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Minutes the 1/2024 Extraordinary General Meeting of Shareholders

Sabuy Technology Public Company Limited

Date/Time/Place

The Extraordinary General Meeting of Shareholders 1/2024 will be convened on Tuesday, 8 October 2024, at 10:00 am via Electronic Meeting only. The meeting will be live broadcast at Sabuy Technology Public Company Limited, No. 230, Bang Khun Thian- Chaitalay Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150.

Directors in Attendance

- | | |
|--------------------------------|--|
| 1. Mr. Chakkrit Parapuntakul | Chairman of the Board of Directors / Independent Director/
Chairman of Audit Committee |
| 2. Mrs. Umawadee Rattana- udom | Independent Director / Member of the Audit Committee/
Member of the Nomination and Remuneration Committee |
| 3. Mr. Nawat Itsaragrisil | Director / Executive Vice Chairman |
| 4. Mr. Jutiphan Mongkolsuthree | Director |
| 5. Mr. Wirach Morakotkarn | Director / Member of the Risk Management Committee /
Member of the Executive Committee / Chief Commercial
and Investment Officer |
| 6. Mr. Wachirathorn Kongsuk | Director / Member of the Risk Management Committee /
Member of the Executive Committee |
| 7. Mr. Kittiphon Thanasit | Director / Member of the Risk Management Committee /
Member of the Executive Committee |
| 8. Mr. Santithon Bunchuea | Director / Member of the Risk Management Committee /
Member of the Executive Committee |

Directors who did not attend the meeting

- | | |
|------------------------|--------|
| 1. Dr. Khanat Kruthkul | absent |
|------------------------|--------|



Executives attending the meeting

1. Mr. Anupat Srisuwanchai Commercial and Investment Manager
2. Ms. Duangruthai Sriwarom Company Secretary

Legal counsel attending the meeting from Wise Equity Law Consulting Co., Ltd.

1. Ms. Yaowarote Klinboon Executive Partner
2. Mr. Karinevidch Olivero 3. Partner

financial advisors attending the meeting from Avantgarde Capital Co., Ltd.

1. Mr. Worawut Wassanon Managing Director

The meeting starts at 10:00 AM.

Before the meeting begins Mr. Sitthiwet Jiwitthiprapai acting as the meeting moderator (the “Moderator”) explained to the shareholders' meeting that at the 1/2024 Extraordinary General Meeting of Shareholders The Company has organized the meeting via electronic media in accordance with the Electronic Meeting Act B.E. 2020 and the announcement of the Ministry of Digital Economy and Society on the standards of security of electronic meetings B.E. 2020 and other laws. The Company has arranged for an electronic meeting service provider who is skilled and certified by relevant agencies, and has informed all shareholders of the methods and procedures in the meeting invitation letter.

The Company has provided an opportunity for shareholders to submit suggestions or questions in advance of the meeting via the Company's email and by post to the Company's office. The Company will arrange for questions and answers to be asked at the meeting and will record the minutes of the meeting regarding such questions and answers as usual.

The moderator initially informed the meeting about the Company's current registered capital and shares as follows:

- The company has a registered capital of 2,108,310,691 baht .
- Paid-up registered capital : 1,671,768,238 baht
- Divided into 1,671,768,238 common shares
- Par value per share 1 baht



The Company has determined the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on 16 September 2567

The moderator informed the meeting that: At the 1/2024 Extraordinary General Meeting of Shareholders There were 8 committee members attending the meeting. You from number 9 You and the Company's shareholders attended the meeting via the Electronic Meeting system in person, totaling 22 persons , and by proxy, totaling 70 persons, representing a total of 610,675,463 shares, or 36.5287 percent of the Company's total issued shares. Therefore, it is a complete quorum in accordance with the Company's regulations, Section 42, which stipulates that in a shareholders' meeting, there must be at least 25 shareholders and proxies (if any) attending the meeting , or at least half of the total number of shareholders, and the total number of shares must be at least one -third of the total shares sold of the Company, in order to constitute a quorum.

The moderator introduced the Company's board of directors, executives and legal advisors attending the meeting and informed the meeting of the details of the agenda, questions, comments or suggestions, voting methods and vote counting methods, as well as details about the electronic meeting at the Extraordinary General Meeting of Shareholders No. 1/2024 , as follows:

1. Agenda sequence, questions and comments or suggestions

The Company will propose that the meeting consider the various agenda items in the order specified in the meeting invitation letter and there will be no agenda switching. Information will be presented for each agenda item and during the meeting, shareholders or proxies will be given the opportunity to ask questions on the related agenda items. Any shareholder or proxies who wish to ask questions, express opinions or make suggestions may do so through 2 channels as follows:

1.1 The chat channel for the text message system (Chat) is to press the Chat tool button and type your first and last name and details of whether you are a shareholder attending the meeting in person or a proxy. Then press Enter to send a message.

1.2 Audio system channel by pressing the Raise Hand button and turning on the microphone on your device. When you receive a signal from the system controller to talk , you must inform the meeting of your name, surname, and whether you are a shareholder attending the meeting in person or a proxy before asking questions, expressing opinions, or making suggestions. When the conversation is complete, press the Lower Hand button to lower your hand and please turn off the microphone after every conversation is finished.

