



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

Minutes of the Extraordinary General Meeting No. 1/2022

of Sabuy Technology Public Company Limited

Date, Time, and Place

The Extraordinary General Meeting of Shareholders No. 1/2022 (the “**Meeting**”) of Sabuy Technology Public Company Limited (the “**Company**”) was held on Tuesday, August 9, 2022 at 10.00 a.m. via the electronic platform and was broadcast from the Meeting Room, 2nd 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 Chailimpamontri | Board of Directors / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Vice Chairman of the Executive 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 |

Others in Attendance

- | | |
|----------------------------------|-----------------------------------|
| 1) Mr. Narongchai Wongthanavimok | Chief Financial Officer |
| 2) Mr. Anupat Srisuwanchai | Commercial and Investment Manager |
| 3) Miss Duangruthai Sriwarom | Company Secretary |

Legal Advisors from MSC International Law Office attending the Meeting

- 1) Mrs. Sawita Suwansawat
- 2) Miss Nattaya Tantirangsi
- 3) Miss Raksita Shungthong



Independent Financial Advisor from Avantgarde Capital Company Limited attending the Meeting

1) Mr. Worawas Wassanont

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 infection tends to severely and rapidly escalate, and this results in a widespread and a continuous increase the in number of new infected cases. 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. 1/2022 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. 1/2022 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 2,078,059,025 |
| ● Paid-up capital | THB 1,431,163,735 |
| ● Divided into | 1,431,163,735 ordinary shares |
| ● Par value | THB 1.00 THB per share |

The Company scheduled July 8, 2022 as the date to record the names of the shareholders who were entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date).



At the Meeting today, there were 3 shareholders attending in person and 65 shareholders attending by proxy, a total of 68 shareholders, this represented 887,927,737 shares or 62.0424 percent of the total of 1,431,163,735 issued shares of the Company. A quorum was therefore constituted in accordance with Article 42 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. 1/2022 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.

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 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. 1/2022 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, 10 (from agenda item 10.1 to 10.5), and 11 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, 3, 4, 5, 6, 7, 8 and 9, 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. 1/2022 duly convened via Electronic Meeting, and to propose that the Meeting consider the following agenda items:

Agenda Item 1 To consider and approve the 2022 Annual General Meeting of Shareholders.

The Chairman proposed that the Meeting consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 27, 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 Minutes of the 2022 Annual General Meeting of Shareholders, 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 Minutes of the 2022 Annual General Meeting of Shareholders, held on April 27, 2022, had been correctly and completely recorded, and deemed it appropriate to propose that the Meeting consider and certify the said Minutes of the 2022 Annual General Meeting of Shareholders.

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 Minutes of the 2022 Annual General Meeting of Shareholders.

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 Minutes of the 2022 Annual General Meeting of Shareholders, held on April 27, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

Remark: During the consideration of this agenda, there were 2 additional shareholders attending the Meeting. Therefore, there were 70 shareholders attending the Meeting, representing a total of 887,932,837 shares.

Agenda Item 2 To consider and approve the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited, of which are not connected persons

The Chairman delegate Mr. Anupat Srisuwanchai (**“Mr. Anupat”**), to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that According to the Board of Directors Meeting No.8/2022 held on May 4, 2022 had resolved to approve the investment in iSoftel (Thailand) Company Limited (**“iSoftel”**) and Softel Communication (Thailand) Company Limited (**“Softel”**) in the proportion of 25.01 percent by purchasing not exceeding of 25,010 ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding Company Limited (**“ISF Holding”**). The compensation will be fully paid by cash of not exceeding THB 120,048,000. After that, the executives of the Company, together with iSoftel, intend to adjust the terms and conditions of the investment in iSoftel as follows:

- 1) The Company will adjust the proportion of the investment in iSoftel from 25.01 percent to be 51.00 percent, equivalent to 51,000 shares; and
- 2) The Company and iSoftel will adjust the investment method from purchasing the ordinary shares of iSoftel (of which holds 99.99 percent of ordinary shares of Softel) from ISF Holding to be the investment in iSoftel and Softel under the process of the entire business transfer or EBT. The Company will purchase and accept the entire business transfer from ISF Holding (ISF Holding currently holds 51 percent of the total shares of iSoftel and will indirectly hold the shares of Softel through iSoftel). The Company received confirmation from iSoftel that this process can conduct legally.

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

- 1) ISF Holding shall transfer the entire business of ISF Holding consisting of all assets, obligations, rights, duties and any liabilities from ISF Holding which currently exist or will exist on the date to where the entire business transfer is occurred including ordinary shares of iSoftel which held by ISF Holding in the proportion of 51.00 percent of total shares sold of iSoftel. (and the ordinary shares of Softel which held by iSoftel in the proportion of 99.99 percent of total sold shares of Softel.)
- 2) The Company shall make a payment for the entire business transfer from ISF Holding by issuing 8,742,857 newly-issued ordinary shares to ISF Holding at the offering price of THB 28, totaling THB 244,800,000.

