



- Translation -

**Minutes of the Extraordinary General Meeting No. 2/2022  
of Sabuy Technology Public Company Limited**

**Date, Time, and Place**

The Extraordinary General Meeting of Shareholders No. 2/2022 (the “**Meeting**”) of Sabuy Technology Public Company Limited (the “**Company**”) was held on Wednesday, September 28, 2022 at 10.00 a.m. via the electronic platform and was broadcast from the Meeting Room, 2<sup>nd</sup> Floor of the Company’s office, 230 Bang Khun Thian Chai-thalae Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150.

**Directors in Attendance**

- |                                 |  |
|---------------------------------|--|
| 1) Mr. Chakkrit Parapuntakul    | Chairman of the Board of Directors / Independent Director/ Chairman of the Audit Committee   |
| 2) Mr. Woravit Chailimpamonti   | Vice Chairman of the Executive Committee /Board of Directors / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / |
| 3) Mr. Saran Supaksaran         | Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee   |
| 4) Mrs. Umawadee Rattana-Udom   | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee   |
| 5) Mr. Chookiat Rujanapornpajee | Director / Chairman of the Executive Committee / Vice Chairman of the Risk Management Committee and Chief Executive Officer                                      |
| 6) Mr. Wirach Morakotkarn       | Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Commercial and Investment Officer                                 |
| 7) Mr. Wachirathon Kongsuk      | Director / Member of the Executive Committee / Chief Legal Service Officer   |
| 8) Mr. Jutiphan Mongkolsuthree  | Director   |
| 9) Mr. Khanat Kruthkul          | Director / Independent Director  |

**Others in Attendance**

- |                              |                                   |
|------------------------------|-----------------------------------|
| 1) Mr. Anupat Srisuwanchai   | Commercial and Investment Manager |
| 2) Miss Duangruthai Sriwarom | Company Secretary                 |

**Legal Advisors from Hunton Andrews Kurth (Thailand) Limited attending the Meeting**

- |                            |         |
|----------------------------|---------|
| 1) Miss Yaowarote Klinboon | Partner |
|----------------------------|---------|



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

- Translation -



- Translation -

**Independent Financial Advisor from Avantgarde Capital Company Limited attending the Meeting**

1) Miss Benjawan Tuntichumnankul Investment Banking Associate

The meeting commenced at 10.00 a.m.

Before the start of the Meeting, Miss Duangruthai Sriwarom, the company secretary who act as a conductor of the Meeting, informed the Meeting that following the outbreak of the coronavirus disease 2019 (COVID-19) pandemic in Thailand, which is considered a dangerous communicable disease, and in accordance with the Communicable Diseases Act B.E. 2558 (2015). The Government has announced regulations issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005) (No. 28), effective on 21 April 2021, which has prohibited any activity that involves a gathering of more than five persons, and requires that public and private authorities should hold training, seminars, or meetings by electronic methods. In order to comply with the regulations and measures stipulated by the Department of Disease Control, Ministry of Public Health and the aforesaid Regulations, the Company held the Extraordinary General Meeting of Shareholders No. 2/2022 via an electronic platform. The methods and procedures of this electronic meeting have been sent to all shareholders, together with the invitation letter to the Meeting.

The Company gave the shareholders an opportunity to submit suggestions or enquiries prior to the date of the Extraordinary General Meeting of Shareholders No. 2/2022 via the Company's email or by post to the Company's address. The Company arranged for question-and-answer sessions in the Meeting and recorded the minutes with regard to such questions and answers.

The Company would like to extend great appreciation to all shareholders and expects to receive cooperation from everyone.

The Company reserves the right to perform acts in the future and determine practices and measures for risk protection in accordance with the guidelines prescribed by the law and/or policy of government authorities. In this regard, the Company requests the shareholders' cooperation to strictly comply with the said measures.

The Conductor informed the Meeting of the Company's preliminary information as follows:

● Registered capital	THB 2,249,389,341
● Paid-up capital	THB 1,487,192,290
● Divided into	1,487,192,290 ordinary shares
● Par value	THB 1.00 THB per share

The Company scheduled September 2, 2022 as the date to record the names of the shareholders who were entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022 (Record Date).