For any shareholders who have sent questions, expressed opinions or sent suggestions in advance to the Company before the meeting date, the Company will answer questions or provide clarification to the shareholders who asked after the information has been completely presented. In addition, to ensure that the meeting can proceed efficiently, each shareholder is requested to express their opinions or ask questions no more than 3 times per person, with each question not exceeding 3 minutes. The Company will collect opinions and questions that were not clarified in the meeting and clarify them in the meeting report.

2. Voting and counting methods for each agenda item

The meeting moderator informed that since this meeting was held via electronic system , there would be no printing of ballots. Before voting on each agenda item, the chairman would inform the meeting participants about the resolution and vote count of each agenda item. After shareholders and proxies were informed of the details of each agenda item, shareholders and proxies would follow the voting procedure as follows:

2.1 A shareholder or proxy has votes equal to the number of shares held by the shareholder or the number of shares granted by proxy. Any shareholder who has a special interest in any agenda item shall not have the right to vote on that agenda item.

2.2 Voting on each agenda item will be done openly by means of electronic voting (E-Voting) with one share counted as one vote. In this regard, a shareholder or proxy must vote in only one way: agree, disagree or abstain, and cannot split the vote into parts, except for the vote of a custodian, in which case the Company will deduct the votes of disagreement and abstention from the total number of votes of shareholders attending the meeting, and the remaining votes will be considered as votes of agreement on that agenda item.

2.3 In the case of proxy, if the proxy has already voted in advance, the officer will count the votes according to the wishes of that proxy. Therefore, the proxy does not have to vote in the

meeting. However, if the proxy does not specify the wish to vote on any agenda or does not specify clearly, or in the event that the meeting considers or votes on any matter other than those specified in the proxy form, including the case where there is any change or addition of any facts, the proxy shall have the right to consider and vote on that agenda. As you see fit

2.4 Voting via electronic system (E-Voting) can be done by pressing only one of the voting buttons. There are 3 buttons that appear on the screen of the shareholder or proxy: 1. Agree, 2. Disagree , and 3. Abstain.

2.5 If a shareholder or proxy does not vote, the Company will assume that he/she agrees with that agenda. and voting may be changed until the closing of voting for that agenda is announced. Etc.

2.6 1 minute to vote. After the notification of opening voting for each agenda, when you click to select a vote, the system will ask again whether you want to confirm your vote or not. Click OK to confirm your vote. However, if the meeting participants want to change their vote, they can do so by clicking Vote again. When the notification of closing voting for each agenda is announced, the meeting participants will not be able to vote or change their vote. After that, the voting result for that agenda will be announced to the shareholders' meeting. The meeting moderator will inform the shareholders' meeting of the vote count for each agenda before the meeting ends. It is divided into votes for approval, disapproval, and abstention.

2.7 For counting the voting results according to the agenda specified in this Extraordinary General Meeting of Shareholders, the agendas that must be approved by a vote of not less than half of the total number of votes of shareholders attending the meeting and casting votes are agendas 1 and 5, in which the Company will calculate the vote base by only counting the votes of shareholders who vote in agreement and disagreement, excluding the votes of shareholders who abstain. As for agendas 2 , 3 , 4 , 6 and 7, they 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 but including the votes of shareholders who abstain.

incidentally In the consideration of agenda item 4 and Agenda item 7.3 They are interrelated and mutually conditional.

Agenda Items 5.1 , 7.1 and 7.4 are related and conditional to each other.

Agenda Items 5.2 , 7.2 and 7.5 are related and conditional to each other.

Therefore, if any agenda item is not approved by this shareholders' meeting, Any related agenda that is conditional on each other shall be deemed to be cancelled and no other agenda shall be considered. Other related matters)

The moderator invited Mr. Chakkrit Parapanthakul, Chairman of the Board of Directors, to act as the Chairman of the Meeting (the “ **Chairman** ”) . The Chairman welcomed and opened the 1/2024 Extraordinary General Meeting of Shareholders via electronic means (Electronic Meeting) and proposed that the shareholders’ meeting consider the following agenda items:

Agenda 1 Consideration of approval of the report of the 2024 Annual General Meeting of Shareholders

The Chairman proposed that the meeting consider approving the minutes of the 2024 Annual General Meeting of Shareholders. Which was held on April 29, 2024 The Company has prepared and submitted a copy of the meeting report to the Stock Exchange of Thailand. (“ **Stock Exchange** ”) within 14 days from the meeting date and to the Ministry of Commerce within the period prescribed by law, and to publish the meeting report on the Company’s website at www.sabuytech.com. To enable shareholders to verify the accuracy within a suitable time, a copy of the meeting report is detailed in **Attachment 1.** of the meeting invitation letter which the company has sent to shareholders in advance together with the meeting invitation letter this time

The Board of Directors considered that the meeting minutes were recorded correctly and completely and deemed it appropriate to propose that the meeting consider and approve the said meeting minutes.any shareholders or proxies wished to ask questions or express opinions, or if there were any questions sent by shareholders in advance. However, no one asked questions or expressed any opinions. The chairman Therefore, it is proposed that the meeting vote to approve the minutes of the 2024 Annual General Meeting of Shareholders. This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting votes.