In this regard, the investment in iSoftel and Softel under such proceed will conduct under 4 conditions as follows:

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

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets ("**Acquisition and Disposal of Assets Notifications**"). The compensation of the purchase and the acceptance of the entire business of ISF Holding will be paid by issuing 8,742,857 newly-issued ordinary shares to ISF Holding at the offering price of THB 28 per share, totaling THB 244,800,000. The transaction size is calculated to 6.51 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months

of the Company equals to 53.31 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. The transaction size is higher than 50 percent. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition transaction of the Company to the Stock Exchange of Thailand (“SET”) according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders’ meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

Before the casting of votes, Mr. Anupat asked Mr. Worawas Wassanont, Managing Director, Avant Garde Capital Co., Ltd. (“Mr. Worawas”) and his team, the Independent Financial Advisor, to provide a summary of their opinion on entering into this transaction as follows.

Mr. Worawas explained to the Meeting that the Company intends to invest in iSoftel an Softel under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of ISF Holding. (Currently, ISF Holding hold 51 percent of shares of iSoftel, and indirectly holds 99.99 percent of Softel through iSoftel). The value of an investment is in the amount of THB 244.80 million. The Company will pay compensation for the purchase and acceptance of the entire business transfer from ISF Holding by issuing 8,742,857 newly issued ordinary shares of the Company, at the offering price of THB 28 per share, at a par value THB 1.

iSoftel was registered on December 1, 2000, its registered capital is THB 10,000,000. iSoftel has the objectives of doing business as a developer of programs related to telephone communication connected to a computer in Thailand. Softel was registered on May 8, 1997, its registered capital is THB 10,000,000. Softel operates its business by providing outsourced contact center services, providing sales and marketing support and customer relationship management systems.

Advantages and Disadvantages of the Transaction:

Advantages:

- 1) Investment in iSoftel supports the Group's ecosystem support the system of the Company's infrastructure (SABUY Infrastructure).
- 2) Investment in business with technology and customer relations management service.
- 3) Generating returns from operating results and generate cash flow for shareholders.
- 4) The Company has control ownership over iSoftel and Softel.
- 5) No financial burden from entering into the transaction.

Disadvantages:

- 1) Dilution Effect since entering into transaction is one of the Company's capital raising methods for Private Placement.
- 2) Incurring operational burdens from entering into transaction.

And in addition, there are risk of entering into the transaction as follows:

Risk before entering into the transaction:

- 1) Risk of unsuccessful or delay of transaction from the uncompleted precedent condition
Risk of unsuccessful or delay of transaction from the uncompleted precedent condition.
- 2) The risk of return on investment in the future is not as expected due to iSoftel's business risk.
- 3) Risk of relying on key human resource to operate business.

Risk after entering into the transaction:

- 1) Risk of losing future opportunities in comparable target companies.

The details of the investment in iSoftel and Softel under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of ISF Holding are set out in the Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in iSoftel (Thailand) Company Limited and Softel Communication (Thailand) Company Limited, Attachment 2. And Opinion of the Independent Financial Advisor on the Acquisition of Assets and the Connected Transaction of Sabuy Technology Public Company Limited in the case of the Entering investment in iSoftel (Thailand) Company Limited and Softel Communication Company Limited is set out in Attachment 3.

After due consideration, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 that they approve the investment in iSoftel and Softel under the process of the Entire Business Transfer or EBT by purchasing and accepting the entire business of ISF Holding, and has authorized the Chief Executive Officer to have following powers: (1) To negotiate, make agreement, enter into contracts and sign any documents related to the purchase of ordinary shares of iSoftel and Softel from ISF Holding (2) To sign any permission documents and evidence necessary and related to the investment in iSoftel and Softel under the process of the Entire Business Transfer or EBT, including contacting and submitting for any permission, postponement, such documents and evidence to the government agencies or the other agencies involved, and (3) To proceed any matters necessary and involved in the investment in iSoftel and Softel under the process of the Entire Business Transfer or EBT until completion.

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 investment in iSoftel and Softel, of which are not connected persons of the Company.

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 iSoftel and Softel, of which are not connected persons of the Company, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

Agenda Item 3 To consider and approve the investment in Oops Network Company Limited and Redhouse Digital Company Limited, of which are not connected persons

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that the Company has an intention to invest in Oops Network Company Limited (“**MKO**”) by purchasing the ordinary shares in the proportion of 50 percent of the total paid-up shares of MKO, and intends to invest in Redhouse Digital Company Limited (“**RH**”) by purchasing the ordinary shares in the proportion of 50 percent of the total paid-up shares of RH under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of Oops Media Holding Company Limited (“**MKO Media Holding**”) of which is set up to accommodate the transactions of the investment in MKO and RH. (MKO Holding currently holds 50 percent of the total shares of MKO and RH)

In terms of the entire business transfer from MKO Holding shall proceed as follow:

- 1) MKO Holding will transfer the entire business of MKO Holding, consisting of the ordinary shares of MKO held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of MKO and the ordinary shares of RH held by MKO Holding in the proportion of 50.00 percent of the total paid-up shares of RH to the Company.

- 2) The compensation of the purchase and the acceptance of the entire business transfer of MKO Holding by issuing 3,571,428 newly-issued ordinary shares of the Company to MKO Holding at the offering price of THB 28, totaling THB 99,999,984.

