

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

-Translate-

August 11, 2023

Subject Invitation to the Extraordinary General Meeting No. 2/2023

Attention Shareholders of Sabuy Technology Public Company Limited

Attachment

- (1) Copy of the minutes of the Extraordinary General Meeting No. 1/2023(Accompanying for consideration in Agenda 1)
 - (2) Articles of Association of Sabuy Technology Public Company Limited in relation to the shareholders' meeting
 - (3) Guidelines for attending shareholders' meetings via electronic system Documents and evidence that attendees must present before attending the meeting How to appoint a proxy, registration, voting and registration form for attending the Extraordinary General Meeting of Shareholders No. 2/2023 via electronic system (Electronic Meeting)
 - (4) Proxy Form A, Form B, and Form C
 - (5) Brief information of independent directors used for proxy

In the meeting of the Board of Directors of Sabuy Technology Public Company Limited (the "**Company**") No. 13/2023 on July 24, 2023, the meeting had a resolution that the Extraordinary General Meeting will be convened on Friday, August 25, 2023 at 10:00 a.m. and via electronic meeting only. The meeting of the Extraordinary General Meeting will be broadcast live from the meeting room on the 2nd floor of the Company's office, located at 230 Bang khunTian-Chai Thalae Road, Samae Dam Subdistrict, Bang khun Tian District, Bangkok 10150 to consider the following agenda:

Agenda 1 To consider and approve the Extraordinary General Meeting No. 1/2023.

Facts and Reasons

The Company held the Extraordinary General Meeting No. 1/2023 on June 1, 2023 and prepared the minutes of the meeting with details as shown in, Attachment 1.

Opinions of the Board of Directors

The Board of Directors has considered that the Extraordinary General Meeting No. 1/2023 on June 1, 2023 was recorded correctly and completely, and deemed appropriate to propose to the Extraordinary General Meeting for approval.

Vote to Pass Resolution

1



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

Agenda 2 To consider and approve the cancellation of the investment in the newly issued ordinary shares of not more than 115,000,000 shares in TKS Technology Public Company Limited and the disposition of not more than 225,000,000 ordinary shares in Advanced Information Technology Public Company Limited to TKS Technology Public Company Limited

Facts and Reasons

According to the Company's Extraordinary General Meeting of Shareholders No. 4/2022 held on February 16, 2023, it resolved to approve the Company to enter into (1) the investment in newly issued ordinary shares in the amount not exceeding 115,000,000 shares. in T.K.S. Technology Public Company Limited ("TKS") with remuneration not exceeding THB 1,610,000,000 ("TKS Transaction") and (2) the Disposition Transaction of up to 225,000,000 ordinary shares in Advanced Information Technology Public Company Limited ("AIT") to TKS. with compensation not exceeding THB 1,687,500,000 ("Former AIT Transaction") which are mutually agreed upon. and is a connected transaction

Due to the volatile and rapidly changing economic and capital markets both domestically and internationally, the Company and TKS therefore reviewed and negotiated additional terms and details related to the acquisition. The aforementioned transactions are mutually prudent and cautious for the best interests of all parties, resulting in TKS being unable to issue and offer newly issued ordinary shares under the TKS Transaction to the Company. within May 15, 2023, which is 3 months from the date on which the Extraordinary General Meeting of Shareholders No. 1/2023 of TKS resolves to approve the TKS transaction as the Company and TKS have informed investors. On May 15, 2023, the management of the Company and TKS have the same opinion that it is appropriate to cancel the TKS Transaction and the existing AIT Transaction. Therefore proposed to the Board of Directors Meeting No. 13/2023 to consider and approve the cancellation of the TKS Transaction and the existing AIT Transaction. (Not including the directors who have vested interest in the names shown below) unanimously resolved to approve the Cancellation of the TKS Transaction and the former AIT Transaction and propose to the shareholders' meeting of the Company. Consider approving the termination of the existing TKS Transaction and the AIT Transaction.

In addition, Mr. Jutiphan Mongkolsuthree and Mr. Chookiat Rujanapornpajee as directors who have interests abstain from voting on the approval of the cancellation of the TKS Transaction and the former AIT Transaction..

Opinions of the Board of Directors

Board of Directors (excluding interested directors) unanimously resolved to approve the cancellation of the TKS Transaction and the existing AIT Transaction and propose to the shareholders' meeting of the Company Consider approving the cancellation of the TKS Transaction and the former AIT Transaction since it is considered that the cancellation of the TKS Transaction and the former AIT Transaction does not affect the business operations of the Company Group. or good relationship between the Company and TKS in any way. The Company and TKS will continue to cooperate as business partners and the Company will continue to focus on finding other business



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partners. in order to strengthen and grow sustainably for the business ecosystem of the Company Group. In addition, the cancellation of the existing TKS transaction and AIT transaction confirms that the Company There will be no burden or obligation in the original AIT transaction to TKS and the Company will be able to use the shares in AIT to find a suitable business partner, which is Turnkey Communication Services Public Company Limited ("TKC") whereby the Company will continue to invest in the newly issued ordinary shares in the amount of not more than 64,627,200 shares or equivalent to 16.16 percent of the registered capital after the capital increase in TKC after the shareholders' meeting resolves to approve the cancellation of the enter into the original TKS and AIT transactions, whereby the Company will pay compensation in the amount not exceeding 1,615,680,000 baht or not more than 25.00 baht per share to TKC by disposing of not more than 237,600,000 ordinary shares in AIT to TKC. concrete from the business alignment which will benefit the Company and all shareholders of the Company in the long run.