Meeting Resolution The meeting considered the following: The resolution to approve the minutes of the 2024 Annual General Meeting of Shareholders Which was held on April 29, 2024 With details as proposed With the following votes:



Pronunciation	Score (Vote)	Calculated as a percentage
agree	611,180,063	100,0000
Disagree	0	0.0000
Abstain	10,000	-
together 96 List	611,190,063	-

Agenda 2 Consider approval of the reduction of the company's registered capital. and the amendment of Article 4 of the Memorandum of Association to be consistent with the reduction of the Company's registered capital

The Chairman assigned the moderator to present the details of this agenda to the meeting.

The moderator informed the meeting that Section 136 of the Public Limited Companies Act stipulates that the company may increase its capital from the amount already registered by issuing new shares when all shares have been issued and paid for in full, except for shares that have not yet been issued that are shares issued to support convertible debentures or share purchase warrants. Therefore, in order for the company to be able to increase its registered capital to support the company's financial utilization plan and to comply with the law, the company must reduce its registered capital by 76,233,985. Baht from the original registered capital of 2,013,310,691 Baht is the new registered capital of 1,937,076,706 Baht by cutting common shares in the portion that has not yet been issued in the amount of 76,233,985 Shares with a par value of 1 baht per share (because they are shares allocated to support the conversion of SABUY-W1, SABUY-WA and SABUY-WB whose rights have expired and the original SABUY-WC that has been cancelled and that have not been allocated within 1 year from the date of approval from the Extraordinary General Meeting of Shareholders No. 3/2023) and the amendment to the Memorandum of Association, Section 4, to be consistent with the reduction of the Company's registered capital. As follows



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เขตบางขุนเทียน กรุงเทพมหานคร 10150

Item 4.	Registered capital amount	1,937,076,706	(One thousand nine hundred thirty-seven million seventy-six thousand seven hundred and six baht)
	Divided into	1,937,076,706	(One billion nine hundred thirty-seven million seventy-six thousand seven hundred and six shares)
	Par value per share	1 baht	(One baht)
	By separating into		
	Common stock	1,937,076,706	(One billion nine hundred thirty-seven million seventy-six thousand seven hundred and six shares)
	Preferred shares	- do not have -	- do not have -

By authorizing the Company's directors, authorized persons and/or their representatives to have the power to file for capital reduction and amendment of the Memorandum of Association, Section 4, with the Registrar of Public Companies, Department of Business Development, Ministry of Commerce, as well as having the power to amend or change the request or text in the said document, including the power to take any action necessary and related to such action as deemed appropriate and to comply with the law and regulations. Regulations and interpretations of relevant government agencies, including recommendations or orders of the registrar or officer.

Details of the said capital reduction are shown in the Capital Increase Report Form (F53-4), **Attached 2.**

any shareholders or proxies wished to ask questions or express opinions, or if there were any questions sent by shareholders in advance. The questions and/or comments can be summarized as follows:

Mr. Piyapong Prasatthong, a shareholder, asked whether the reduction in registered capital included SABUY-W2 or not.

Mr. Anupat explained that for SABUY-W2, which expires in September 2024 There has been no capital reduction this time as the board of directors has resolved to reduce the

registered capital in August 2024. Before the expiration date of SABUY-W2 , however, even though SABUY-W2 has expired, the said supporting shares still remain , which the Company will propose to the shareholders' meeting to consider approving the reduction of registered capital in the next shareholders' meeting .

For this reason, the President Therefore, it is proposed that the meeting vote to approve the reduction of the Company's registered capital and the amendment of Article 4 of the Memorandum of Association to be consistent with the reduction of the Company's registered capital, including the authorization of the authorized directors of the Company and/or the authorized representatives of such persons to have the authority to perform various actions related to the reduction of the registered capital and the amendment of the Memorandum of Association, according to the details proposed . This agenda item 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.

Meeting Resolution The meeting considered the following: The resolution approved the reduction of the registered capital by 76,233,985 baht from the original registered capital of 2,013,310,691 baht to the new registered capital of 1,937,076,706 baht by cutting the ordinary shares that have not yet been issued in the amount of 76,233,985 shares with a par value of 1 baht per share, the amendment of the Memorandum of Association, Section 4 to be consistent with the reduction of the Company's registered capital , and the authorization of the Company's authorized directors and / or the authorized representatives of such persons to have the authority to perform various actions related to the reduction of the registered capital and the amendment of the Memorandum of Association, Section 4, according to the details proposed. With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	581,179,063	95.0897
Disagree	30,000,000	4.9084
Abstain	11,000	0.0017
together 96 List	611,190,063	100,0000

Before moving on to the next agenda item on the consideration of the approval of the company's registered capital increase, the Chairman proposed that the management present an overview of the company's capital increase so that the meeting could see the overall picture of this capital increase compared to the company's previous capital increases. He also proposed that the meeting express their opinions or ask questions after the management had finished presenting. Each shareholder was requested to express their opinions or ask questions no more than 3 times. Each time, no more than 3 minutes, so that the meeting can proceed efficiently. The company will collect opinions and questions that were not clarified in the meeting to be clarified in the meeting report and will prepare a meeting report explaining the information in each agenda item for the convenience of meeting report users. The chairman then assigned Mr. Wirach Marakatkan. Director and Chief Executive Officer (" **Mr. Wirach** ") and Mr. Anupat Srisuwanchai, Manager of Commercial and Investment Department (" **Mr. Anupat** ") was the presenter, with Mr. Wirach And Mr. Anupat presented a brief overview of the company's capital increase as follows:

Mr. Wirach Clarified that the management team has made great efforts to increase the company's capital, but in the past, there were various limitations, including unfavorable market conditions, which resulted in the company's capital increase in 2024 being unsuccessful on two occasions . For the first capital increase, it was considered by the board of directors since April 2024 and scheduled to be proposed to the shareholders' meeting on June 24, 2024. However, due to the company's experience in volatile and uncertain market conditions, which had a significant impact on the company, the said capital increase was unsuccessful and resulted in the company being forced to sell its collateral, which was shares in two listed companies , namely SBNEXT and AS, resulting in the company's shareholding in both companies decreasing from 24 percent to less than 10 percent , which also affected the company's performance . However, the management team has negotiated with all creditors, especially creditors whose collateral is shares in listed companies, by requesting an extension from the creditors to complete the capital increase, but in the end, the said capital increase was unsuccessful, causing the company to consider selling some of its assets and investments. However, the company is still trying to make the next capital increase successful . For the second capital increase , which is scheduled to be proposed to the shareholders' meeting on August 21 , 2024 , a listed company is interested in investing in additional shares of 700 million baht, but the second capital increase did not happen. Later, even

though in this latest capital increase, the company was not forced to sell collateral like the first time, it made management to quickly return to strength more difficult.

From the capital increase proposals from the first and second times , it can be seen that the amount of capital increase has been decreasing continuously. The capital increase to be proposed for approval to shareholders in today's meeting is very important to the company. If it is not considered by shareholders this time, the management of the company will be more difficult than before.

With the new shareholders joining this time, in the case of Lockbox Group Co., Ltd. (“**LOCKBOX** ”) , the company sees opportunities and business expansion. To ensure the continuity of the company's services even though the company has a business plan to reduce the complexity of the business and reduce the burden of management.

LOCKBOX has synergy with various businesses of the company such as parcel delivery shops, top-up machines, convenient stores, and laundry shops . In addition, LOCKBOX also has the potential to sell advertising media that can be used to do business with Vending machines , which is the main business of the company that is trying to bring this business back. Because in the past 4-5 months, the company has had liquidity problems , which affected the replenishment of Vending machines. Therefore, the arrival of LOCKBOX will support both management and bring changes to the company. Importantly, the company can operate under a major shareholder who is beneficial to finding partners and can access various sources of funds. Finally, the management would like to ask shareholders to consider the company's share price in the past to make a decision on this capital increase. Because when the company asked for approval from the board of directors, the company's share price was lower than 0.70 baht. Although the fair price estimated by the independent financial advisor was higher than the book value of 1.38 baht per share, the average market price in the past on that day, under the limitations of the market conditions, is an important factor that prevents the company from setting a price higher than 1.00 baht per share. Although the company will not receive cash from this transaction with LOCKBOX , please consider the capital base that will be stronger. As for the performance and future cash flow of LOCKBOX, it is an issue that the board of directors has given importance to. Because the restoration of operating results, cash flow, and reliability are elements that the board of directors has considered for investment by new shareholders. The company sees that the arrival of new shareholders helps the company return to strength quickly and sees the necessity of entering



into the LOCKBOX transaction . Therefore, having a major shareholder come in to help drive the company along with implementing the business plan will help support the company's business to return to strength and create confidence for shareholders and investors.

Mr. Anupat The source of the capital increases this time is presented as the Board of Directors' Meeting No. 19/2024 on August 29, 2024 resolved to present to the shareholders' meeting for consideration and approval of the capital increase and the offering of additional common shares as follows:

1) 350,000,000 common shares for capital increase at a price of 1 baht per share (not falling under the low price criteria) to Ms. Kesara Lohthongkam or a juristic person holding a large proportion of shares or having control, whereby Ms. Kesara has already informed the name of the juristic person to be allocated shares and warrants, namely Insignia Holdings Limited (“ **Insignia** ”) **along with** 350,000,000 SABUY-W3 warrants at no charge, together with 350,000,000 common shares for capital increase of the company, which Insignia will subscribe and be allocated at a rate of 1 newly subscribed share for 1 warrant. Any fractions shall be discarded .

2) 50,000,000 common shares for capital increase at a price of 1 baht per share (not falling under the low price criteria) to Mr. warit Yongsakul (“ **Mr. warit** ”) **together with** 50,000,000 SABUY-W4 warrants at no charge, together with 50,000,000 common shares for capital increase of the Company that Mr. warit will subscribe for and be allocated at a rate of 1 newly subscribed share per 1 warrant. In the event of a fraction, it shall be discarded.

3) 360,000,000 ordinary shares at a price of 1 baht per share (not falling under the low price criteria) to Holding L Co., Ltd. (“ **Holding L** ”), which was established under Thai law to comply with the conditions of the Entire Business Transfer (EBT) process under the Revenue Code, as payment for the entire business transfer of Holding L , which includes ordinary shares in the proportion of 80.00 percent in LOCKBOX and ordinary shares in the proportion of 80.00 percent in Lockbox Venture Co., Ltd. (“ **LOCKVENT** ”) Instead of paying in cash (Payment in kind), it is collectively called EBT.

4) Warrants to purchase common shares of the Company issued to directors, executives and employees of the Company and subsidiaries for the 3rd time (SABUY -WC) in the amount of 87,000,000 units .