- Translation -

At the Meeting today, there were 6 shareholders attending in person and 60 shareholders attending by proxy, a total of 66 shareholders, this represented 829,518,055 shares or 55.7757 percent of the total of 1,487,192,290 issued shares of the Company. A quorum was therefore constituted in accordance with Article 43 of the Company's Articles of Association, which provides that at a shareholders' meeting, a quorum shall consist of shareholders and proxies (if any) who represent not less than 25 persons, or no less than one-half of the total number of shareholders and holding an aggregate number of no less than one-third of the total number of issued shares.

The Conductor informed the Meeting of the details of the sequence of agenda items, enquiries, expressing opinions or making suggestions, voting methods, and the counting of votes in accordance with good corporate governance principles, and the details about the Electronic Meeting for the Extraordinary General Meeting of Shareholders No. 2/2022 as follows:

1. The Sequence of Agenda Items, Enquiries, Expressing Opinions or Making Suggestions

At this Meeting, the agenda items would be considered according to the sequence specified in the invitation letter and would not be reshuffled, and for each of these items the supporting information would be presented thoroughly. During the Meeting, the shareholders and proxies would be given an opportunity to raise questions on each agenda item.

Any shareholder or proxy who wished to raise questions, express opinions, or make suggestions could do so through 2 channels as follows:

1) Chat Channel, by means of pressing the Chat button, so that the meeting attendees could type their names, surname, and the details of whether they were shareholders who attended the Meeting themselves or by proxy, and, subsequently, specify the question, opinion or suggestion before pressing the Enter button for the submission of their message.

2) Audio Channel, by means of the Raising Hand button and switching on the microphone on the shareholder's device. Having been granted permission to speak from the system operator, the meeting attendees should give their names and surname as well as the details of whether they were shareholders who attended the Meeting themselves or by proxy, before raising any questions, expressing opinions or making suggestions. Having completed the question, the meeting attendees should press the Lower Hand button and switch off the microphone after their conversation had finished.

Voting would be conducted for each agenda item, and before this the Company would answer any questions from shareholders or proxies after the information had been completely presented.

For any shareholder who had submitted a question, opinion or suggestion to the Company prior to the meeting date, the Company would respond to these questions or provide clarification to the shareholders who made inquiries for each agenda after the information on each agenda item had been presented.

- Translation -

2. Voting and Counting of Votes for each Agenda Item

As this Meeting was conducted via an electronic platform, the ballots had not been printed. Prior to casting the vote on each agenda item, the Chairman would inform the meeting attendees of the resolution and the counting of votes for each agenda item. After having acknowledged the details of each agenda item, the shareholders and proxies would be requested to comply with the voting procedures as follows:

2.1 For the casting of votes, a shareholder or proxy would have the number of votes equivalent to the number of shares held in the Company or granted by the proxy grantor. Any shareholder who has a special interest in any agenda item shall have no voting rights for such agenda item, except for voting for the election of directors pursuant to Article 45 of the Company's Articles of Association.

2.2 Voting for each agenda item shall be conducted openly through electronic voting (E-Voting) and one share shall always represent one vote. The shareholders or proxies shall only vote for either "approve", "disapprove" or "abstain", and no partial voting will be allowed, except for a custodian vote. The Company will deduct the disapproval votes and abstention votes from the total number of votes of the shareholders who attended the Meeting, and the remaining votes shall be regarded as approval votes for such agenda item.

2.3 In the case of a proxy, if the grantor has cast a vote in advance, the meeting staff will count the cast votes according to the grantor's intention. Therefore, the proxy would not be required to cast votes at the Meeting. However, if the grantor did not specify his/her intention to vote for any agenda item, or did not clearly specify his/her intention, or in the case that the Meeting considers or passes a resolution on any matter other than those specified in the proxy form, as well as in the case that any facts were amended or added, the proxy will have the right to consider and cast the votes for that agenda item as appropriate.

2.4 The electronic voting (E-Voting) could be conducted by means of pressing one of the desired voting buttons: "Approve", "Disapprove", or "Abstain" as appears on the screen of the shareholders or proxies.

2.5 If a shareholder or proxy did not cast a vote on any agenda item, the Company will consider that the shareholder or proxy agreed with that agenda item. However, the casting of votes may be changed until the closing of voting for that agenda item had been announced.

