

SABUY 084/2024

September 20, 2024

Subject Invitation to the Extra General Meeting of Shareholders 1/2024

Attention Shareholders of Sabuy Technology Public Company Limited

Attachment

- (1) Minutes of the 2024 Annual General Meeting of Shareholders
- (2) Capital Increase Report Form (F53-4)
- (3) Information regarding the asset acquisition transaction and connected transactions of Sabuy Technology Public Company Limited in the case of investing in common shares in Lockbox Group Company Limited and Lockbox Ventures Company Limited.
- (4) Information Memorandum on the Offering of Newly Issued Common Shares and Warrants to Purchase Newly Issued Common Shares via Private Placement
- (5) Summary of the key points regarding the issuance and offering of warrants to purchase newly issued common shares of Sabuy Technology Public Company Limited to specific persons (Private Placement) SABUY-W3 and SABUY-W4
- (6) Summary of the key points regarding the issuance and offering of warrants to purchase newly issued common shares SABUY-WC
- (7) Independent financial advisor's report opinion on the asset acquisition and connected transaction and allocation of newly issued common shares and warrants to purchase common shares to specific persons (Private Placement) and connected transaction
- (8) Company's Articles of Association relating to the shareholders' meeting
- (9) Guidelines for Attending the Meeting of Shareholders via Electronic System, Documents and Proof of Required for Attendees prior to Attending the Meeting, Proxy Appointment, Voting and Registration Form to Attend the 1/2024 EGM via Electronic Meeting
- (10) Proxy Forms A, B, and C
- (11) Brief information of the Independent Directors representing proxies at the 1/2024 EGM and qualifications of the Independent Directors

The meeting of the Board of Directors of Sabuy Technology Public Company Limited (the “Company”) No. 19/2024 on August 29, 2024, had a resolution that Extra General Meeting of Shareholders 1/2024 will be convened on Tuesday, October 8, 2024, at 10:00 via Electronic Meeting only. The meeting will be live broadcast at 2nd floor meeting room in Sabuy Technology Public Company Limited, No. 230, Bang Khun Thian-Chaitalay Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150. to consider various matters according to the following agenda:

Agenda 1 To consider and approve minutes of the 2024 Annual General Meeting of Shareholders

Facts and Reasons

The Company has prepared the minutes of the 2024 Annual General Meeting of Shareholders, which was held on 29 April 2024, and has submitted a copy of the minutes to the Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting and to the Ministry of Commerce within the period prescribed by law, and has published the minutes on the Company’s website at www.sabuytech.com so that shareholders can verify their accuracy within a reasonable time. There was no shareholder who objected or requested any amendments. A copy of the minutes is as shown in Attachment 1

Opinions of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose at the Extra General Meeting of Shareholders 1/2024 to consider approving the minutes of the meeting.

Vote to Pass Resolution

This agenda item must be passed by a resolution with no less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 2 To consider and approve the decreasing of the company's registered capital and the amendment of Section 4 of the Memorandum of Association to be consistent with the reduction of the Company's registered capital.

Facts and Reasons

According to Section 136 of the Public Limited Companies Act, a company can increase its registered capital by issuing new shares only when all existing shares have been sold and fully paid for, except for shares reserved for convertible debentures or warrants. Therefore, in order for the company to be able to increase its registered capital to support various transactions and to comply with legal requirements, the company must reduce its registered capital by THB 76,233,985 from the previous registered capital of THB 2,013,310,691 to the new registered capital of THB 1,937,076,706 by canceling 76,233,985 unsold common shares with a par value of THB 1 per share (these were shares allocated for the conversion of SABUY-WA, which has expired, and SABUY-WC, which were not allocated within one year from the approval date of the Extraordinary General Meeting of Shareholders No. 3/2023). Additionally, the company must amend Clause 4 of its Memorandum of Association to reflect the reduction in registered capital.

4.	Registered Capital	1,937,076,706	(One billion thirty-seven million seventy six thousand seven hundred and-six baht)
		Baht	
	divided into	1,937,076,706	(One billion thirty-seven million seventy six thousand seven hundred and-six Shares)
		shares	
	par value of	1 Baht	(One Baht)
	divided into		
	Common Stock	1,937,076,706	(One billion thirty-seven million seventy six thousand seven hundred and-six shares)
		Shares	
	Preferred share	-None-	-None-

By granting authority to the authorized directors of the company and/or persons delegated by such individuals, they are empowered to register capital reductions and make additional amendments to the Articles of Association, Article 4, to the Registrar of Companies, Department of Business Development, Ministry of Commerce, and have the authority to further amend or modify the application or text in the aforementioned documents. They also have the authority to take any necessary and related actions concerning the aforementioned operations as deemed appropriate, and to ensure compliance with laws, regulations, rules, and interpretations of relevant government agencies, as well as to comply with the advice or instructions of the Registrar or officials.