, the Company would like to propose to the shareholders’ meeting to consider and

approve the increase in the total registered capital of 1,247,000,000 baht by issuing 1,247,000,000 additional common shares with a par value of 1 baht per share. When combined with the registered capital after the capital reduction in the previous agenda, the Company will have a new registered capital of 3,184,076,706 baht . Mr. Anupat then explained the purpose of using the money and the possible impacts from the capital increase or the allocation of additional shares to a limited group of persons . Calculating the size of an asset acquisition transaction Calculation of the size of the related items and the essence of SABUY-W3, SABUY-W4 and SABUY-WC , with details as specified in [Attachments 3 - 6.ss](#)

In addition, Mr. Anupat said that the company has arranged for the opinion of an independent financial advisor to be used in the shareholders' meeting's consideration in approving the said transaction. The company has appointed Avantgarde Capital Co., Ltd. as an independent financial advisor to perform such duty and invites the independent financial advisor to present its opinion to the meeting.

Mr. Worawut Wassanon Managing Director, Avantgarde Capital Co., Ltd. As an independent financial advisor, I have explained the overview and nature of the transaction, the shareholding structure before and after the transaction. Advantages and disadvantages of entering into the transaction, risks of entering into the transaction, rationality and benefits of entering into the transaction Fair value of common shares and warrants, transaction value with Holding L, details as specified in [Attachment 7](#). And summarize the opinions of independent financial advisors on price, conditions and appropriateness of each transaction , which can be summarized as follows:

รายการ	สรุปความเห็นของที่ปรึกษาทางการเงินอิสระ				
	ด้านราคา และเงื่อนไข			ความเหมาะสมของธุรกรรม	ความเห็นของ IFA
	ราคา PP	ราคา Warrant	มูลค่าการเข้าทำรายการ		
Insignia/นางสาวเกษรา	✗	✗	-	✓	✓
นายวริศ	✗	✗	-	✓	✓
Holding L	✗	-	✓	✗	✗

Mr. Anupat reported the opinions of the Board of Directors regarding the opinions of the independent financial advisor to the shareholders' meeting, which can be summarized as follows:

list	Independent financial advisor opinion	Board of Directors' Opinion
1. Allocation of additional common shares of the Company to a limited number of persons (PP)	<p><u>The list is appropriate.</u></p> <p>Because it increases the company's liquidity, even though the offering price of 1.00 baht per share is lower than the fair value assessed by the independent financial advisor at 1.38 baht per share (Adjusted Book Value Approach).</p>	<p><u>The list is appropriate.</u></p> <p>Because it is a source of funds to increase liquidity for the company to proceed with the business plan and to create confidence for investors of the persons who have received such rights in the future operations of the company.</p>
2. Issuance and offering of warrants to purchase additional common shares of the Company for allocation to a limited number of persons (SABUY - Warrant)	<p><u>The list is appropriate.</u></p> <p>As it increases the company's liquidity, even though the company allocated SABUY-Warrant to limited investors without charge, which is lower than the fair price assessed by the independent financial advisor at 0.19 - 0.48 baht per share.</p>	<p><u>The list is appropriate.</u></p> <p>Because it increases the company's liquidity in its operations and the offering price of 1.00 baht per share is higher than the weighted average price assessed 7-15 days prior to the date on which the board of directors approved the offering, which is equal to 0.65-0.72 baht per share.</p>

list	Independent financial advisor opinion	Board of Directors' Opinion
<p>3. The acquisition of assets of Sabuy Technology Public Company Limited and Lockbox Venture Company Limited from existing shareholders by paying in the form of additional common shares of the Company. (Share Swap List)</p>	<p><u>The item is currently inappropriate.</u> Since it does not increase the company's liquidity and the offering price of 1.00 baht per share will be lower than the fair value assessed by the independent financial advisor at 1.38 baht per share.</p>	<p><u>The list is appropriate.</u> Because it is a program that can be extended to the ecosystem. The company's assets and cash flow are also generated. Mr. Ilthichai, who is a person with financial potential, is a visionary businessman, has knowledge and operates businesses in many industries, and has become one of the company's main executives and shareholders to help drive the company's business.</p>

Agenda 3 Consideration of approval of the increase in the Company's registered capital and amendment of the Memorandum of Association to be consistent with the increase in the Company's registered capital.

The Chairman assigned Mr. Anupat , the Manager. The Commercial and Investment Department presented and explained the details to the meeting.

Mr. Anupat explained to the meeting that The Company intends to increase its registered capital by 1,247,000,000 baht from the original registered capital of 1,937,076,706 baht to a new registered capital of 3,184,076,706 baht by issuing 1,247,000,000 additional common shares with a par value of 1 baht per share for the following purposes:

(a) Offering for sale to a limited number of persons (Private Placement) in the amount of 760,000,000 shares at an offering price of 1.00 baht per share.