2.6 Shareholders and proxies shall have 1 minute to cast their votes after the opening of voting on each agenda item had been announced. Once the voting option button has been pressed, the system will ask again to confirm the voting or not, so one press should be OK to confirm the voting. However, if the meeting attendees wished to change the voting, they could do so by pressing the voting option button again. When the close of the voting for each agenda item had been announced, the meeting attendees would be unable to vote or change their votes. Subsequently, the voting results for that agenda item would be announced to the Meeting and the Conductor would inform the voting results for all agenda items to the Meeting before the Meeting was

- Translation -

adjourned. The votes would comprise the approval votes, the disapproval votes, and the abstention votes, and once the voting results for any agenda items have been announced, they would be deemed final.

2.7 The counting of votes in accordance with the agenda items as specified in the Extraordinary General Meeting of Shareholders No. 2/2022 has been divided into 2 categories as stipulated in the Public Limited Companies Act B.E. 2535 (1992) (including any amendment) ("**Public Limited Companies Act**") and the Company's Articles of Association as follows:

1) The agenda items which require an approval resolution with a majority vote of the shareholders who attend the Meeting and cast their votes, namely, Agenda Items 1 in which the Company will calculate the voting based on the approval and disapproval votes only, with the exclusion of the abstention votes;

2) The agenda items which require an approval resolution with the votes of not less than three-quarters of the total number of votes of the shareholders who attend the Meeting and are eligible to vote, namely, Agenda Items 2 and 3, in which the Company will calculate the voting based on the votes of the shareholders who attend the Meeting and are eligible to vote.

The Conductor invited Mr. Chakkrit Parapuntakul, the Chairman of the Board of Directors, acting as the Chairman of the Meeting ("**Chairman**") to deliver the opening speech and declare the Extraordinary General Meeting of Shareholders No. 2/2022 duly convened via Electronic Meeting, and to propose that the Meeting consider the following agenda items:

**Agenda Item 1 To consider and approve the Extraordinary General Meeting of Shareholders No. 1/2022.**

The Chairman proposed that the Meeting consider and certify the Extraordinary General Meeting of Shareholders No. 1/2022, held on August 9, 2022. The Company had prepared and submitted the copy of the said Minutes to the Ministry of Commerce within the period as specified by law. The details were shown in the Copy of the Extraordinary General Meeting of Shareholders No. 1/2022, Attachment 1, which had been delivered to the shareholders, together with the invitation letter, in advance.

After due consideration, the Board of Directors was of the view that the Extraordinary General Meeting of Shareholders No. 1/2022, held on August 9, 2022, had been correctly and completely recorded, and deemed it appropriate to propose that the Meeting consider and certify the said Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.

The Chairman asked the Meeting whether any shareholder or proxy would like to raise any question or express any opinion, or whether there was any question submitted by shareholders in advance.

None of the shareholders or proxies raised any question or expressed any opinion on this Agenda Item, the Chairman, then, proposed the Meeting to certify the Extraordinary General Meeting of Shareholders No. 1/2022.

- Translation -

This Agenda Item must be approved by a majority vote of the shareholders who attend the Meeting and cast their votes.

**Resolution:** After due consideration, the Meeting resolved to certify the Extraordinary General Meeting of Shareholders No. 1/2022, held on August 9, 2022, as proposed by the Chairman, in accordance with the following votes:

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	829,921,860	100.00
Disapproved	0	0
Abstained	100	0
Total	829,921,960	100.00

**Agenda Item 2 To consider and approve the investment in Asiasoft Corporation Public Company Limited.**

The Chairman delegate Mr. Anupat Srisuwanchai (“**Mr. Anupat**”), to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting established an alliance with Asiasoft Corporation Public Company Limited (“AS”) the leading online entertainment service provider in Southeast Asia provide online games and the number one game online operator in Thailand and Singapore and second in Malaysia and Vietnam. At present, AS online service more than 33 countries on both PC and Mobile Phone. In 6 countries, there are games in both Massively Multiplayer Online Role-Playing Game (MMORPG) and Casual Game by providing services in a manner that gamers can play for free and sell items within cash shop. which is a platform that causes Micro-transaction and customers with a large number of repeat purchases which causes the use of payment services and build a huge customer database. which will allow both companies to integrate the ecosystem of both companies, allowing the company to offer various services to AS, allowing the company to take advantage of the ecosystem more, which will lead to the growth of income, cash flow and benefit to shareholders.