The details of reduction are presented in the Capital Increase Report (F53-4) (**Attachment 2**)

Opinions of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose at the Extra General Meeting of Shareholders 1/2024 to consider approving the reduction of registered capital by THB 76,233,985 from the original registered capital of THB 2,013,310,691 to a new registered capital of THB 1,937,076,706 by reducing ordinary shares that have not yet been issued by 76,233,985 shares, with a par value of THB 1 per share, and to approve the further amendment of Article 4 of the Articles of Association to align with the reduction of the company's registered capital. This approval also includes the authority to the authorized directors and/or any person appointed by the authorized directors to participate in the reduction of registered capital as above mentioned.

Vote to Pass Resolution

This agenda item must be passed by a resolution with no less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 3 **To consider and approve increasing the registered capital of the company and amending Article 4 of the Articles of Association to align with the increase in the registered capital of the company.**

Facts and Reasons

The company intends to increase its registered capital by THB 1,247,000,000 that increase the original registered capital from THB 1,937,076,706 to a new registered capital of THB 3,184,076,706 This will be achieved by issuing 1,247,000,000 ordinary shares at a par value of THB 1 per share,

(1) the issuance and offering of 760,000,000 newly issued ordinary shares, with a par value of THB 1 per share via private placement (a) 350,000,000 newly issued ordinary shares newly issued ordinary shares to be issued and offered to Miss Kesara Lothongkam or a legal entity that holds a large proportion of shares or have control ("Miss Kesara") by Miss Kesara The names of the legal entities that will receive the allocation of shares and warrants have been notified as Insignia Holding Limited ("Insignia"). (b) 360,000,000 newly issued ordinary shares newly issued ordinary shares to be issued and offered to a limited company which will be established under Thai law to comply with the conditions of the entire business transfer process (Entire Business Transfer or EBT) according to the Revenue Code ("Holding L") in order to pay compensation for the entire business transfer. of Holding L, which is ordinary shares in proportion 80.00 percent in Lockbox Group Company Limited ("LockBox") and common shares in the proportion of 80.00% in the company Lockbox Ventures Co., Ltd. ("LockVent") instead of paying with cash (Payment in kind) after the capital increase and the dissolution and liquidation of Holding L in order to comply with the conditions of the Revenue Code regarding Entire business transfer Holding L's shareholders include: Mr. Itthichai Poolvorlaks ("Mr. Itthichai") Mr. Kawin Opaswongkarn ("Mr. Kawin"), Mr. Wutthithorn Milintachinda ("Mr. Wutthithorn") and Mr. Wattana Hoonsongtham ("Mr. Wattana") will receive additional common shares in the amount of 320,400,000 shares, 18,000,000 shares, 18,000,000 shares and 3,600,000 shares. respectively ("EBT transaction") (Please consider the details regarding the EBT transaction in the Information Memorandum regarding the Asset Acquisition and Connected Transactions of Sabuy Technology Public Company Limited (the "Acquisition Information")) and (c) 50,000,000 newly issued ordinary shares to be issued and offered to Mr. Warit Yongsakul all are the private placement (the "PP Transaction"), (**Attachment 4**) and

(2) Supporting the exercise of rights under the warrants to purchase common shares of Sabuy Technology Public Company Limited SABUY-W3 and SABUY-W4 collectively referred to as "Warrants" totaling 400,000,000 units without charge given to a limited number of persons. The Company will allocate warrants to (1) SABUY-W3 in the amount of 350,000,000 to Insignia along with the newly issued ordinary shares of the Company in the amount of 350,000,000 shares (2) SABUY-W4 in the amount of 50,000,000 units along with the newly issued ordinary shares of the Company in the amount of 50,000,000 shares that Mr. Warit will subscribe and receive allocation. Warrant will have an exercise period of 2 years, with an exercise rate of 1 unit of warrant per 1 ordinary share and an exercise price of 1.20 baht per share (collectively called the "SABUY-Warrant"). (Please consider the details about the item. SABUY-Warrant mentioned in summarizing the essence of the issuance and offering of warrants to purchase additional ordinary shares of Sabuy Technology Company. Public Company Limited to a limited number of persons (Private Placement) Series 3 (SABUY-W3) and Series 4 (SABUY-W4)) and

(3) Supports the exercise of rights according to warrants to purchase additional common shares of SabuyTechnology Company. Public Company Limited, which is issued to directors, executives, and employees of the company. and subsidiaries No. 3 (SABUY-WC) (“SABUY-WC Warrants”) (Please consider details about the SABUY-WC Warrants in Summary of the essence of the issuance and offering of warrants to purchase additional common shares of Sabuy Technology Public Company Limited to directors, executives, and employees No. 3 (SABUY-WC). **Attachment 6**) and amendments to the company's Articles of Association to align with the proposed increase in registered capital.