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(b) Support the exercise of rights under the warrants to purchase ordinary shares of Sabuy Technology Public Company Limited No. 3 (SABUY-W3) and the warrants to purchase ordinary shares of Sabuy Technology Public Company Limited No. 4 (SABUY-W4) totaling 400,000,000 units (“ **SABUY-Warrant** ”) without charge to a limited number of persons and

(c) Supports the exercise of rights under the warrants to purchase additional common shares of Sabuy Technology Public Company Limited in the amount of 87,000,000 units, which were issued to the directors, executives and employees of the Company and its subsidiaries for the third time (SABUY-WC) (Please consider the details of the SABUY-WC warrants in the summary of the essential matters of the issuance and offering of warrants to purchase additional common shares of Sabuy Technology Public Company Limited to directors, executives and employees). 3rd time (SABUY-WC) and the amendment of the Memorandum of Association , Section 4, to be consistent with the increase in the Company's registered capital, as follows:

Item	Registered capital	3,184,076,706 baht	(Three thousand one hundred eighty-four million seventy-six thousand seven hundred six baht exactly)
4.	amount		
	Divided into	3,184,076,706 shares	(Three thousand one hundred eighty four million seventy six thousand seven hundred six shares)
	Par value per share	1 baht	(One baht)
	By separating into		
	Common stock	3,184,076,706 shares	(Three thousand one hundred eighty four million seventy six thousand seven hundred six shares)
	Preferred shares	-do not have -	-do not have -

By granting the authorized directors of the company and/or the authorized representatives of such persons the power to file for capital increase registration and amendment of the memorandum of association, section 4, with the registrar of public companies, Department of Business Development, Ministry of Commerce, as well as the power to amend or change the request or text in such documents, including the power to take any action necessary and related to such

action as deemed appropriate and to comply with the law and regulations. Regulations and interpretations of relevant government agencies, including recommendations or orders of the registrar or officer.

Details regarding the said capital increase are shown in the Capital Increase Report Form (F53-4) **attached herewith 2.**

Since the company had previously given the meeting an opportunity to express their opinions or ask questions, the questions and/or comments were summarized as follows:

Mr. Wanchai Lersrisutphon, proxy of the Thai Investors Association, asked that in order to comply with the duties of independent directors and the audit committee in looking after the benefits of the company and shareholders, the independent directors and audit committee members should confirm to the shareholders' meeting that they have used their discretion carefully and thoroughly in considering the said transaction, according to the various reasons that the company's executives explained to the shareholders in this agenda.

The Chairman said that as the Chairman of the Audit Committee and Chairman of the Board of Directors, the Company is aware of the benefits of all shareholders. This transaction is reasonable and necessary in many aspects. In April 2024, several events occurred, which reduced the Company's liquidity and share price, and affected investors' decisions and confidence in the Company whether it can continue its business. As for creditors, whether they are banks or debt instrument holders, they are concerned about whether the Company will be able to repay its debts. These problems have caused the Company's executives and directors to consider finding a joint solution to allow the Company to continue its operations, leading to this capital increase. Since the Company's capital increase was unsuccessful twice in the past, investor and creditor confidence has decreased. Therefore, the Company's directors and management must consider finding new sources of funds for the Company to continue its operations. Although the Company has assets at book value, as the independent financial advisor has commented that the Company is worth 1.38 baht per share, if the Company does not have capital to support it, the share price may not reach 0.10 baht. Therefore, this capital increase may allow the Company to generate income and profit to increase its book value. In addition, this capital increase, the Company will receive funds from the issuance and offering of additional common shares and warrants to Insignia and Mr. Warit, which the Board of Directors and the Audit Committee consider appropriate

because the Company will receive money to help enhance the Company's liquidity. If considering the book value, which is a price higher than the market price by 0.60 baht per share. It can be seen that investors can buy the company's shares at a lower price for speculation, but investors are willing to help the company through this capital increase. Therefore, the capital increase by issuing and offering additional common shares at a price of 1.00 baht per share and setting the exercise price of the warrant at a price of 1.20 baht per share is a reasonable price. As for the exchange of the company's shares with LOCKBOX , which the independent financial advisor sees as a reasonable price for LOCKBOX but the company is at a disadvantage because the price is lower than the book value, if considering from the investor's perspective, it can be compared to the case of issuing and offering shares in which the company receives cash compensation, and the board of directors and the audit committee see that the share exchange price with LOCKBOX is a reasonable price. In addition, the company will have Mr. Ilthichai Poolvaraluck, an executive of LOCKBOX, become a major shareholder and join in managing the business, including negotiating with creditors, both banks and trade creditors, which will be more beneficial. Therefore, it led to the decision to proceed with this capital increase, which will provide the company with working capital, knowledgeable and capable executives to help manage the business and help the company continue its business. This is the origin of the presentation to the shareholders' meeting for consideration today.

Mr. Wanchai Leosrisutthaphon And Ms. Phawana Thongratana, a shareholder, asked about similar matters. The operator therefore requested permission to combine the questions into one. The shareholder asked the executives to explain the current operating results of LOCKBOX and LOCKVENT , such as whether there is an opportunity for profit or loss, an opportunity for business growth, or whether LOCKBOX and LOCKVENT will have other impacts that are conducive to the company's future operating results. What does the company see in LOCKBOX and how will LOCKBOX 's business synergize with the company's business ? He also asked for information about the business plan going forward.

Mr. Wirach explained that the company has a complex business structure. Therefore, the company will currently focus on 1) the payment business , which consists of top-up machines and payment systems; 2) the consumer finance business of Love Leasing Co., Ltd., a subsidiary company that has quite good performance and can maintain its customer base; 3) the vending machine business , which is an automatic vending machine that was severely affected

during the period when the company lacked liquidity to refill more than 10,000 vending machines . If this capital increase is successful, the company will be able to use the money to manage the vending machines so that they can be gradually used again; and 4) the smart card/credit card production business of Plus Tech Innovation Co., Ltd., a subsidiary company. The company is able to reach grassroots customers and the business in Thailand has a wide distribution of payment channels. Consumers of certain age groups want to use the Rabbit card , the company's business partner, as another payment channel in addition to mobile banking for the new generation. Therefore, the smart card/credit card production business is another business that the company wants to expand in order for the company to grow; and 5) the laundry business of Sabai Wash Co., Ltd., a subsidiary company that was affected by liquidity and had to stop. The company plans to expand branches to increase channels. The company wants to grow in various channels by leveraging the company's existing channels, including increasing sales, selling products, and selling advertising media. However, the company currently has limitations in terms of capital for operations and investment in existing and new businesses.