The company investment in AS by purchase ordinary shares and warrant from Mr. Pramoth Sudjitporn and Miss Saowaluck Jitsumrit (“The Group of the existing shareholders in AS”) as follows:

- 1) The ordinary shares of AS not more than 73,720,904 shares or 14.39 percent of total shares of AS
- 2) The Warrant that purchases ordinary shares of AS no.2 (AS-W2) not more than 33,837,554 shares or 6.60 percent of total shares of AS after AS-W2 and ESOP THB 13.50 per share,

- Translation -

totaling THB 456,806,979. The company has the right to convert AS-W2 at a price of THB 3.50, amount not exceeding THB 118,431,439.

The two investments totaling of the transaction size does not exceed THB 1,828,493,786 and will make the company has a shareholding proportion of AS after the capital increase from the exercise of AS-W2 and ESOP 20.97 percent. In this regard, the Company will pay for the ordinary shares and AS-W2 in cash in the total amount not exceeding THB 1,710,062,347 to the group of existing shareholders of AS with details as follows:

- 1) Payment of ordinary shares of AS in the amount not more than 73,720,904 shares at a price of THB 17.00 per share, total value not exceeding THB 1,253,255,368
- 2) Payment of warrants to purchase ordinary shares of AS No. 2 ("AS-W2") in the amount not more than 33,837,554 units at a price of THB 13.50 per unit, total value not exceeding THB 456,806,979

In this regard, the investment under such proceed will conduct under as follows:

- 1) The shareholder's meeting of the Company has resolved to approve the Company to investment by purchase ordinary shares of AS and AS-W2 from group of the existing shareholders in AS that the company will pay amount not exceeding THB 1,710,062,347 in cash.
- 2) The shareholder's meeting of the Company has resolved to approve the Company can be exercised in the event that AS-W2 is in-the-money status by assigning the Chief Executive Officer the authority to exercise the conversion right in accordance with AS-W2 rights terms at a price of THB 3.50 (or if the rights are adjusted in the future) in an amount not exceeding THB 118,431,439 to AS
- 3) The result of due diligence of AS is satisfactory to the Company.

The aforementioned transaction is considered as an acquisition and Disposal of assets transaction of the Company according to the Notification of Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E.2547 (2004), ("**Acquisition and Disposal of Assets Notifications**"). The transaction size is calculated to 36.75 percent calculated based on the net operating profit criterion and overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 82.47 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending June 30, 2022. The transaction size is higher than 50 percent but less than 100. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition transaction of the Company to the Stock Exchange of Thailand ("**SET**") according to the Acquisition



- Translation -

and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders' meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

Before the casting of votes, Mr. Anupat asked Miss Benjawan Tuntichumnankul, Investment Banking Associate, Avant Garde Capital Co., Ltd. ("**Miss Benjawan**"), the Independent Financial Advisor, to provide a summary of their opinion on entering this transaction as follows.

Miss Benjawan explained to the Meeting that the Company intends to invest in ordinary shares in Asiasoft Corporation Public Company Limited. Therefore, summarize the opinions as follows

Advantages and Disadvantages of the Transaction:

Advantages:

- 1) The Company will benefit from AS's experience, expertise and customer base in Southeast Asia, which will support the expansion of the company's payment business.
- 2) Investing in AS is an investment in businesses and industries that have potential for future growth with several changes amid technology and digital age
- 3) Increase the opportunity to generate returns, profits and cash flows for the Company and shareholders in the long term
- 4) It is an extension of the marketing and digital media business under the Company's ecosystem by using strategy and marketing in the form of a game (Gamification Marketing) and marketing in the form of a customer relationship management system or a loyalty program.

Disadvantages:

- 1) The Company has no power to control the business direction of AS since the investment in ordinary shares does not allow the Company to gain control power
- 2) The price of AS ordinary shares and AS-W2 warrants on the SET is lower than the transaction price
- 3) The Company will bear the finance cost occurred from the transaction

The risk of entering into the transaction

1) Risk before entering into the transaction:

Risk of unsuccessful or delay of transaction from the uncompleted precedent condition

The acquisition is subject to condition as follow:

- (1) The Company's shareholders' meeting resolved to approve the transaction with AS

- Translation -

(2) The results of due diligence of AS are satisfactory to the Company

Therefore, if the Company is unable to fulfill the conditions required for completing the transaction, the transaction will not be successful or delayed.