4.	Registered Capital	3,184,076,706 Baht	(Three billion, one hundred eighty-four million, six thousand, seven hundred and six baht)
	divided into	3,184,076,706 shares	(Three billion, one hundred eighty-four million, six thousand, seven hundred and six Shares)
	par value of	1 Baht	(One Baht)
	divided into		
	Common Stock	3,184,076,706	(Three billion, one hundred eighty-four million, six thousand, seven hundred and six shares)
		Shares	
	Preferred share	-None-	-None-

By granting authority to the authorized directors of the company and/or the appointees from the aforementioned individuals, they have the power to register the capital increase and make additional amendments to the company's Articles of Association, Clause 4, to the Registrar of Companies, Department of Business Development, Ministry of Commerce, and have the authority to further amend or modify any requests or text in the aforementioned documents, as well as to undertake any necessary and related actions as deemed appropriate and in compliance with the laws, regulations, and interpretations of the relevant governmental agencies, including following the advice or instructions of the Registrar or officials.

The details regarding the capital increase are presented in accordance with the Capital Increase Report Form (F53-4): **Attachment 2**

Opinions of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose at the Extra General Meeting of Shareholders 1/2024 to consider approve the increasing of the registered capital by THB 1,247,000,000 from the original registered capital of THB 1,937,076,706 to a new registered capital of THB 3,184,076,706 by issuing additional ordinary shares totaling 1,247,000,000 shares, with a par value of THB 1 per share, and to further amend Article 4 of the Articles of Association to align with the increase in the registered capital of the company.

Vote to Pass Resolution

This agenda item must be passed by a resolution with no less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote. Mr. Itthichai and Mr. Warit will not have the right to vote on this agenda.

Agenda 4 To Consider and approve the investment in common shares in Lockbox Group Company Limited and Lockbox Company. Ventures Co., Ltd. by means of accepting the entire business transfer and paying compensation by issuing and offering newly issued common shares instead of paying in cash. which is considered a connected transaction

Facts and Reasons

The company would like to purchase ordinary shares of Lockbox Group Company Limited ("LOCKBOX"), an amount not exceeding 30,000 shares, or equivalent to 80.0 percent of the registered capital. and investing in common shares in Lockbox Venture Company Limited ("LOCKVENT"), an amount not exceeding 50,000 shares, or equivalent to 80.0 percent of the registered capital. The payment will be in the form of additional common shares of the Company. The Company will pay compensation in an amount not exceeding 360,000,000 baht with additional ordinary shares of the Company, not exceeding 360,000,000 shares, with a par value of 1 baht per share, at an offering price of 1 per share. baht to a limited company ("Holding L"), which will be established under Thai law in accordance with the conditions of the EBT process according to the Revenue Code. The shareholders of Holding L are the original shareholders of LOCKBOX and LOCKVENT. Details of the investment appear in the information regarding the acquisition of assets of Sabuy Technology Public Company Limited in the case of investing in ordinary shares in L Company. Lockbox Group Company Limited ("LOCKBOX") and investment in common shares in Lockbox Venture Company Limited ("LOCKVENT") (List 1) (**Attachment 4**) After the capital increase and the dissolution and liquidation of Holding L in order to comply with the conditions of the Revenue Code regarding the transfer of all businesses, the shareholders of Holding L, namely Mr. Ittichai, Mr. Kawin, Mr. Wuttithon and Mr. Watana, will receive 320,400,000 ordinary shares, 18,000,000 shares, 18,000,000 shares and 3,600,000 shares, respectively (the "EBT Transaction" and together with the PP transaction with Holding L, the "Share Swap Transaction"). Currently, LockBox and LockVent are service providers related to various types of Smart Locker Box, consisting of 1) Smart Locker Box service, 2) Luggage delivery service, 3) Media and advertising space, and 4) Other additional services such as bags, luggage bags, packing materials, and currently, Sabuy Accelerator Co., Ltd., a subsidiary of the Company Holding 100% of shares and 20% of shares in both LockBox and LockVent, in accordance with the resolution of the Board of Directors No. 3/2022 on February 12, 2022, by investing in additional common shares of LockBox and LockVent in an amount not exceeding 50,000,000 baht, or an enterprise value of 250,000,000 baht.

The said transaction is considered to be an asset acquisition transaction of the Company. According to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for entering significant transactions that are considered to be the acquisition or disposal of assets. and the announcement of the Stock Exchange of Thailand's Board of Directors regarding information disclosure and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (including amendments) (the "Announcement of the Acquisition or Disposition") by the size of the said transaction calculated from the Company's reviewed consolidated financial statements. For the six-month period ending June 30, 2024, which calculates the size of the transaction,

the total maximum result is equal to 20.38 percent based on the value of capital shares issued to pay for assets. When taking into account the size of the Company's acquisition of other assets in the past six months, combined with the size of the asset acquisition transaction according to this information memorandum The total size of the transaction will be equal to 20.38 percent based on the value of equity shares issued to pay for assets. This is the criterion by which the size of the transaction is calculated to achieve the highest results. Since the size of the acquisition transaction is more than 15 percent but less than 50 percent, the Company has a duty to disclose information regarding the transaction to the Stock Exchange of Thailand. ("Stock Exchange") and send a letter informing shareholders within 21 days from the date the information is disclosed to the Stock Exchange. As specified in the announcement of the acquisition or disposal transaction.