Vote to Pass Resolution

This agenda must be approved with a vote of three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. TKS, as a shareholder of [Specify the number of shares of TKS at Record Date] shares in the Company which have an interest in the transaction. will be prohibited from exercising their voting rights in the shareholders' meeting.

Agenda 3 To consider other matters (if any).

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

Therefore, all shareholders are cordially invited to attend the Extraordinary General Meeting No. 2/2023 on Friday, August 25, 2023 at 10:00 a.m. via the electronic meeting only by broadcasting live from the meeting room, on the 2nd floor of the Company's office No. 230 Bang khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang khun Tian District, Bangkok 10150. In the event that the Company may amend the method of holding the meeting or the date, time and place of the meeting and cannot notify the shareholders in advance according to the time specified by laws, the Company will disclose such changes through the information disclosure system of the Stock Exchange of Thailand (SET) and/or on the Company's website, including other channels for shareholders to know in advance.

The Company hereby asks for cooperation from all shareholders to consider using the method of granting an Independent Director's proxy or attending the Electronic Meeting by yourself or authorizing proxy to attend the Electronic Meeting.

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



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1. Via E-mail or post. The shareholders can submit the registration form to attend the Extraordinary General Meeting No. 2/2023 and all identification documents as specified in <u>Attachment 3</u> to the Company within August 24, 2023 by sending to

- E-mail: <u>company.secretary@sabuytech.com</u> or
- By registered mail to: "Company Secretary"

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

Please fill in information and sign the registration form to attend the Extraordinary General Meeting 2/2023 by clearly specifying all information such as E-mail and mobile phone number as well as attach all documents and sign the documents as required.

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



The attendance request system will be available from August 18, 2023 8.30 a.m. – August 24, 2023. In this regard, shareholders can learn more about the guidelines to notify the intention to attend Electronic Meeting in <u>Attachment</u> <u>3.</u>

Once you request to attend the meeting via the Electronic Meeting, your registration document will be verified to confirm your identity. When the Company has verified the information completely and correctly according to the list of shareholders who have the right to attend the meeting from to the book closing information, shareholders and/or proxies will receive a link for attending the meeting and Electronic Meeting manual 2 days prior to the date of the meeting, which will be sent to the E-mail you provided to the Company. Please study about the guidelines for attending Electronic Meeting which the details of which are in Attachment 3.

If any of the shareholders are unable to attend the meeting by himself or does not wish to appoint proxy to attend this electronic meeting, the shareholder can appoint an independent director of the Company as proxy, the list of names and details are shown in <u>Attachment 5</u>, to attend the meeting and vote on behalf of the



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shareholder. In this regard, the shareholders are not required to fill in and sign the registration form to attend the Extraordinary General Meeting No. 2/2023. The shareholders are requested to submit the identification document shown in <u>Attachment 3</u> for the Proxy Form specified in <u>Attachment 4</u>, to the Company within August 24, 2023 by sending to

• E-mail:

company.secretary@sabuytech.com_or

• By registered mail to:

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

The meeting will be in line with the articles of association of the Company. Details of the articles of association of the Company are set out in <u>Attachment 2</u>.

In the case of appointing proxy, the shareholders are required to fill in either Proxy Form A or B. And for foreign shareholders who have appointed Custodian to keep their shares in the custody, please fill in Proxy Form C the detail of which are presented in accordance with <u>Attachment 4.</u> Please affix stamp duty of THB 20 and present documents or evidence showing a shareholder, or a representative of the shareholder entitled to attend the meeting specified in the supporting documents in <u>Attachment 3</u>. In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until August 24, 2023 (one day before the meeting date) until 5:00 p.m.

Shareholders can submit recommendations or questions in advance of the Extraordinary General Meeting No. 2/2023 via the following channels:

- E-mail: <u>company.secretary@sabuytech.com</u>or
- By registered mail to: "Company Secretary" Sabuy Technology Public Company Limited 230 Bang Khun Tian-Chaithale Road, Samae Dam Subdistrict, Bang Khun Tian District, Bangkok 10150

The Company has set August 8, 2023 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

The Company hereby requests the cooperation of shareholders and/or proxies to study the terms and conditions, prepare documents to register for the Electronic Meeting, as well as learn how to vote according to <u>Attachment 3</u> in order to effectively attend the Electronic Meeting of the Extraordinary General Meeting No. 2/2023.

Sincerely yours,

(Mr. Chakkrit Parapuntakul)

Chairman of the Board of Directors.