In this regard, the Company will proceed the investment in MKO and RH under 4 conditions as follows:

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

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications. The compensation of the purchase and the acceptance of the entire business of MKO Holding will be paid by issuing 3,571,428 newly-issued ordinary shares to MKO Holding at the offering price of THB 28 per share, totaling THB 99,999,984. The transaction size is calculated to 1.52 percent based on the total value of consideration criteria. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. Whereas, the overall size of the acquisition of assets transaction in the past 6 months of the Company equals to 53.31 percent based on the net operating profits. This is the criterion that calculates the maximum transaction size from the consolidated financial statements of the Company that have been audited by a certified public accountant ending March 31, 2022. The transaction size is higher than 50 percent. Therefore, the Company is obligated to disclose the information memorandum regarding the acquisition transaction of the Company to SET according to the Acquisition and Disposal of Assets Notifications. In addition, the transaction must be proposed to the shareholders' meeting to consider and to approve such transaction, and the independent financial advisor must be appointed to express opinions on such transaction. The resolution must be approved by the vote of

no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

Before the casting of votes, Mr. Anupat asked Mr. Worawas and his team, the Independent Financial Advisor, to provide a summary of their opinion on entering into this transaction as follows.

Mr. Worawas explained to the Meeting that the Company intends to invest in MKO in the proportion of 50 percent of the total paid-up shares of MKO, and intends to invest in RH in the proportion of 50 percent of the total paid-up shares of RH under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of MKO Holding. (Currently, MKO Holding hold 50 percent of the total paid-up shares of MKO and RH). The Company will pay compensation for the purchase and acceptance of the entire business transfer from MKO Holding by issuing 3,571,428 newly issued ordinary shares of the Company, at the offering price of THB 28 per share, at a par value THB 1. The total value is THB 100 million.

MKO was registered on October 27, 2009, its registered capital is THB 1,000,000. MKO is a media company with media affiliated with Jeab.com and Marketingoops.com. RH was registered on June 19, 2015, its registered capital is THB 1,000,000. RH is a digital agency providing digital marketing services to organization since 2015.

Advantages and Disadvantages of the Transaction:

Advantages:

- 1) Investment in MKO and RH supports the Company's ecosystem in terms of sharing economy.
- 2) Investments in MKO and RH are investments in businesses that support the Company's platform which is in line with future action plans.
- 3) Investments in MKO and RH are investments in businesses with potential for future growth amidst the rapid changes in the world.
- 4) Investments in MKO and RH will increase the opportunity to generate returns, profits and cash flows for the Company and the shareholders in the long term.
- 5) There is no financial burden from entering into the transaction.

Disadvantages:

- 1) Impacts on shareholders from the issuance and offering of newly issued shares to private placement.
- 2) Disadvantages of having control over half of the total number of shares.

Risk before entering into the transaction:

- 1) The risk arises from the condition precedent to entering into the transaction will not be successful.
or may be delayed.

Risk after entering into the transaction:

- 1) The risk of return on investment which is less than expected due to business competition and restrictions on competing with other players.
- 2) The risk of relying on human resources as a key to business operations.
- 3) The risk that the synergy between the organizations is not in accordance with the plan.

Details of the investment in MKO and RH under the process of the entire business transfer or EBT by purchasing and accepting the entire business transfer of MKO Holding are set out in the Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited in relation to the investment in Oops Network Company Limited and Redhouse Digital Company Limited, Attachment 4. And Opinion of the Independent Financial Advisor on the Acquisition of Assets and the Connected Transaction of Sabuy Technology Public Company Limited in the case of the Entering investment in Oops Network Company Limited and Redhouse Digital Company Limited is set out in Attachment 5.

After due consideration, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 that they approve the investment in MKO and RH under the process of the Entire Business Transfer or EBT by purchasing and accepting the entire business of MKO Holding, and has authorized the Chief Executive Officer to have following powers: (1) To negotiate, make agreement, enter into contracts and sign any documents related to the purchase of ordinary shares of MKO, RH from MKO Holding (2) To sign any permission documents and evidence necessary and related to the investment in MKO and RH under the process of the Entire Business Transfer or EBT, including contacting and submitting for any permission, postponement, such documents and evidence to the government agencies or the other agencies involved, and (3) To proceed any matters necessary and involved in the investment in MKO and RH under the process of the Entire Business Transfer or EBT until completion.

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 investment in MKO and RH, of which are not connected persons of the Company.

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 MKO and RH, of which are not connected persons of the Company, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

Agenda Item 4 To consider and approve the change of the compensation method of the purchase of the warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 from the existing shareholder of Advance Information Technology Public Company Limited, who is a connected person, which had been resolved to approved by the 2022 Annual General Meeting of the Shareholders of the Company.

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 AGM held on April 27, 2022 had resolved to approve the Company to invest in AIT as follows:

- 1) Approved the purchase of ordinary shares of AIT and Warrants AIT-W2 from MR. ARNONCHAI VEERAPRAVATI ("MR. ARNONCHAI"), who is the existing shareholder of AIT, by purchasing 30,000,000 ordinary shares, or equivalent to 2.91 percent of the total paid-up shares of AIT, at the offering price of THB 7.08 per share, totaling THB 212,400,000, and by purchasing 140,000,000 units of Warrants AIT-W2 at the offering price of THB 3.55 per unit, totaling THB 497,000,000. After the investment in AIT, the Company is entitled to exercise the conversion right of Warrants AIT-W2 in the amount of 140,000,000 units with AIT at the conversion price of THB 2, totaling THB 280,000,000. Therefore, in case that the Company fully exercise the conversion right of Warrants AIT-W2 in the amount of 140,000,000 units, the transaction value of the investment in AIT of the Company will be THB 989,400,000.