In addition, the said share swap transaction is considered a connected transaction according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for conducting connected transactions. and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments) (the "Related Transaction Announcement"), because Since it is a transaction with Holding L, a juristic person in which Mr. Ittichai is a major shareholder or controlling person, and Mr. Ittichai is the person who will be proposed to be the executive of the Company after the Share Swap transaction is completed, the value of the Share Swap transaction (including the calculation of EBT and PP transactions with Holding L as a single transaction) is 360.00 million baht, and the Company has no other transactions with Holding L or Mr. Ittichai that occurred in the past six months prior to that. Therefore, since the total value of such transactions exceeds 20 million baht and exceeds 3 percent of the Company's net tangible assets (NTA) (note that the Company's net tangible assets (NTA) according to the Company's consolidated financial statements for the 6-month period ending June 30, 2024 is less than 0), the Company is required to disclose information on the Company's related party transactions to the Stock Exchange of Thailand in accordance with the Related Party Transaction Announcement and request approval for the Company's related party transactions from the Company's shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote. without counting the votes of interested shareholders and the Company must send a meeting notice to shareholders at least 14 days in advance and appoint an independent financial advisor to express an opinion on the Company's related party transactions and submit such opinion to the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand. In this regard, the Company has appointed Avantgarde Capital Co., Ltd. as an independent financial advisor to perform such duty.

In addition, the EBT transaction is considered as the purchase or transfer of the business of another company or private company to the Company under Section 107(2)(c) of the Public Limited Company Act, whereby the Company must obtain approval from the shareholders' meeting of the Company with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of shareholders with an interest.

Details of the said EBT items are shown in the Information Memorandum on the Asset Acquisition and Related Transactions of Sabuy Technology Public Company Limited, in the case of investment in ordinary shares in Lockbox Group Company Limited and Lockbox Ventures Company Limited, Attachment 3, and the Independent

Financial Advisor's Opinion Report on the Asset Acquisition and Related Transactions, and the issuance and offering of additional ordinary shares to a limited number of persons (Private Placement) and related transactions, Attachment 7.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer and/or a person assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to be authorized to take actions necessary and related to the EBT transaction, including but not limited to the following actions: (a) Negotiate the terms and conditions of the entire business transfer and acceptance agreement (the "EBT Agreement"); (b) Specify and/or amend any additional details regarding the EBT Agreement and/or the EBT transaction; (c) Sign various contracts and documents related to the EBT transaction, including but not limited to the EBT Agreement; (d) Sign various permit applications, including other documents and evidence necessary and related to the EBT transaction, including contacting and submitting such permit applications, documents and evidence to government agencies and/or any regulatory agencies, such as the Department of Business Development, Ministry of Commerce, and/or the Revenue Department, Ministry of Finance; and (e) Take other actions necessary and related to the EBT transaction until completion, including appointing and assigning other persons who are suitable to be sub-agents to take the above actions.

Opinions of the Board of Directors

The Board of Directors has considered (please consider the opinion of the Board of Directors in Item 10 of the Information Memorandum on the Acquisition of Assets and Related Transactions of Sabuy Technology Public Company Limited in the case of investment in ordinary shares in Lockbox Group Company Limited and Lockbox Ventures Company Limited, Attachment 3) and sees fit to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the EBT transaction, including the authorization for the EBT transaction as detailed above.

Vote to Pass Resolution

This agenda item must be passed by a resolution with no less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote. Excluding votes of interested persons. In addition, Mr. Ittichai will not have the right to vote in this agenda and related agendas.

(Agenda 4 and Agenda 7.3 are considered related agendas and are conditional on each other. Therefore, if any agenda is not approved by the shareholders' meeting this time, the related agenda will be considered as cancelled and no other related agendas will be considered.)

Agenda 5 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the company, Series 3 (SABUY-W3) and Series 4 (SABUY-W4),

5.1 To consider and approve the issuance and offering of the Company's warrants to purchase ordinary shares for allocation to a limited number of persons (Private Placement) series 3 to Insignia in the amount of 350,000,000 units without charge, together with the Company's newly issued common shares in the amount of 350,000,000 shares that Ms. Kesara will subscribe for and be allocated.

5.2 To consider and approve the issuance and offering of the Company's warrants to purchase ordinary shares for allocation to a limited number of persons (Private Placement) series 4 to Mr. Warit Yongsakul in the amount of 50,000,000 units without charge, together with the Company's newly issued common shares in the amount of 50,000,000 shares that Mr. Waris will subscribe for and be allocated.

