

**Information Regarding the Issuance and Offering of Warrants to Purchase Newly Issued Ordinary
Shares of Sabuy Technology Public Company Limited via Private Placement
No. ("SABUY-W3"), and No. ("SABUY-W4")**

The issuance and offering of warrants to newly issued shares obuy Technology Public Company Limited (the "Company") No. ("SABUY-W3"), and No. ("SABUY-W4"), are detailed as follows:

1. Details of the Offering

The Board of Directors' Meeting No. 19/2024 was held on August 28, 2024, was passed to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and offering of 400,000,000 units of warrants to purchase newly issued ordinary shares of the company. These warrants represent up to 400,000,000 ordinary shares to be allocated through private placement. The exercise ratio is 1 warrant unit per 1 ordinary share. The warrants will have a term of 2 years from the issuance date and an exercise price of 1.20 baht per share ("**SABUY-Warrant**"). The allocation will be detailed as follows:

- (1) Ms. Kesara Lothongkam ("**Ms. Kesara**") will be allocated 350,000,000 units free of charge, alongside 350,000,000 newly issued ordinary shares of the company that Ms. Kesara will subscribe to and be allocated ("**SABUY-W3**"). Ms. Kesara has informed the list of juristic persons who will receive the allocation of shares and warrants, namely Insignia Holding Limited ("**Insignia**").
- (2) Mr. Warit Yongsakul ("**Mr. Warit**") will be allocated 50,000,000 units free of charge, alongside 50,000,000 newly issued ordinary shares of the company that Mr. Warit will subscribe to and be allocated ("**SABUY-W4**").

The SABUY-Warrant will not be registered as securities listed on the Stock Exchange of Thailand ("**SET**"). When comparing the market price and the offering price of the shares underlying the warrants, the offering of these warrants does not constitute the sale of newly issued securities at a price lower than the market price. The market price refers to the weighted average trading price of the company's ordinary shares on the SET for the 15 consecutive business days prior to the date the Board of Directors resolved to propose to the shareholders' meeting, i.e., from August 7 -28, 2024, which was THB 0.6492, which is 0.8519 baht per share.

2. Details of SABUY-Warrants

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| (1) Offeror | The Company |
| (2) Name of warrant | (1) Warrant to Purchase Newly Issued Ordinary Shares of Sabai Technology Public Company Limited, Series 3 (SABUY-W3)

(2) Warrant to Purchase Newly Issued Ordinary Shares of Sabai Technology Public Company Limited, Series 4 (SABUY-W4) |

- (3) Type Non-transferable, except through inheritance, as registered with the restrictions at the SEC office
- (4) Number of warrants offered 400,000,000 unit divided into SABUY-W3 with 350,000,000 units, SABUY-W4 with 50,000,000 units,
- (5) Par value THB 1
- (6) Offer price per unit THB 0
- (7) Allocation method and list and types of investors eligible for the offer Allocated to a limited group of persons as follows:
- (1) SABUY-W3: To Ms. Kesara Lohtongkham, 350,000,000 units free of charge, alongside 350,000,000 newly issued ordinary shares of the company that Ms. Kesara will subscribe to and be allocated at a rate of 1 new share for every 1 warrant, with any remainder to be discarded. Ms. Kesara has informed the list of juristic persons who will receive the allocation of shares and warrants, namely Insignia Holding Limited ("Insignia").
 - (2) SABUY-W4: To Mr. Warit Yongsakul, 50,000,000 units free of charge, alongside 50,000,000 newly issued ordinary shares of the company that Mr. Warit will subscribe to and be allocated at a rate of 1 new share for every 1 warrant, with any remainder to be discarded.
 - (3)
- (8) Number of supporting shares 400,000,000 shares (comprising 250,000,000 units of SABUY-W3, 50,000,000 units of SABUY-W4)
- (9) Exercise ratio 1 SABUY-warrant per 1 common share, noting that the exercise price may change in the future according to the terms of the exercise. Each unit of the warrant entitles the holder to one ordinary share. The exercise ratio may change according to relevant laws and regulations, which include:
- (1) When the Company changes the par value of its shares.
 - (2) When the Company offers newly issued ordinary shares to existing shareholders through a rights offering and/or to the public and/or to restricted individuals, at a net price per share of newly issued ordinary shares lower than 90% of the market price per share of the Company's ordinary shares.
 - (3) When the Company offers any new securities to existing shareholders and/or the general public and/or restricted individuals, where such securities have the right to convert/transform into ordinary shares or provide the right to purchase ordinary shares ("convertible securities"), at a net price

per share of ordinary shares to be issued to support the rights, which is less than 90% of the market price per share of the Company's ordinary shares.

- (4) When the Company distributes all or part of dividends in newly issued ordinary shares to shareholders of the company, whereby changes in the exercise price and exercise ratio shall take effect immediately from the first day the purchaser of ordinary shares is not entitled to receive dividend shares.
- (5) When the Company distributes dividends exceeding 100% of the net profit as per the Company's financial statements (which have been audited).

Or other conditions as specified in the relevant regulations governing the terms of the warrants.