In the case of LOCKBOX, the company previously held 20 percent of LOCKBOX shares , which prevented the company from connecting various channels, whether it be in terms of product sales, advertising media, or sales promotion. Therefore, exchanging shares for LOCKBOX shares this time will allow the company to have more channels to reach partners and customers, which is beneficial to the management that LOCKBOX can help in this matter. In addition, the company also has a parcel delivery business with 7 brands and more than 20,000 service points , and also provides other services in some branches in addition to parcel delivery, such as payment channels and connecting e-commerce systems to sell products, including receiving collateral and checking collateral for financial institutions, doing KYC, and verifying various identities. The company sees an opportunity when parcel delivery shops are closed. Will parcel delivery be able to be done 24 hours a day? Therefore, it is the reason for the synergy with LOCKBOX this time, which will increase sales channels and extend service periods, as well as help reduce parcel delivery costs. However, on the date of negotiations on the transaction, LOCKBOX has not yet received the rights to the green and red cabinets. But at present, LOCKBOX has signed a contract to receive the rights to the green cabinet area of the National Telecom Public Company Limited and the red cabinet of Thailand Post Company Limited, which provides additional channels to support the company's growth according to the business plan.

In addition, from past lessons, the company will have to be more careful in spending money, and the management wants to solve the problem so that the company can come back strong and grow quickly and continuously. Therefore, the company has LOCKBOX, which will allow the company to recover quickly and continue to grow without having to invest a lot of money, while the company will use the money received from the capital increase to increase liquidity and pay off the loan to reduce interest.

In addition to the various channels mentioned above, the company also has a large customer base. Having LOCKBOX increases the customer base. Especially the customer base of foreign tourists, which will facilitate the expansion of the company's payment system to cover foreign tourists, which will be a strength that will enable the company to expand its business.

For the operating results of LOCKBOX and LOCKVENT in 2023, the total revenue is more than 35 million baht and the profit is more than 5 million baht all the time. And there is a tendency to grow more in advertising media sales. The use of space of more than 1,000 points in the early stages of the business, which has a very high potential growth, is the reason why the independent financial advisor or the company's internal analysis department sees the potential and assesses the value of LOCKBOX at no less than 360 million baht, as disclosed to investors. LOCKBOX is financially strong. On the day the board of directors approved the transaction, LOCKBOX had no less than 20 million baht in cash, which shows that LOCKBOX is financially strong, has cash flow, is profitable, and has growth potential in the future.

Ms. Phawana Thongratana, a shareholder who came in person, asked what the compensation for entering into an EBT transaction or doing a Share Swap is.

Ms. Yaowarot Klinboon, legal advisor, provided information that trading in LOCKBOX and LOCKVENT shares is an EBT. (Entire Business Transfer) is the transfer of the entire business. It is a tax management matter of the seller according to the Revenue Code. Under the EBT process, the seller, Holding L, will transfer shares in LOCKBOX and LOCKVENT to the company. The company will not have to pay compensation in cash to Holding L, but will pay compensation by issuing additional shares to Holding L, or what is known as a share swap or Share Swap. After Holding L has received compensation in the form of the company's shares, Holding L will cease the company and the company's shares will return to Holding L shareholders.

any shareholders or proxies wished to ask questions or express opinions, or if there were any questions sent by shareholders in advance. However, no one asked any questions or expressed any opinions . Therefore, the Chairman proposed that the meeting vote to approve the increase in the Company’s registered capital and the amendment of Article 4 of the Memorandum of Association to be in line with the increase in the Company’s registered capital, including the authorization of the Company’s authorized directors and/or their representatives to carry out various actions related to the increase in the registered capital and the amendment of the Memorandum of Association, as detailed in the proposal. This agenda item 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 (Note: Interested persons include Mr. warit Ms. Narumon Yongsakul, the wife of Mr. warit (“Mrs. Narumon ”), Mr. Ilthichai Poolvaraluck (“ Mr. Ilthichai ”), Ms. Proudpoot Liptapanlop, the wife of Mr. Ilthichai (“ Ms. Proudpoot ”) and LOCKBOX

Meeting Resolution The meeting considered the following: The resolution approved the increase of the Company's registered capital and the amendment of Article 4 of the Memorandum of Association to be consistent with the increase of the Company's registered capital, including the authorization of the Company's authorized directors and/or the authorized representatives of such persons to have the authority to perform various actions related to the increase of the registered capital and the amendment of the Memorandum of Association, according to the details proposed. With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	424,936,038	93.2623
Disagree	30,699,100	6.7376
Abstain from making noise	125	0.0000
Total 94 List	455,635,263	100,0000

Agenda 4 Consideration of approval of investment in ordinary shares in Lockbox Group Co., Ltd. and Lockbox Ventures Co., Ltd. by means of transfer of all business and payment of consideration by issuing and offering additional ordinary shares instead of paying in cash, which is considered a related party transaction.