Facts and Reasons

The Company intends to issue and offer for sale SABUY-W3 Warrants and SABUY-W4 Warrants under the SABUY-Warrant program in the amount of 400,000,000 units, which is equivalent to ordinary shares allocated to support the exercise of no more than 400,000,000 shares to be allocated to a limited number of persons (Private Placement) and at an exercise rate of 1 unit of warrant to 1 ordinary share, with a term of 2 years from the date of issuance of the warrants and an exercise price of 1.20 baht per share. The limited persons are as follows:

(1) Insignia who will be allocated warrants amount of 350,000,000 units without charge, together with the Company's newly issued common shares in the amount of 350,000,000 shares that Ms. Kesara will subscribe for and be allocated. (SABUY-W3 Transaction)

(2) Mr. Warit Yongsakul will be allocated warrants amount of 50,000,000 units without charge, together with the Company's newly issued common shares in the amount of 50,000,000 shares that Mr. Waris will subscribe for and be allocated. (SABUY-W4 Transaction)

The said warrants will not be listed as listed securities on the Stock Exchange. When comparing the market price and the offering price of the warrants, the offering of the warrants is not considered an offering of newly issued securities at a price lower than the market price. The market price means the weighted average trading price of the Company's ordinary shares on the Stock Exchange for the past 15 consecutive business days prior to the date on which the Board of Directors resolves to propose to the shareholders' meeting, i.e. between 7-28 August 2024, which is equal to 0.6492 baht per share.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer and/or a person assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to be authorized to take any action regarding the following matters: (a) Determining details related to the issuance and offering of the Warrants on this occasion, including, but not limited to, the issuance date of the Warrants, the first and last exercise dates, and the exercise of the conversion rights of the Warrants to purchase ordinary shares, including the relevant terms and conditions as appropriate and not in conflict with the relevant announcements, rules or laws; (b) Amending wording or text in documents, minutes of shareholders' meetings, memorandum of association and/or various applications and/or taking any action to comply with the registrar's order to file for registration with the Department of Business Development, Ministry of Commerce; (c) Contacting, negotiating, entering into, amending or signing documents, applications for permission, requests for exemptions, notices and necessary evidence related to the issuance of the Warrants, including contacting to submit applications for permission, such documents and evidence to government agencies or agencies related to the issuance of the Warrants; and (d) Taking any action As necessary and appropriate in connection with the successful issuance and

offering of the Warrants and the underlying shares to a limited group of persons (Private Placement) this time, including the listing of the common shares resulting from the exercise of the Warrants as listed securities on the Stock Exchange and the appointment and assignment of other persons who are appropriate to act as a sub-attorney to carry out the above actions.

Details of the SABUY-Warrant transaction are shown in the Information Memorandum on the Issuance and Offering of New Ordinary Shares and Warrants to Purchase New Ordinary Shares to a Limited Group of Persons (Private Placement), Attachment 4, and the summary of the essential points of the Issuance and Offering of New Ordinary Shares Warrants of Sabuy Technology Public Company Limited to a Limited Group of Persons (Private Placement) for the 3rd time (SABUY-W3) and 4th time (SABUY-W4) **Attachment 5.**

Opinions of the Board of Directors

The Board of Directors has considered (please consider the opinion of the Board of Directors in Section 4 of the Information Memorandum on the Issuance and Offering of Additional Common Shares and Warrants to Purchase Additional Common Shares to a Limited Group of Persons (Private Placement) Attachment 4) and sees fit to propose that the Extraordinary General Meeting of Shareholders No. 1/2024 consider approving the SABUY-Warrant, including the authorization for the SABUY-Warrant, as detailed above.

Vote to Pass Resolution

The Company will propose to the meeting to consider this agenda as a sub-agenda, which must be approved by the following votes:

5.1 Consider and approve the issuance and offering of the Company's warrants for common shares, No. 3, to be allocated to a limited number of persons (Private Placement), namely Insignia, in the amount of 350,000,000 units, without charge, together with the Company's additional ordinary shares, in the amount of 350,000,000 shares that Insignia will subscribe for and be allocated. The resolution must be approved by a vote of not less than three-fourths of the total number of shareholders' votes. who came to the meeting and had the right to vote excluding the votes of stakeholders.

5.2 Consider and approve the issuance and offering of the Company's warrants for common shares, No. 4, to be allocated to a limited number of persons (Private Placement), namely Mr. Warit, in the amount of 50,000,000 units, without charge, together with the Company's additional ordinary shares, in the amount of 50,000,000 shares that Mr. Waris To reserve and receive allocation. The resolution must be approved by a vote of not less than three-fourths of the total number of shareholders' votes. who came to the meeting and had the right to vote excluding the votes of stakeholders.

(Agenda 5.1, Agenda 7.1 and 7.4 are considered related agendas and are conditions to each other.