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| (10) Exercise price | 1.20 THB per unit, with the possibility of future adjustments according to the terms of the exercise and ensuring the exercise price is not less than the then-current par value of the Company's shares |
| (11) Date of issue and offering of warrants | The issuance and offering date will be determined by the Company's board of directors, or the Chairman of the Board of Directors of the Company, or CEO, and/or persons delegated by the board of directors or the Chairman of the Board of Directors of the Company or CEO later. |
| (12) Life span of the warrants | 2 years from the date of issuance and offering of SABUY-Warrants. |
| (13) Number of newly issued shares allocated and reserved for the warrants and the details of the calculation | 400,000,000 shares, which, when combined with the shares allocated and reserved for other warrant certificates excluding shares reserved for capital increases and warrants for the company's directors or employees (SABUY-WC), represent a proportion of 33.37% (not exceeding 50%) of the total shares issued by the company after this capital increase. Details of the calculation of the additional shares reserved are outlined below. |

- Number of shares supporting other warrants: 291.30 million shares (SABUY-W1 25.99 million units and SABUY-W2 265.31 million units)
- Number of shares supporting the warrant = 400 million shares
- Total number of shares already sold by the company, including additional shares to be offered concurrently with warrants in this issuance, consists of 350 million shares offered alongside SABUY-W3 to Insignia , and 50 million shares offered alongside SABUY-W4 to Mr. Worit, totaling 400 million shares.

- Number of paid-up shares as of June 30, 2024 = 1,766.77 million shares, which the board of directors has approved and which deducts 95 million repurchased shares = 1,671.77 million shares.
The proportion of shares reserved
= $(400 + 291.30) / (1,671.77 + 400)$
= 33.37%

(14) Adjustment of Rights

The price and/or rate of exercising rights to purchase ordinary shares according to the certificates of entitlement may vary throughout the validity period of the certificates of entitlement. This can occur in the event of any of the circumstances specified in the Securities and Exchange Commission's Announcement No. 34/2551 regarding the request for permission and permission to offer certificates of entitlement to purchase newly issued shares and newly issued shares to support certificates of entitlement (including any amendments) ("Announcement SEC. 34/2551"). The reason for issuing new shares to accommodate changes in the exercise of rights is when there is an adjustment in the price and/or rate of exercising rights according to the conditions for adjusting rights as specified in the terms and conditions of the certificates of entitlement. This is an event stipulated in section 11(4)(kor) of Announcement SEC. 34/2551.

(15) Conditions and Duration of Exercise

Warrant holders can exercise their rights every month, once per month on the last business day of each month starting from the first month of allocation confirmation from the Company, throughout the warrant's lifespan (exercise date). The final exercise date is 2 years from the issuance date of the warrants.

If the exercise date falls on a non-business day of the company, warrant holders can exercise their rights on the business day preceding that non-business day in which the Company will not extend the validity of the certificates of entitlement and does not have provisions allowing holders of the certificates of entitlement to exercise their rights before the expiration date.

(16) Notification Period for Exercise

Warrant holders who intend to exercise their rights to purchase common shares of the Company must notify their intent to exercise the rights according to the warrant agreement between 9:00 a.m. and 4:00 p.m., at least 5 business days in advance of the exercise date for each occasion, except for the final exercise, where notification must be made within 15 business days before the final exercise date. The exercise notification cannot be cancelled.

- (17) Secondary Market for Warrants The Company will ***not register*** the warrants issued in this offering as securities listed on the Stock Exchange of Thailand.
- (18) Secondary Market for Common Shares Arising from Warrant Exercise The Company will register the common shares resulting from the exercise of warrants to purchase common shares as stated in the warrants issued in this offering as securities listed on the Stock Exchange of Thailand.
- (19) The Registrar of the Certificates of Warrants Thailand Securities Depository Co., Ltd. or any other person appointed by the Company's board of directors to serve as the registrar of the certificates of entitlement.
- (20) Other Board of Directors or chairman of the board of directors or Chief Executive Officer and/or persons assigned by the Board of Directors or chairman of the board of directors or Chief Executive Officer Be the person with authority to take any action About the following matters.
- (1) Set out details related to the issuance and offering of warrants this time, including but not limited to. Warrant issuance date the first exercise date and the last exercise date. and the exercise of conversion rights of warrants to buy common shares Including relevant conditions and details as appropriate and to the extent that they are not contrary to or inconsistent with relevant announcements, rules, or laws.
 - (2) Correcting words or messages in documents Minutes of shareholder meeting memorandum and/or various requests and/or any action to comply with the registrar's orders in submitting registration to the Department of Business Development. Ministry of Commerce.
 - (3) Negotiating, making, amending, or signing documents, requesting permission request for deferment, notice and necessary evidence related to the issuance of warrants This includes contacting and submitting permission applications. Such documents and evidence to government agencies or agencies related to the issuance of warrants, and
 - (4) Any action as necessary and appropriate in connection with the issuance and offering of warrants. and shares reserved for a limited number of persons (Private Placement) this time was successful, including bringing the common shares resulting from the exercise of rights according to the said warrants to be registered as listed securities on the Stock Exchange of Thailand. and the appointment and assignment of other persons who are appropriate to act as sub-attorneys for the above actions.

3. Objectives of the Warrant Offering and benefits that the company will receive.

The Company will use the capital received from exercising the rights to purchase common shares of the company according to the warrant certificates for the purposes outlined in the capital increase plan and the expenditure plan under Section 5 of the capital increase report (Form F 53-4) (attached item 1). The company will benefit as specified in Section 6 of the capital increase report (Form F 53-4) (attached item 1) and Section 3.4 of the information regarding the issuance and offering of additional common shares and warrants to purchase common shares through private placement to limited persons (attached item 2) and related company transactions of Sabuy Technology Public Company Limited.

4. Impact on Existing Shareholders from the Warrant Offering

Please consider the following impacts on existing shareholders: (1) Price dilution, (2) Control dilution, and decrease in earnings per share (EPS) in connection with the issuance and offering of additional ordinary shares and warrants to subscribe for ordinary shares in a private placement and related transactions of Sabai Technology Public Company Limited (attached document 4).