The aforementioned transaction is considered as an acquisition of assets transaction of the Company according to the Acquisition and Disposal of Assets Notifications, and is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the

Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (B.E. 2546) (“**Notification on Connected Transactions**”). The transaction value is 23.95 percent based on the net asset value criteria, being the highest transaction value according to the consolidate financial statement of the Company, which was reviewed by a certified public accountant, in the year ending December 31, 2021. When combined with the asset acquisitions in the past 6 months, the total transaction value is 79.33 percent, based on the total consideration value criteria, being the highest transaction value according to the consolidate financial statement of the Company, which was reviewed by a certified public accountant, in the year ending December 31, 2021.

In addition, the aforementioned transaction is classified as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (“**Notification on Connected Transactions**”). It equivalent to the transaction value of 55.59 percent of the net tangible asset value of the Company according to the consolidate financial statement of the Company, which has been reviewed by a certified public accountant, in the year ending December 31, 2021, is greater than 3 percent of the net tangible asset of the Company.

In this regard, the Company had already disclosed the information memorandum of the acquisition transaction of the Company and the connected transaction of the Company to SET. The 2022 AGM held on April 27, 2022 had resolved to approve the purchase of the ordinary shares of AIT and Warrants AIT-W2 by the vote of no less than three-fourths of the total shareholders attending the meeting and entitled to vote, excluding the vote of the shareholder who has a conflict of interest.

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

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

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

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

Before the casting of votes, Mr. Anupat asked Mr. Worawas and his team, the Independent Financial Advisor, to provide a summary of their opinion on entering into this transaction as follows:

Mr. Worawas explained to the Meeting that the Company intends to enter into the transaction by purchasing:

- 1) 140,000,000 units of Warrant to Purchase Ordinary shares of Advanced Information Technology Public Company Limited No.2 (“AIT-W2”) at the price of 3.55 THB per unit, total value of THB 497.00 million. The Company therefore would like to change the payment method of 17,592,920 newly-issued shares of the Company from the payment of AIT-W2 warrants to a cash payment of THB 497.00 million. the Company will issue and offer the 17,592,920 newly issued ordinary shares to Mr. ARNONCHAI. Mr. ARNONCHAI accepts the payment of the newly issued ordinary shares of the Company in cash, the Company will be able to use the said cash to pay for the AIT-W2 warrants to Mr. ARNONCHAI later.
- 2) The warrant right of 140,000,000 units at exercise of THB 2.00 per unit, equal to total value of THB 280.00 million.



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Advance Information Technology Public Company Limited was registered on July 30, 2003, its registered capital is THB 1,547,406,727.00. The nature of the business is a system integrator or "SI" or is a computer system integrator and computer communication system.

Advantages and Disadvantages of the Transaction:

Advantages:

- 1) Investing in AIT is to support the Company group's Ecosystem and to support the Company's infrastructure (SABUY Infrastructure).
- 2) Investing in technology stocks that has potential for future growth.
- 3) Generating returns from operating results and generating cash flow for shareholders.

Disadvantages:

- 1) Dilution effect since entering into the transaction is part of the Company's capital increase to a specific person (Private Placement).
- 2) The Company's plans are delayed and there are more expenses as the process has increased from the original plan.

Advantages of entering into the transaction with the connected person compared to the outsiders:

- 1) The price of entering into the transaction of investing in AIT by purchasing AIT-W2 warrants from Mr. ARNONCHAI is appropriate.
- 2) Friendly negotiation for the benefit of the Group of Companies without causing benefit to the connected person.

Disadvantages of entering into the transaction with the connected person compared to the outsiders:

- 1) The outsiders may offer better conditions.
- 2) It is necessary to seek approval from the shareholders' meeting.

Risk before entering into the transaction:

- 1) Risk from increasing the registered capital of the Company's ordinary shares will not succeed or may be delayed.

Risk after entering into the transaction:

- 1) Risk of opportunity loss from the higher value of the Company's shares in the future than the transaction price.
- 2) Risk of return from investment is not as expected due to the business risks of AIT.

- 3) Risk of AIT's business direction being not as expected because the Company has no control over or has no significant influence on AIT.
- 4) Risk from insufficient funds to exercise the rights under the warrants to purchase ordinary shares of AIT due to the unsuccessful issuance of debentures and/or from the exercise of the conversion rights of the Company's warrants of various editions.
- 5) Risk from the decrease in the value of AIT ordinary shares and AIT-W2 warrants.

After due consideration, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 that they approve to change the compensation method from the issuance of newly-issued ordinary shares to be replaced by the payment of cash, and has authorized the Chief Executive Officer to have following powers: (1) To negotiate, make agreement, enter into contracts and sign any documents related to the purchase of ordinary shares of AIT-W2 (2) To sign any permission documents and evidence necessary and related to the purchase of ordinary shares of AIT-W2, including contacting and submitting for any permission, postponement, such documents and evidence to the government agencies or the other agencies involved in the purchase of ordinary shares of AIT-W2 and (3) To proceed any matters necessary and involved in the purchase of ordinary shares of AIT-W2 until completion.

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 change of the compensation method of the purchase of the warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 from the existing shareholder of Advance Information Technology Public Company Limited, who is a connected person, which had been resolved to approved by the 2022 Annual General Meeting of the Shareholders of the Company.