Agenda 5.2, Agenda 7.2 and 7.5 are considered related agendas and are conditions to each other.

Therefore, if any agenda is not approved by the shareholders' meeting this time, it will be considered that the related agenda and the other conditions to each other are cancelled and no other related agendas will be considered.)

Agenda 6 To consider and approve the issuance and offering of warrants to purchase the Company's common shares. to directors, executives, and employees of the company and subsidiaries No. 3 (SABUY-WC),

Facts and Reasons

The Company intends to issue and offer SABUY-WC warrants at no cost in the amount of 87,000,000 units, which is 4.95 percent of the total number of the Company's issued shares of 1,766,768,238 shares less treasury share 95,000,000 shares (as of August 29, 2024, the date on which the Board of Directors' Meeting resolved to approve the issuance and offering of SABUY-WC warrants). The objective is to encourage the directors, executives, and employees of the Company and its subsidiaries, and to allow the directors, executives, and employees to participate in the ownership of the Company. This is to motivate the directors, executives, and employees of the Company and its subsidiaries to work hard to create the greatest benefit for the Company and its shareholders, and to motivate the directors, executives, and employees to continue working with the Company in the long term to achieve business goals.

SABUY-WC warrants have an exercise ratio of 1 warrant unit to 1 common share and have a term of 2 years from the date of issuance of the warrants. And the exercise price is equal to 1.20 baht per share. No director, executive and/or employee will be allocated more than 5 percent.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider assigning the Chief Executive Officer to have the following powers: (a) change, increase or decrease the number of warrants of directors, executives and employees that have been allocated; (b) determine, amend and change the terms and conditions related to the allocation of such warrants, including but not limited to the issuance date, details of the warrant offering, the method of allocating warrants, the duration of the warrants, the duration of the exercise of rights and the expiration date of the exercise of rights; (c) sign documents, requests for permission and necessary evidence related to the issuance of such warrants, including but not limited to contact, providing information and submitting requests for permission, requests for exemptions, documents and evidence to government agencies or agencies related to the issuance of warrants and listing shares resulting from the exercise of rights under the warrants on The Stock Exchange of Thailand and (d) take any action as necessary and appropriate in connection with the issuance and offering of such warrants. The details of the SABUY-WC warrants are as shown in the summary of the essential matters of the issuance and Offering of warrants to purchase additional ordinary shares of Sabuy Technology Public Company Limited to the directors, executives and employees of the Company and its subsidiaries for the 3rd time (SABUY-WC)

Attachment 6

Opinions of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of SABUY-WC warrants to the directors, executives and employees of the Company and its subsidiaries as detailed above.

Vote to Pass Resolution

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, excluding votes of interested persons, and there must be no shareholders holding shares in total exceeding 10 percent of the total number of votes of shareholders attending the meeting voting to object to the issuance and offering of SABUY-WC warrants.

Agenda 7 To consider and approve the allocation of newly issued common shares

7.1 To consider and approve the allocation of 350,000,000 newly issued common shares to Insignia

7.2 To consider and approve the allocation of 50,000,000 newly issued common shares to Mr. Warit Yongsakul..

7.3 To consider and approve the allocation of 360,000,000 newly issued common shares to Holding L

7.4 To consider and approve the allocation of 350,000,000 newly issued common shares to support the exercise of rights under warrants series 3 (SABUY-W3)

7.5 To consider and approve the allocation of 50,000,000 newly issued common shares to support the exercise of rights under warrants series 4 (SABUY-W4)

7.6 To consider and approve the allocation of 87,000,000 newly issued common shares to support the exercise of rights under warrants SABUY-WC

Facts and Reasons

As the Company intends to (a) issue and offer for sale the Company's additional common shares under the PP List, (b) issue and offer for sale the warrants under the SABUY-Warrant List, and (c) issue and offer for sale the SABUY-WC Warrants to the directors, executives, and employees of the Company and its subsidiaries, as detailed in Agenda Items 3 to 6 above, the Company intends to allocate the Company's additional common shares in the amount of 1,247,000,000 shares, with a par value of 1 baht per share, as follows:

(1) Allocate the Company's additional common shares under the PP program in the amount of 760,000,000 shares, with a par value of 1 baht per share, to a limited group of persons, which are divided into (a) 350,000,000 newly issued common shares to Insignia (b) 360,000,000 newly issued common shares to Holding L and (c) 50,000,000 additional common shares to Mr. Warit at an offering price of 1.00 baht per share

(2) Allocate the Company's newly issued common shares under the SABUY-Warrant program in the amount of 400,000,000 shares, with a par value of 1 baht per share, to support the exercise of rights under the warrants in the amount of 400,000,000 units, without charge To a limited group of persons, divided into (a)

350,000,000 SABUY-W3 warrants to Insignia under the SABUY-W3 program; and (b) 50,000,000 SABUY-W4 warrants to Mr. Warit under the SABUY-W4 program.