2) Risk after entering into the transaction:

1. The risk of return on investment in the future is not as expected due to AS business risks.

In doing business as an online game provider, there are risks associated with the operation as follows:

- 1) The risk of return on investment in the future is not as expected due to AS's business risks.
- 2) Risk from the reliance on internet service providers, rent Internet Data Centers for server installation and lease high-speed Internet communication circuits (Bandwidth) from Internet Service Providers (ISPs)
- 3) Risk of not owning copyrights and/or developing online games on its own and
- 4) Risk of online game piracy due to some operators smuggle online programs that are licensed by AS to be installed on the parent network (Server) and available through their own network at a lower service fee. This may result in AS losing some revenue and may affect the performance of AS and result in disproportionate return on future investments, for example, when the return on equity is lower than expected - which may result in the dividend payment rate being not as expected and will cause the payback period from such investment to be extended for longer than the Company's estimation.

However, AS will pay close attention in selecting the games that suit the market taste and use the experience to carefully select games to reduce the risk of unsuccessful investments in online games. For the risk of relying on ISPs, AS chooses a large and quality internet service provider. Additionally, AS now has the option to use cloud-based services as a backup plan in case of problems. As for copyright and renewal risks, AS has strictly adhered to copyright contracts to minimize the risk of contract termination and has set AS to have the right to renew the contract at the same price and conditions.

2. Risk of relying on key human resources to operate business

Due to Mr. Pramote Sudjitporn being the major shareholder, is a knowledgeable person. ability and experience in the entertainment software business in the operation of AS for a long time. enter into this transaction as a result, the shareholding ratio of Mr. Pramote Sudjitporn will decrease from the original, which will reduce the power of having a stake in the management. This may create a risk that will reduce the efficiency of the management of stakeholders as well.

3. Risk of the companies' synergy not going as planned

- Translation -

Since the Company has a business expansion plan to cover both the creation of an ecosystem with partners, if the Company's business expansion is interrupted or not going according to the Company's and AS's action plans, which have business expansion plans to support each other's operations, such as the use of the Company's Touch Points to connect offline top-ups to AS' customers, or development of the company's Southeast Asia payment gateway using experience AS' expertise and customer base, as well as the integration of the company's marketing and digital media businesses. with AS's online game business.

4. Risk of not having enough capital to purchase ordinary shares and warrants of AS, including the exercise of warrants to acquire AS's ordinary shares due to inability to withdraw credit from financial institutions and/or is not approved for issuance of debentures

From the analysis of advantages - disadvantages and the appropriateness of the transaction price in which the ordinary shares assets and warrants to purchase ordinary shares of AS, the independent financial advisor is of the opinion that this transaction is reasonable and beneficial to the shareholders. and shareholders should approve the entry into such transaction.

The Chairman asked the Meeting whether any shareholder or proxy would like to raise any question or express any opinion, or whether there was any question that had been submitted by shareholders in advance.

The conductor of the Meeting informed the chairman. that in this agenda, there were questions from the shareholders as follows:

The Question of Mr. Piyapong Prasaththong, a shareholder, the investment of AS shares, does the company have a tender offer and how?

Mr. Anupat informed the shareholder that for the tender offer of AS, due to the Board of Committee resolution to approve the transaction, it is divided into 3 items as follows:

1. In the case that the company only invests in ordinary shares, resulting in the shareholding ratio 15.70 percent
2. In the case that the company exercised in the event that AS-W2 and under the exercise of all AS-W2 and ESOP rights, resulting in the shareholding ratio 20.97 percent
3. In the case that there is no person exercising the right to convert, the shareholding ratio of the Company will be 21.98 percent

Therefore, the company does not hold shares more than 25 percent, which is not obligated to prepare a tender offer and if the company wishes to invest in AS will continue to comply with the rules.

None of the shareholders or proxies raised any questions or expressed any opinions on this Agenda Item, the Chairman, then, proposed that the Meeting approve the investment in Asiasoft Corporation Public Company Limited.

- Translation -

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 shareholders attending the meeting and having the right to vote.