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. Mr. ARNONCHAI has special interest in this agenda item; therefore, Mr. ARNONCHAI has no right to cast his vote in this agenda.

Resolution: After due consideration, the Meeting resolved to approve the change of the compensation method of the purchase of the warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 from the existing shareholder of Advance Information Technology Public Company Limited, who is a connected person, which had been resolved to approved by the 2022 Annual General Meeting of the Shareholders of the Company, 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	678,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	678,932,837	100.00

Remark: Mr. ARNONCHAI holds 209,000,000 shares of the Company, He, therefore, has special interest and is not entitled to vote on this agenda item.

Agenda Item 5 To consider and approve the cancellation of the issuance offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) of which had been previously approved, and to consider and approve the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set.

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

Due to the obstacles of the registration of the increase of paid-up capital at the department of business, ministry of commerce, some part of the increase paid-of up capital as resolved to approve by the 2022 AGM cannot be registered. This affected the investment in the transaction involved in the capital increase of the Company in order to be paid as the compensation for the investment, and will affect the shareholders of



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the Company if the Company further issues and offer Previous Set of Warrants SABUY-W2. Therefore, the Company wishes to cancel the issuance and offering of the whole amount of Previous Set of Warrants SABUY-W2 in the amount of 508,551,983 units, and to cancel the record date for the shareholders entitled to receive Previous Set of Warrants SABUY-W2, which was previously determined to be on August 5, 2022.

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

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

The details of the warrants to purchase the ordinary shares of the Company to the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set are set out in the Summary of Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 2 (SABUY-W2), Attachment 6.

After the Company cancels the issuance and offering of Previous Set of Warrants SABUY-W2 and further issues New Set of Warrants SABUY-W2, the allocation of newly-issued ordinary shares in order to accommodate New Set of Warrants SABUY-W2. The amount of newly-issued ordinary shares allocated for the accommodation of New Set of Warrants SABUY-W2 will not exceed 50 percent of the total paid-up shares of the Company. The Company will propose agenda item relating to the capital increase of the Company in agenda item 8 and agenda item relating to the allocation of newly-issued ordinary shares in order to accommodate New Set of Warrants SABUY-W2 in agenda 10.

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



- 1) To determine, to amend and to change conditions and details relating to the allocation of New Set of Warrants SABUY-W2, including but not limited to the issuance date of New Set of Warrants SABUY-W2, the details on offering of New Set of Warrants SABUY-W2, the allocation method of New Set of Warrants SABUY-W2, the term of New Set of Warrants SABUY-W2, the exercise period of New Set of Warrants SABUY-W2, the expiration date of New Set of Warrants SABUY-W2;
- 2) To sign any documents, any permits and any proofs as necessary and relating to the issuance of New Set of Warrants SABUY-W2, including but not limited to contacting and submitting any permission requests, waiver request, such documents and proofs to government agencies or agencies involved in the issuance of New Set of Warrants SABUY-W2, and listing New Set of Warrants SABUY-W2 in SET; and
- 3) To have powers to proceed any matters as necessary and appropriate relating to the issuance of New Set of Warrants SABUY-W2.

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve:

- (1) the cancellation of the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) of which had been previously approved; and
- (2) the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set in the amount of 616,428,376 units, at the offering price with a free of charge (THB 0) by allocating them to the existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 5 (five) ordinary shares to 2 (two) units of warrants (5:2), any fraction will be rounded down; and
- (3) the record date for the shareholders entitled to receive the warrant on September 2, 2022; and
- (4) authorize the chief executive officer of the Company to have the powers to consider as follows: (1) to determine, to amend and to change conditions and details relating to the allocation of New Set of Warrants SABUY-W2, including but not limited to the issuance date of New Set of Warrants SABUY-W2, the details on offering of New Set of Warrants SABUY-W2, the allocation method of New Set of Warrants SABUY-W2, the term of New Set of Warrants SABUY-W2, the exercise period of New Set of Warrants SABUY-W2, the expiration date of New Set of Warrants SABUY-W2 (2) To sign any documents, any permits and any proofs as necessary and relating to the issuance of New Set of Warrants SABUY-W2, including but not limited to contacting and submitting any permission requests, waiver request, such documents and proofs to government agencies or agencies involved in the issuance of



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

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

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 cancellation of the issuance
offering of warrants to purchase the ordinary shares of the Company for the existing
shareholders in the proportion to their respective shareholding (Rights Offering) No.2
(SABUY-W2) of which had been previously approved, and to consider and approve the
issuance and offering of warrants to purchase the ordinary shares of the Company for the
existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2
(SABUY-W2) which is the new set, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00



Agenda Item 6 To consider and approve the capital decrease of the company by eliminating the ordinary share remaining from the allocation

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that the Company has an intention to increase its registered capital, to support it various transactions. Subject to section 136 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), provides that *a company may increase its registered capital when all issued shares have been sold and fully paid-up, with the exception of being the shares have not fully been sold resulted from the issuance of convertible debentures or warrants to purchase shares*. Therefore, to support such intentions, The Company that wishes to increase its registered capital shall decrease its registered capital from the current registered capital of THB 2,078,059,025 to THB 1,523,053,760 by eliminating the unissued shares in the amount of 555,005,265 shares at the par value of THB 1 per share before increase its registered capital. Details of eliminating shares are as follows:

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

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

- 1) 34,155,210 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited (SABUY-W1).
- 2) 9,407,134 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 1.
- 3) 8,327,681 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No. 2.
- 4) 40,000,000 newly-issued ordinary shares for the accommodation of the exercise of the warrants to purchase the newly-issued ordinary shares of Sabuy Technology Public Company Limited shares to the directors, executives, and employees of Sabuy Technology Public Company Limited and its subsidiaries No.3.