(3) Allocating 87,000,000 additional common shares of the Company, with a par value of 1 baht per share, to support the exercise of rights under the SABUY-WC warrants in the amount of 87,000,000 units allocated to directors, executives, and employees of the Company and its subsidiaries at no cost.

In this regard, the PP transaction is the issuance and offering of additional common shares at a price of 1.00 baht per share, and the SABUY-Warrant transaction is the issuance and offering of shares supporting the warrant at a price of 1.20 baht per share, which is considered an offering of newly issued shares and shares supporting the warrant to a limited group of persons where the shareholders have resolved to set the offering price clearly at a price not lower than the market price, but it is an offering that affects the profit sharing or voting rights of shareholders (EPS/Control Dilution) by a proportion of 25 percent or more, resulting in the limited persons (including persons under Section 258, persons acting together (Concert Party) and persons under Section 258 of persons acting together of the limited persons (if any)) becoming the highest voting rights in the listed company, which is considered an offering of newly issued shares to a limited group of persons in a significant case, as specified in the Capital Market Supervisory Board Announcement No. TorChor. 28/2565 on Permission for Listed Companies to Offer Newly Issued Shares to a Limited Group of Persons. (including amendments) (“Announcement No. TorChor. 28/2565”), which results in the Company having to send a meeting invitation letter to shareholders at least 14 days in advance of the meeting date and disclose such meeting invitation letter through the Stock Exchange of Thailand’s data transmission system and must receive approval from the shareholders’ meeting with no less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote. Therefore, the Company must arrange for the opinion of an independent financial advisor to be considered by the shareholders’ meeting in considering the approval of the PP transaction. In this regard, the Company has appointed Avantgarde Capital Co., Ltd. as an independent financial advisor to perform such duty.

In addition, the PP transaction with Holding L is considered a related party transaction under the Related Party Transaction Announcement because it is a transaction with Holding L, a juristic person in which Mr. Ittichai is a major shareholder or controlling person, and Mr. Ittichai is a person who will be proposed to be an executive of the Company after the PP transaction with Holding L is completed. The value of the PP transaction with Holding L is 360.00 million baht, and the Company has no other transactions with Holding L or Mr. Ittichai in the past six months. Therefore, since the total value of the said transactions exceeds 20 million baht and exceeds 3 percent of the Company’s net tangible assets (NTA) (note that the Company’s net tangible assets (NTA) according to the Company’s consolidated financial statements for the six-month period ending June 30, 2024 is less than 0), the Company is required to disclose information regarding the Company’s related party transactions to the Stock Exchange of Thailand in accordance with the Related Party Transaction Announcement and request approval for the Company’s related party transactions from the Company’s shareholders’ meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote. Without counting the votes of interested shareholders, the

Company must send a meeting notice to shareholders at least 14 days in advance and appoint an independent financial advisor to express an opinion on the Company's related party transactions and submit such opinion to the SEC and the Stock Exchange of Thailand. In this regard, the Company has appointed Avantgarde Capital Co., Ltd. as an independent financial advisor to perform such duty.

In this regard, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider assigning the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer or a person assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to be authorized to take any action regarding the following matters: (a) Consider determining and/or amending, changing other details necessary and relevant to the allocation of all of the Company's additional ordinary shares as appropriate and to the extent that they do not conflict with or contradict the relevant announcements, rules or laws, determining and amending the subscription date and offering date of the additional ordinary shares, payment of shares (whether in cash or assets other than cash), changing the offering price, the number of additional ordinary shares allocated; (b) Contacting, negotiating, entering into, signing and amending contracts, documents, applications for permission, requests for waivers, notices and evidence necessary and relevant to the allocation of the Company's additional ordinary shares, including but not limited to the relevant registration with the Department of Business Development, Ministry of Commerce; contacting and submitting such applications, requests for permission, requests for waivers, notices, documents and evidence to government agencies or relevant agencies; amending or changing the requests or text in such related documents, as well as listing such additional ordinary shares as listed securities on the Stock Exchange of Thailand; and (c) taking any action necessary and relevant to the allocation of the Company's additional ordinary shares. The above has been successfully accomplished, including the appointment and assignment of other suitable persons to act as sub-attorneys to carry out the above operations.

Details of the PP transaction and the SABUY-Warrant transaction are as shown in the Information Memorandum on the Issuance and Offering of Additional Ordinary Shares and Warrants to Purchase Ordinary Shares to Specific Persons and Related Transactions of Sabuy Technology Public Company Limited, **Attachment 4**, Summary of the Issue and Offering of Additional Ordinary Shares of Sabuy Technology Public Company Limited to Specific Persons (Private Placement) No. 3 (SABUY-W3), and No. 4 (SABUY-W4), **Attachment 5**, and the Independent Financial Advisor's Opinion Report on the Acquisition of Assets and Related Transactions, and the Issuance and Offering of Additional Ordinary Shares to Specific Persons (Private Placement) and Related Transactions, **Attachment 7**, and the details of the SABUY-WC Warrants are as shown in the Summary of the Issue and Offering of Additional Ordinary Shares of Sabuy Technology Public Company Limited to Directors, Executives, and Employees of the Company and Its Subsidiaries, No. 3 (SABUY-WC), **Attachment 6**.

