Road.....Subdistrict District
 Province Postcode or

(3)Age..... years Residing at
 RoadSubdistrict District
 Province Postcode

Any one of these persons to be my/our proxy to attend and vote on my/our behalf at the 2/2021 Extraordinary General Meeting of Shareholders on December 15, 2021 at 2:00 p.m. via the Electronic Meeting, broadcasting live from the meeting room, on the 2nd floor of the office of Sabuy Technology Public Company Limited, located at 230 Bang Khun Thian-Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150 or such other date, time and place as may be adjourned .

Any actions performed by the proxy in the meeting shall be deemed to be the actions performed by myself/ourselves.

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Note

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp
duty of Baht 20)

เขียนที่ _____
Written on
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at Road Sub-District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
as a shareholder of SABUY TECHNOLOGY PUBLIC COMPANY LIMITED,
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total number of shares and having voting rights equivalent to vote(s), as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share share(s) having voting rights equivalent to vote(s)
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share share(s) voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
hereby appoint (please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ
เครื่องหมาย ✓ ที่ ☐ 1. และระบุ
ชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No. 1, please mark ✓ at ☐ 1.
and give the details of proxy
(proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age Years Residing at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal code Or

กรณีเลือกข้อ 2. กรุณาทำ
เครื่องหมาย ✓ ที่ ☐ 2. และเลือก
กรรมการคนใดคนหนึ่ง
If you make proxy by choosing
No. 2, please mark ✓ at ☐ 2.
And choose one of these
members of the Independent
Directors

☐ 2. แต่งตั้งกรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น ดังต่อไปนี้
Appoint the following members of the Independent Directors of the Company:
☐ (1) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
☐ (2) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 7. ของหนังสือเชิญ
ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564)
(Detail of members of the Independent Directors of the Company are specified in
Enclosure 7. of the Notice of the Extraordinary General Meeting of Shareholders
2/2021)

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564 ในวันที่ 15 ธันวาคม 2564 ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจาก ห้องประชุมชั้น 2 สำนักงานของบริษัท เลขที่ 230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Only one of them as my/our proxy to attend and vote the Extraordinary General Meeting of Shareholders 2/2021 to be held on Wednesday, 15 December 2021, via electronic system (Electronic Meeting) by live broadcast from Meeting Room, 2nd Floor, Office of the Company, No. 230, Bang Khun Thian - Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150 or at any adjournment thereof to any other date, time and venue.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564

Agenda No.1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders 1/2021

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No.2 To consider and approve the increase of the Company's registered capital

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda No.3 To consider and approve the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda No.4 To consider and approve the allocation of newly issued ordinary shares

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No.5 Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the proxy holder in any agenda item that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the case that I/we have not declared a voting intention in any agenda item or my/our determination is not clearly specified or the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourselves as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting unless the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to the Proxy Form B.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะแบบ ข.
Attachment to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)**

Grant of proxy as a shareholder of **SABUY TECHNOLOGY PUBLIC COMPANY LIMITED**

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564 ในวันที่ 15 ธันวาคม 2564 ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียว เท่านั้น โดยถ่ายทอดสดจาก ห้องประชุมชั้น 2 สำนักงานของบริษัท เลขที่ 230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Extraordinary General Meeting of Shareholders 1/2021) to be held on Wednesday, 15 December 2021, via electronic system (Electronic Meeting) by live broadcast from Meeting Room, 2nd Floor, Office of the Company, No. 230, Bang Khun Thian - Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150 or at any adjournment thereof to any other date, time and venue.

วาระที่.....เรื่อง.....

Agenda Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

Proxy Form C. (For foreign shareholders who have a custodian in Thailand only)

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at

.....

Date Month Year.....

(1) I/We.....Nationality.....

Residing at Road..... Subdistrict

District Province. Postcode.....

In our capacity as the custodian for.....

Being a shareholder of Sabuy Technology Public Company Limited

Holding the total amount of shares, and are entitled to vote equal to votes as follows:

Ordinary shares shares, are entitled to vote equal to votes

Preferred shares..... shares, are entitled to vote equal tovotes

(2) Hereby appoint

(1)Age.....years,

Residing atRoad Subdistrict

DistrictProvince Postcodeor

(2)Age.....years,

Residing atRoad Subdistrict

DistrictProvince Postcodeor

(3)Age years,

Residing at Road Subdistrict

DistrictProvince Postcode

Any one of these persons to be my/our proxy to attend and vote on my/our behalf at the 2/2021 Extraordinary General Meeting of Shareholders on December 15, 2021 via the Electronic Meeting, broadcasting live from the meeting room, on the 2nd floor of the office of Sabuy Technology Public Company Limited, located at 230 Bang Khun Thian-Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150 or or such other date, time and place as may be adjourned.

(3) I/We hereby authorize the proxy to attend this meeting and vote on my/our behalf as follows:

☐ The voting right in all the voting shares held by us is granted to the proxy

☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:

☐ Ordinary sharesshares, entitled to vote..... votes

☐ Preferred sharesshares, entitled to vote..... votes

Total entitled vote votes

(4) I/We authorize the Proxy to attend this meeting and vote my/our behalf at this meeting as follows:

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders 1/2021

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

Agenda 2 To consider and approve the increase of the Company's registered capital

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

Agenda 3 To consider and approve the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

Agenda 4 To consider and approve the allocation of newly issued ordinary shares

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

Agenda 5 Other matters (if any)

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

(5) Voting for the proxy on any agenda that is not as specified in this proxy form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) In the event that I/We have not specified my/our voting intention in any agenda or not clearly specified or in case that meeting considers or passes resolutions in any matters other than those specified above, including in case of any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions performed by the proxy in this meeting, except where my/our proxy does not vote as I/we specify in the proxy form, shall be deemed to be the actions performed by myself/ourselves.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Note

1. The Proxy Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this Proxy Form:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. In the agenda relating to the election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there any further agenda apart from specified above brought into consideration in the meeting, the proxy may use the attached supplemental Proxy Form C

Supplemental Proxy FORM C.