The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the capital decrease of the Company, from the current registered capital of THB 2,078,059,025 to THB 1,523,053,760 by eliminating the unissued shares in the amount of 555,005,265 shares at the par value of THB 1 per share.

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 capital decrease of the company by eliminating the ordinary share remaining from the allocation.

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 capital decrease of the company by eliminating the ordinary share remaining from the allocation, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that to be in line with the capital decrease of the Company from the existing registered capital by eliminating the total ordinary shares remaining from the allocation, details are set out in agenda 6, Clause 4 of the Memorandum of Association of the Company must be amended in accordance with the details as follows:



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“Clause 4.	Registered Capital	THB 1,523,053,760	(one-billion, five-hundred and twenty-three million, fifty-three thousand, seven-hundred and sixty baht)
	Divided into	1,523,053,760 shares	(one-billion, five-hundred and twenty-three million, fifty-three thousand, seven-hundred and sixty shares)
	Par Value per share	THB 1	(one baht)
	Categorized into:		
	Ordinary Shares	1,523,053,760 shares	(one-billion, five-hundred and twenty-three million, fifty-three thousand, seven-hundred and sixty shares)
	Preferred Shares	- shares	(-)

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the amendment of the Memorandum of Association of the Company regarding the registered capital of the Company, and assign the person assigned by the Board of Directors to register the amendment of the memorandum of association at the Department of Business Development; to amend additional words as the registrar’s order.

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 amendment of the Memorandum of Association to be in line with the capital decrease of the company by eliminating the ordinary share remaining from the allocation.

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 amendment of the Memorandum of Association to be in line with the capital decrease of the company by eliminating the ordinary share remaining from the allocation, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

Agenda Item 8 To consider and approve the capital increase

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that Subject to Section 136 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), provides that *a company may increase its registered capital when all issued shares have been sold and fully paid-up, with the exception of being the shares have not fully been sold resulted from the issuance of convertible debentures or warrants to purchase shares.* The current registered capital of the Company is THB 1,523,053,760, which has been paid up as of THB 1,431,163,735, at the par value of THB 1 per share. Since the Company has plans to invest in transactions in order to strengthen the competitive capabilities of the Company, as well as to accommodate the exercise of conversion right of New Set of Warrants SABUY-W2 and to accommodate the capital increase under the general mandate, the Company wishes to increase its registered capital for THB 726,335,581 from the existing registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share.

Details of the capital increase are set out in the capital increase report (F53-4), Attachment 7.

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the capital increase of the Company in the amount of THB 726,335,581 from the existing registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share.

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 capital increase of the Company.



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 capital increase of the Company, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

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 capital increase of the Company, in the amount of THB 726,335,581 from the existing registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share, details are set out in agenda 8. Clause 4 of the Memorandum of Association of the Company must be amended in accordance with the details as follows:

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

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

Par Value per share THB 1 (one baht)

Categorized into:



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เขตบางขุนเทียน กรุงเทพมหานคร 10150

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

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the amendment of the Memorandum of Association of the Company to be in line with such the capital increase of the Company, and assign the person assigned by the Board of Directors to register the amendment of the memorandum of association at the Department of Business Development; to amend additional words as the registrar's order.

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 amendment of the Memorandum of Association to be in line with the capital increase.

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 amendment of the Memorandum of Association to be in line with the capital increase of the Company, 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	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that Subject to the agenda 2, the agenda 3, the agenda 5, and the agenda 8, the Company is necessary to allot the 726,335,581 newly-issued ordinary shares from the existing registered capital of THB 1,523,053,760 to be the new registered capital of THB 2,249,389,341 by issuing 726,335,581 newly-issued ordinary shares, at the par value of THB 1 per share, details are set out in agenda 8. It deemed appropriate to the Meeting to approve the allocation of newly-issued ordinary shares as follows:

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

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

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

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

In this regard, 17,592,920 ordinary shares are the ordinary shares remaining from the issuance of 25,111,504 newly-issued ordinary shares of which had been resolved to approve by the 2022 AGM held on April 27, 2022 to allocate to MR. ARNONCHAI as the compensation of the purchase of AIT and Warrants AIT-W2 from MR. ARNONCHAI. The Company has already allocated 7,518,584 newly-issued ordinary shares as the compensation of the purchase of ordinary shares of AIT and registered the increase of paid-up capital of THB 7,518,584 at the department of business on June 13, 2022.

However, the Company have not allocated 17,592,920 newly-issued ordinary shares as the compensation of the purchase of Warrants AIT-W2.