Opinions of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of 1,2470,000,000 additional common shares, with a par value of 1 baht per share (1) to a limited number of persons under the PP program,

(2) to support the exercise of rights under the SABUY-Warrant program issued to a limited number of persons, and (3) to support the exercise of rights under the SABUY-WC warrants issued to directors, executives, and employees of the Company and its subsidiaries, including the authorization for the allocation of such additional common shares, as detailed above.

Vote to Pass Resolution

The Company will propose to the meeting to consider this agenda as a sub-agenda, which must be approved by the following votes:

7.1 The allocation of additional common shares under the PP list to a limited group of persons, namely Insignai, which is considered a significant offering of newly issued shares, must be approved by a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, excluding votes of interested persons.

7.2 The allocation of additional common shares under the PP list to a limited group of persons, namely Mr. Warit, which is classified as an offering of newly issued shares with significant significance must be approved by a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested persons. In addition, Mr. Warit will not have the right to vote on this agenda.

7.3 The allocation of additional common shares under the PP list to a limited group of persons, namely Holding L, which is considered a significant offering of newly issued shares and related transactions, must be approved by a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding the votes of interested persons. In addition, Mr. Ittichai will not have the right to vote on this agenda.

7.4 The allocation of additional common shares to support the exercise of rights under the SABUY-W3 Warrant to a limited group of persons, namely Insignia, must be approved by a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested persons.

7.5 The allocation of additional common shares to support the exercise of rights under the SABUY-W4 Warrant to a limited group of persons, namely Mr. Warit, must be approved by a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding votes of interested persons

7.6 The allocation of additional common shares to support the exercise of rights under the SABUY-WC Warrants to the directors, executives and employees of the Company and its subsidiaries must be approved by a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, excluding votes of interested persons, and no shareholders holding a combined share of more than 10 percent of the total votes of shareholders attending the meeting must object to the issuance and offering of the SABUY-WC Warrants.

Agenda 8 To consider other matters (if any)

Facts and Reasons

: The Public Limited Companies Act, Section 105, paragraph two, stipulates that when the meeting has considered the matters specified in the invitation letter, shareholders holding shares totaling not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the invitation letter. The Company deems it appropriate to allow shareholders to ask questions and/or express their opinions on various matters in this agenda without casting votes. Therefore, we would like to invite all shareholders to attend the 1/2567 Extraordinary General Meeting of Shareholders on Tuesday, October 8, 2024 at 10:00 a.m. via the electronic meeting system only. The live broadcast will be broadcast from the 2nd floor meeting room of the Company's office, 230 Bang Khun Thian-Chai Thale Road, Saen Dam Subdistrict, Bang Khun Thian District, Bangkok 10150. In the event that the Company changes the meeting method or determines the date, time, and venue of the meeting and is unable to notify shareholders in advance within the period specified by law, the Company will publish such changes via the information disclosure system of the Stock Exchange of Thailand and/or the Company's website. Including other channels to inform shareholders in advance In the event that a shareholder is unable to attend the meeting in person and wishes to appoint another person to attend the meeting and vote on their behalf, please use either Proxy Form A or Form B. As for foreign shareholders who have appointed a custodian to be the depository and caretaker of their shares, please use Proxy Form C as per Attachment 10. In order to protect the rights and benefits of shareholders who are unable to attend the meeting in person and wish to appoint the Company's independent directors to attend the meeting and vote on their behalf, shareholders can appoint Proxy Form B to the Company's independent directors, whose names and details are shown in Attachment 11, to attend the meeting and vote on their behalf. Shareholders are requested to submit identification documents and a proxy form to the Company by October 7, 2024, by sending them to

- Email Address: 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

Shareholders can submit recommendations or questions in advance of the EGM 1/2024 via the following channels:

- Email Address: 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



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

The Company will conduct the meeting in accordance with Section 6 on shareholders' meetings of the Articles of Association of the Company. The details of the Articles of Association are set out in **Attachment (6)**. The shareholders are advised to study the Guidelines for Attending the Meeting of Shareholders via Electronic System, Documents and Proof of Required for Attendees prior to Attending the Meeting, Proxy Appointment, Voting and Registration Form to Attend the Extra General Meeting of Shareholders via Electronic Meeting as set out in **Attachment (7)**.

The Company has set September 16, 2024 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

Faithfully yours,

(Mr. Chakkrit Parapuntakul)

Chairman of the Board of Directors