**Resolution:** After due consideration, the Meeting resolved to approve the investment in Asiasoft Corporation Public Company Limited, as proposed by the Chairman, in accordance with the following votes:

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and having right to vote.
Approved	829,921,860	100.00
Disapproved	0	0
Abstained	100	0
Total	829,921,960	100.00

**Agenda Item 3 To consider and approve the request for an extension limit of the issuance and the offer for sale of the Company's debentures in the amount THB 2 billion and not exceeding THB 5 billion (from THB 3 billion)**

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that according to the 2022 Annual General Meeting of Shareholders, it was resolved to approve issue debentures in the amount of not exceeding THB 3 billion. for strengthening the financial position and future investment, the Company wishes to amend the limit for issuing debentures. From the old line "not more than THB 3 billion" to the new line "not more than THB 5 billion "

The issuance and offering of debentures will be in accordance with the rules of the Office of the Securities and Exchange Commission (the "SEC Office"), Capital Market Supervisory Board, Stock Exchange of Thailand, and relevant government agencies, as well as in accordance with the company's demand for money, including market conditions. Details of the issuance and offering of debentures:

<b>Objective</b>	To use to repay loans and/or short-term debt instruments and/or the whole amount of long-term debt securities or part of the company and for use in operations or as working capital and supporting the Company's operations and/or investments in other related businesses
<b>Debenture Type</b>	All types and forms of debentures whether it is a named holder type or an anonymous holder type, Subordinated or non-subordinated type, Secured or unsecured, Is there

- Translation -

	a bondholders' representative or no bondholders' representatives, with or without redemption date. This depends on the suitability of the market conditions at the time of each issuance and offer for sale
<b>Currency</b>	Thai baht and/or foreign currency equivalent in amount using the exchange rate at the time the debentures are issued and offered for sale each time.
<b>Total Value of Debenture</b>	Within the limit of 5,000 million baht or in other currencies in the equivalent amount. In this regard, the Company can issue and offer for sale additional debentures and/or issue and offer debentures to replace the existing debentures that have been redeemed within the said amount. The debentures issued by the company at any time must not exceed the aforementioned limit.
<b>Interest rate</b>	Subject to market conditions at the time of issuance and offering of debentures or the terms and conditions of debentures issued at that time.  In this regard, it shall be subject to the Notification of the Securities and Exchange Commission and/or the Office of the SEC and/or other relevant announcements or regulations in force at the time of the issuance and offering of the debentures on each occasion.
<b>Maturity of Debentures</b>	As specified in each occasion depending on market conditions at the time of issuing and offering debentures or according to the terms and conditions of the debentures issued at that time. Subject to the requirements of the Capital Market Supervisory Board and/or the Securities and Exchange Commission or related agencies
<b>Offering</b>	Offered for sale in the domestic and/or abroad at the same time or several times and/or as a project and/or in a revolving manner for the general public and/or to specific investors and/or institutional investors and/or high net worth investors at the same time or at different times. According to the announcement of the SEC and/or the Office of the SEC and/or other regulations in force at the time of the issuance and offering of the debentures.
<b>Secondary market</b>	The Company may register the bonds with The Thai Bond Market Association or any other secondary market as appropriate.
<b>Redemption</b>	The bondholder may or may not have the right to request early redemption of the debentures. The Company may or may not have the right to request early redemption of the debentures, subject to the terms and conditions of each issuance of the debentures.

- Translation -

<p><b>Authority to set other details</b></p>	<p>To propose to the shareholders' meeting for consideration and approval assigning to the Board of Directors or the person assigned by the Board of Directors has the following powers:</p> <ol style="list-style-type: none"> <li>1) Determine various details related to the debentures, including type, name, collateral, currency, amount, interest rate, maturity, par value, offering price, project tenure, credit line, appointment of bondholders' representatives as well as set out details related to the offering, including but not limited to the method and the issuance period and allocate and take any relevant actions as it deems appropriate under the requirements of relevant laws and regulations.</li> <li>2) To appoint a financial advisor and/or underwriter and/or a credit rating agency of the issuer and/or securities and/or any other person in case an appointment is required in accordance with the relevant regulations or in any other case as it deems appropriate.</li> <li>3) Register the said debentures with The Thai Bond Market Association or other secondary markets as appropriate, as well as to have the power to request permission to disclose information and take other actions with relevant agencies.</li> <li>4) Contact, negotiate, enter into, sign, amend contracts and/or other documents, including contacting, providing information, submitting documents and evidence with the SEC and/or any other agencies related to the issuance and offering of debentures. as well as taking any relevant actions or necessary in all respects as appropriate.</li> </ol>
--	--

The Chairman asked the Meeting whether any shareholder or proxy would like to raise any question or express any opinion, or whether there was any question that had been submitted by shareholders in advance.