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

In order to request the approval for this allocation of newly-issued ordinary shares, the market price of the issuance and the allocation of newly-issued ordinary shares to MR. ARNONCHAI is calculated from the weighted average price of the ordinary shares of the Company in SET for the past 15 consecutive business days prior to the date that the Board of Directors of the Company has resolved to propose to the shareholders' meeting of the Company to consider and approve the issuance and allocation of newly issued ordinary shares of the Company to MKO Holding, from June 1 – June 22, 2022, of which is equal to THB 21.95 (information from SETSMART at www.setsmart.com). In case that the offering price of newly-issued ordinary shares of the Company offered for MR. ARNONCHAI is less than 90 percent of the market price of the ordinary shares of the Company prior SET accepts such newly-issued ordinary shares to be listed securities. The Company is obligated to prohibit MR. ARNONCHAI from selling the whole amount of newly-issued ordinary shares within 1 year from the commencement of trading of newly-issued ordinary shares of the Company in SET (Silent Period). After the completion of 6 months from the commencement of trading of newly-issued ordinary shares of the Company in SET, MR. ARNONCHAI will be able to sell his share at 25 percent of the number of all shares that are subject to the prohibition of sale according to the Regulation of the Stock Exchange of Thailand: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (and as amended) (“**Notifications of Listing of Ordinary Shares as Listed Securities**”)

The details of the allocation of newly-issued ordinary shares to MR. ARNONCHAI, which is a specific person (private placement) are set out in the Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to MR. ARNONCHAI VEERAPRAVATI, who is Private Placement. Attachment 8.

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



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

The shareholders' meeting of the Company will have a resolution to determine the offering price at the price of THB 28 per share, which is the offering price that is not less than 90 percent of the market price of the Company's share according to the Notification Tor Jor. 72/2558, and it shall be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, by not counting the shareholders who have the conflict of interest. In addition, although the Company has been approved by the shareholders' meeting for the offering and allocation of the Company's newly-issued ordinary shares, the Company shall be approved by the Office of SEC as prescribed in the Notification Tor Jor. 72/2558 prior to the offering and allocation of the Company's newly-issued ordinary shares.

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

Furthermore, if the offering price of such newly issued ordinary shares to ISF Holding is lower than 90 percent of the market price before SET accepts the newly-issued ordinary shares as listed securities, the Company is obliged to prohibit ISF Holding from selling all such newly-issued ordinary shares within 1 year from the date of the newly-issued ordinary shares of the Company start trading in SET (Silent Period). After 6 months from the date that the Company's newly-issued ordinary shares start trading in SET, ISF Holding will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules prescribed in the Notifications of Listing of Ordinary Shares as Listed Securities.

Details of the allocation for ISF Holding which is not a connected person of the Company are set out in the Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to ISF Holding Company Limited which is Private Placement. Attachment 9.

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



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

The shareholders' meeting of the Company will have a resolution to clearly determine the offering price at the price of THB 28 per share, of which the offering price is no less than 90 percent of the market price of the Company's share according to the Notification Tor Jor. 72/2558. The resolution must be approved by the vote of no less than three-fourth of the total shareholders attending the meeting and entitled to vote, excluding the votes of the shareholders who have conflict of interest. Even though the Company has been approved by the shareholders' meeting to issue and to allocate newly-issued ordinary shares of the Company, the Company must also be approved by the SEC according to the Notification TorJor. 72/2558 prior to the issuance and the allocation of newly-issued ordinary shares of the Company.

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

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

Details of the allocation for MKO Holding which is not a connected person of the Company is set out in the Information of the Issuance and Offering of Newly Issued Ordinary Shares for a Specific Person of Sabuy Technology Public Company Limited to MKO Holding Company Limited which is Private Placement Attachment 10.

10.4 The allocation of newly-issued ordinary shares in order to accommodate the issuance and offering for sale of warrants to purchase the ordinary shares of the Company for the



existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set.

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

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

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

- (a) Being the institutional investor according to the Notification of the Securities and Exchange Commission No. KorJor.17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities; or
- (b) Being the individual investor or the corporate investor, who has financial stability and capability to invest in real life, as well as have knowledge, experience or potential which is beneficial or supports the operation of the Company.

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

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

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

- 2) The allocation of newly-issued ordinary shares to ISF Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;
- 3) The allocation of newly-issued ordinary shares to MKO Holding, which is a specific person (Private Placement), at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;
- 4) The allocation of newly-issued ordinary shares in order to accommodate the issuance and offering of warrants to purchase the ordinary shares of the Company for the existing shareholders in the proportion to their respective shareholding (Rights Offering) No.2 (SABUY-W2) which is the new set, at one time or from time to time, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;
- 5) The allocation of newly-issued ordinary shares in order to accommodate the capital increase under the general mandate for a specific person (private placement) for single or sequential allocation, the determination of the offer period, the compensation, as well as conditions and details relating to such allocation of newly-issued ordinary shares;
- 6) The negotiation, entering into any agreements, signing any documents and contracts relating to the allocation of newly-issued ordinary shares according to (1) to (5), including proceeding any matters relating to the allocation of newly-issued ordinary shares according to (1) to (5); and
- 7) Signing any documents, any permits and any proofs as necessary and relating to the allocation of newly-issued ordinary shares according to (1) to (5), including contacting and submitting any permission requests, such documents and proofs to government agencies or agencies involved in listing newly-issued ordinary shares in SET and having power to proceed any matters as necessary and appropriate relating to the allocation of newly-issued ordinary shares according to (1) to (5).