A proxy is granted by a shareholder of Sabuy Technology Public Company Limited for the 2/2021 Extraordinary General Meeting of Shareholders on December 15, 2021 via the Electronic Meeting, broadcasting live from the meeting room on the 2nd floor of the office of Sabuy Technology Public Company Limited, located at 230 Bang Khun Thian-Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150 or such other date, time and place as may be adjourned.

- ☐ Agenda Subject
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

- ☐ Agenda Subject
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

- ☐ Agenda Subject
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
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- ☐ Agenda Subject
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

- ☐ Agenda Subject
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf in all respects as deemed appropriate.
- ☐ (b) To grant my/our proxy to vote according to my/our wishes as follows;
- ☐ Approvevotes ☐ Disapprove votes ☐ Abstain votes

Brief information of the Independent Directors representing proxies at the 2/2021 Extraordinary General Meeting of Shareholders



Name : Mr. SARAN SUPAKSARAN

Position : Director
Independent Director
Audit Committee
Chairman of the Nomination and Remuneration Committee

Age : 48 years

Address : 230 Bang Khun Tian-Chai Talay Road, Samae Dam Sub-District, Bang Khun Tian District Bangkok

Start Date of Independent Director Position : February 20,2019

Number of years as an independent director : 2

Educational qualifications : Master of Financial Science, Chulalongkorn University
Bachelor of Accounting, Thammasat University

Training : Director Accreditation Program (DAP) Class 114/2015
Advanced Audit Committee Program 25/2017- IOD
Board Nomination and Compensation Program 8/2019- IOD

Shareholding in the Company : 10,700,000 shares equivalent to 0.91% (as of November 23, 2021) (Myself / spouse / underage child)

Being a close relative with management / major shareholder of the Company / Subsidiary: -none-

Having a stake in the agenda : None

Holding a position of director / executive in other businesses

- Other listed company

2021 - present	Independent Director / Audit Committee Member/ Chairman of the Risk Management Committee	Nirvana Daii Public Company Limited
2020 - present	Advisor in the Board of Accounting Professions of Tax accounting	Federation of Accounting Professions
2021 – present	Chairman of Audit Committee	Ratchapruet Hospital Public Company Limited
2016 - present	Director / Independent Director / Audit Committee	
2014 - present	Director / Independent Director / Audit Committee	Rajthanee Hospital Public Company Limited

- Other non-listed company

2019 - present	Company Directors	SSIPO Consolidation Company Limited
2018 - present	Chairman of the Audit Committee	Infraset Company Limited

- Being a close relative with management / major shareholder of the Company / Subsidiary:
-none-

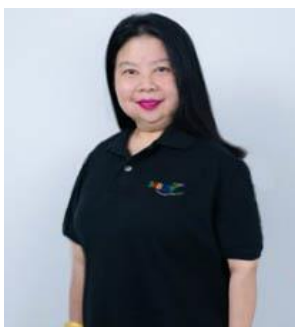
Meeting attendance in the year 2021 (As of November 2021) (Number of times attended / Number of times eligible to attend)

Director meeting attendance in the year 2021				
Director	Audit Committee	Nomination and Remuneration	Risk Management	Executive
11/11	4/4	2/2	-	-

Meeting attendance in the year 2020 (Number of times attended / Number of times eligible to attend)

Director meeting attendance in the year 2020				
Director	Audit Committee	Nomination and Remuneration	Risk Management	Executive
8/8	4/4	2/2	-	-

Interests with the Company / Subsidiary / Associated Company Or legal entities that may have conflicts at present or in the past 2 years : -None-



Name : Mrs. UMAWADEE RATTANA-UDOM

Position : Director
Independent Director
Audit Committee
Nomination and Remuneration Committee

Age : 58 years

Address : 230 Bang Khun Tian-Chai Talay Road, Samae Dam Sub-District, Bang Khun Tian District Bangkok

Start Date of Independent Director Position : February 20,2019

Number of years as an independent director : 2 years

Educational qualifications : Bachelor of Laws Thammasat University

Training : Director Accreditation Program (DAP) Class 163/2019

Shareholding in the Company : 400,000 shares, equivalent to 0.03% (as of November 23, 2021)
(Myself / spouse / underage child)

Being a close relative with management / major shareholder of the Company / Subsidiary: none

Having a stake in the agenda : None

Holding a position of director / executive in other businesses

- Other listed company
-None-
- Other non-listed company
2009 - present Company Directors Yuma Law Company Limited
- Being a close relative with management / major shareholder of the Company / Subsidiary:
-none-

Meeting attendance in the year 2021 (As of November 2021) (Number of times attended / Number of times eligible to attend)

Director meeting attendance in the year 2021				
Director	Audit Committee	Nomination and Remuneration	Risk Management	Executive
11/11	4/4	2/2	-	-

Meeting attendance in the year 2020 (Number of times attended / Number of times eligible to attend)

Director meeting attendance in the year 2020				
Director	Audit Committee	Nomination and Remuneration	Risk Management	Executive
8/8	4/4	2/2	-	-

Interests with the Company / Subsidiary / Associated Company Or legal entities that may have conflicts at present or in the past 2 years

-None-

Map of the venue for the EGM 2/2021 via Electronic Meeting at the Company's headquarters

At the meeting room, 2nd floor, the Company's headquarters, Soken Building.