None of the shareholders or proxies raised any questions or expressed any opinions on this Agenda Item, the Chairman, then, proposed that the Meeting approve the request for an extension limit of the issuance and the offer for sale of the Company's debentures in the amount THB 2 billion and not exceeding THB 5 billion (from THB 3 billion).

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 shareholders attending the meeting and having the right to vote.

**Resolution:** After due consideration, the Meeting resolved to approve the request for an extension limit of the issuance and the offer for sale of the Company's debentures in the amount THB 2 billion and not exceeding THB 5 billion (from THB 3 billion), as proposed by the Chairman, in accordance with the following votes:

- Translation -

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and having right to vote.
Approved	827,596,660	99.7189
Disapproved	2,332,300	0.2810
Abstained	0	0
Total	829,928,960	100.0000

**Agenda Item 4 Other matters (if any)**

The Chairman informed the Meeting that this Agenda Item was to give the shareholders an opportunity to propose matters other than the agenda items specified in the invitation letter to the Meeting. The proposal of other matters shall be subject to the criteria and the procedures as specified by law.

The proposal of other agenda items than those specified in the invitation letter to the Meeting in accordance with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment) which stipulates that after the Meeting has completed the consideration of all businesses in the agenda items specified in the invitation letter to the Meeting, the shareholders holding an aggregate number of no less than one-third of the total number of issued shares may request the Meeting to consider matters other than those specified in the invitation letter to the Meeting.

The Chairman asked the Meeting whether any shareholder or proxy would like to raise any question or express any opinion, or whether there was any question that had been submitted by shareholders in advance.

The conductor of the Meeting informed the chairman that in this agenda no one proposed any other agenda. However, shareholder raised the following questions:

Mr. Prasan Kerdyoo, a shareholder who attend the meeting himself, asks the management team regarding the company's acquisition of shares in companies such as AIT, TSR, MSC AS, what percentage of your view is that the Company's ecosystem has been completed? And when and how will these companies make a huge impact?

Mr. Chookiat Rujanapornpajee, CEO answers the question, Investing in AIT, TSR as well as investing in AS is based on the Sabuy Group management's goals to fulfill the company's ecosystem. Especially in TSR, it will strengthen the distribution channel of the Sabuy Group to access the number of customers that TSR has 1.5 million households. The company plans to develop more products and services more than water purifiers such as electrical appliances and various smart home products through TSR's channels. The company can see



- Translation -

results in the 4th quarter and significant revenue growth during the 1st quarter next year. Currently, the company has developed the team to coordinate within the group and use the group's network and ecosystem to increase revenue.

For AIT, the managements are in consultation with AIT's executives and directors to find ways to collaborate between businesses. AIT-W2 will be exercised later this week, giving the company 170 million shares of AIT, which will reach in the government agencies. By using the networks or relationships that AIT has to drive the company's products and services to expand even more. As a result, the company's sales and revenue will grew during the fourth quarter and the first quarter of the following year.

Mr. Piyapong Prasaththong, a shareholder who attend the meeting himself, asked whether the Company will be a Holding Company or not since the Company had held shares in many companies.

Mr. Chookiat Rujanapornpajee CEO answers the question. In the near future, the company will restructure its business to have a clearer business outlook. This will be in the direction of Holding Company with a Commerce Platform that provides services for the lifestyles of customers in the Company's ecosystem.

None of the shareholders or proxies raised additional questions or expressed any opinions, the Chairman, then, declared the Extraordinary General Meeting of Shareholders No. 2/2022 adjourned and thanked the shareholders for their attendance.

The Meeting was adjourned at 11.30 a.m.

Signed ..... Chairman of the Meeting

(Mr.Chakkrit Parapuntakul)

Chairman of the Board of Directors

Signed.....

(Miss Duangruthai Sriwarom)

Company Secretary

Minutes Recorder