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the allocation of newly issued ordinary shares as follows:

- 1) The issuance of 17,592,920 newly-issued ordinary shares at a par value of THB 1 per share at the offering price of THB 28.25 per share, totaling THB 496,999,990 to MR. ARNONCHAI, who is a specific person (private placement) and a connected person of the Company. MR. ARNONCHAI will pay the compensation of newly-issued ordinary shares by cash instead of

the AIT-W2, of which had been approved by the 2022 Annual General Meeting held on April 27, 2022.

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

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 allocation of newly-issued ordinary shares as described in agenda item 10.1 to 10.5 separately.

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

In the allocation of 17,592,920 newly issued ordinary shares at a par value of THB 1 per share at an offering price of THB 28.25 per share, totaling THB 496,999,990 to Mr. ARNONCHAI, who is a private placement and is a connected person of the Company. Mr. ARNONCHAI has no right to cast his vote in this agenda.

Resolution: After due consideration, the Meeting resolved to approve the allocation of newly issued ordinary shares as detailed in the agenda item 10.1 to agenda item 10.5 individually, as proposed by the Chairman, in accordance with the following votes

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

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	678,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	678,932,837	100.00

Remark: Mr. ARNONCHAI holds 209,000,000 shares of the Company, He, therefore, has special interest and is not entitled to vote on this agenda item.

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

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

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

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,932,837	100.00
Disapproved	0	0

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Abstained	0	0
Total	887,932,837	100.00

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

The Chairman delegate Mr. Anupat, to inform the Meeting of the details of this agenda. Mr. Anupat explained to the Meeting that, based on clause 21 of the articles of association of the Company which provides that “A majority vote is required at the shareholders’ meeting to elect directors.” and clause 25 provides that “In the case where vacancies in the board of directors result in the number of directors being below the number required to constitute a quorum of a meeting, the remaining directors may act in the name of the board of directors only in respect of the arrangements for holding a meeting of shareholders for the purpose of electing directors to fill all the vacancies. The persons elected as directors to fill the vacancies may hold office only for the remaining term of the replaced directors. The resolution of the committee under paragraph one must consist of the vote not less than three-fourths of remaining directors.” for the death and the resignation of company’s director which appear on June 7, 2021 and September 13, 2021. The Company already informed the resignation of directors to DBD for such resignation of directors.

For appropriate number of the Board of Directors of the Company and to support the company’s business operations, it is deemed appropriate to appointment new directors who have qualifications that required by laws. By appointing the following individuals as the new directors of the Company namely,

- 1) **Mr. Jutiphan Mongkolsuthree** as a director and chief executive officer of TKS Technology Public Company Limited. He graduated from technology and IT working experiences. He can express an opinion and consider the company’s operations. particularly in the area of IT expansion with a lot of help from this director’s qualifications, the composition of the Board of Directors will be able to comply with the Bank of Thailand’s IT Risk Management.; and
- 2) **Dr. Khanat Kruthkul** as an independent director. He is an expert in the area of information and logistics, with extensive experience with government agencies. He has qualifications as an independent director capable of advising the company on information management and coordinating with government agencies.

The meeting of Remuneration and Nomination Committee of the Company No. 2/2022 convened on June 23, 2022, agreed that both of them have passed all appropriate qualifications which deemed appropriate to propose to the shareholders’ meeting to consider and approve the appointment of the directors.

Details of new directors are set out in the Brief information of the new directors. Attachment 11.

The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting No. 1/2022 to approve the appointment of 2 additional directors, namely, Mr. Jutiphan Mongkolsuthree, and Dr. Khanat Kruthkul as a director of the Company to be replaced the vacancy position.

In this regard, such 2 directors have all qualifications as required by Public Company Law and Security and Exchange Law, as well as related regulations. Neither of them has any prohibited characteristics. Furthermore, both directors are knowledgeable, competent, and experienced which can help strengthen the company's management and devote time and talent to the best benefit of the Company, the shareholders, and all stakeholders. Therefore, both of them are appropriate to be the directors of the Company.

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 appointment of new director of the Company.

This Agenda Item must be approved by a majority vote of the shareholders who attend the Meeting and cast their votes. The Company shall seek for approval of each director appointment individually.

Resolution: After due consideration, the Meeting resolved to approve the appointment of 1) Mr. Jutiphan Mongkolsuthree and 2) Dr. Khanat Kruthkul as a new director of the Company, as proposed by the Chairman, in accordance with the following votes

1) Mr. Jutiphan Mongkolsuthree

Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,844,437	99.99
Disapproved	88,400	0.01
Abstained	0	0
Total	887,932,837	100.00

2) Dr. Khanat Kruthkul



Voting	No. of votes	Percentage of the number of the shareholders who attend the Meeting and cast their votes.
Approved	887,932,837	100.00
Disapproved	0	0
Abstained	0	0
Total	887,932,837	100.00

Agenda Item 12 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.

None of the shareholders or proxies raised additional questions or expressed any opinions, the Chairman, then, declared the Extraordinary General Meeting of Shareholders No. 1/2022 adjourned and thanked the shareholders for their attendance.

The Meeting was adjourned at 12.30 p.m.

Signed Chairman of the Meeting

(Mr.Chakkrit Parapuntakul)

Chairman of the Board of Directors

Signed.....

(Miss Duangruthai Sriwarom)

Company Secretary

Minutes Recorder