บริษัท สมาย เทคโนโลยี จำกัด (มหาชน)
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เขตบางขุนเทียน กรุงเทพมหานคร 10150

The Chairman assigned Mr. Anupat, the Manager. The Commercial and Investment Department presented and explained the details to the meeting.

Mr. Anupat explained to the meeting that The company intends to invest in common shares in LOCKBOX, 30,000 shares or 80.0 percent of the registered capital and investment in common shares in LOCKVENT in the amount of 50,000 shares or 80.0 percent of the registered capital by way of Entire Business Transfer (EBT), whereby the Company will pay the consideration by issuing and offering additional common shares in the amount of 360,000,000 shares, with a par value of 1 baht per share, to a limited number of persons, namely: Holding L, a limited company to be established under the laws of Thailand in order to comply with the conditions of the Entire Business Transfer (EBT) process under the Revenue Code at an offering price of THB 1.00 per share in lieu of cash payment (the “ **PP with Holding L Transaction** ”) (Please consider the details of the PP with Holding L transaction in the Information Memorandum on the Issuance and Offering of New Ordinary Shares and Warrants to Purchase Ordinary Shares to a Specific Person and Related Transactions of Sabuy Technology Public Company Limited, **Attachment 4**). After the capital increase and the dissolution and liquidation of Holding L in order to comply with the conditions under the Revenue Code regarding the entire business transfer, the shareholders of Holding L are as follows: Mr. Ilthichai Kawin Opaswongkarn (“ **Mr. Kawin** ”) , Mr. Wutthithon Milintachinda (“ **Mr. Wutthithon** ”) and Mr. Wattana Hunsongtham (“ **Mr. Wattana** ”) will receive 320,400,000 shares, 18,000,000 shares, 18,000,000 shares and 3,600,000 shares of additional common stock, 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 forms of Smart Locker Box . Consisting of 1) Smart Locker Box service 2) Baggage delivery service 3) Media and advertising space and 4) Other additional services such as bags, luggage bags, packing materials . Currently, Sabai Accelerator Co., Ltd., a subsidiary in which the Company holds 100 percent of the shares, holds 20 percent of the shares in both LOCKBOX and LOCKVENT, in accordance with the resolution of the Board of Directors' Meeting 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.

EBT transaction is considered an asset acquisition transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 on Criteria for

Significant Transactions Constituting Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Operations of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547 (including amendments) (the “**Acquisition or Disposal Notification** ”). The size of the transaction, calculated from the Company’s reviewed consolidated financial statements for the six-month period ended June 30, 2024, yields a maximum transaction size of 20.38 percent based on the value of shares issued to pay for assets criterion. When the size of other asset acquisition transactions in the past six months of the Company is added to the size of the asset acquisition transactions under the EBT transaction , the total transaction size will be 20.38 percent based on the value of shares issued to pay for assets criterion, which is the criterion for calculating the maximum transaction size. Since the size of the acquisition transaction exceeds 15 percent but is less than 50 percent, the Company is required to disclose information regarding the transaction to the Stock Exchange of Thailand. and send a letter to inform shareholders within 21 days from the date of disclosure of information to the Stock Exchange of Thailand as specified in the announcement of the acquisition or disposal.

Share Swap transaction is considered a related party transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding the criteria for related party transactions (including amendments) and the Notification of the Stock Exchange of Thailand regarding the disclosure of information and operations of listed companies in related party transactions B.E. 2546 (including amendments) (the “ **Related Party Announcement** ”) as it is a transaction with Holding L , a juristic person in which Mr. Ilthichai is a major shareholder or controlling person. And Mr. Ilthichai will be proposed to be the executive of the Company after the Share Swap transaction is completed, where the value of the Share Swap transaction (including the calculation of EBT transaction and PP transaction with Holding L as the same transaction) is equal to 360.00 million baht and the Company has no other transactions with Holding L or Mr. Ilthichai that occurred in the past six months. 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 six-month period ending June 30, 2024 is less than 0), the Company is required to disclose information on the Company's connected transactions to the Stock Exchange of Thailand in accordance with the Related Transaction Announcement and request approval for the Company's connected transactions from the Company's shareholders'

meeting. By a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders, and the Company must deliver a notice of the meeting 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 list is considered as the purchase or transfer of the business of another company or private company to the company. Pursuant to Section 107(2)(c) of the Public Limited Companies Act, the Company must obtain approval from a meeting of its shareholders 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 interested shareholders.

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.

Since the company had previously given the meeting an opportunity to express their opinions or ask questions, however, no one asked or expressed their opinions.

For this reason, the Chairman proposed that the meeting vote to approve the investment in ordinary shares in LOCKBOX and LOCKVENT by means of the entire business transfer and payment of consideration by issuing and offering additional ordinary shares instead of paying in cash, which is considered a related transaction, and assigned 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 have the authority to take necessary actions related to the EBT transaction until completion. According to the details proposed, 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 (in this case, interested persons include Mr. Ilthichai, Ms. Proudpoot and LOCKBOX). In addition, since Agenda Item 4 and Agenda Item 7.3 are considered related agendas and are conditional on each other, if any agenda is not approved by the shareholders' meeting this time, the related agenda will be considered as cancelled and no other agenda will be considered. Other related matters

Meeting Resolution The meeting considered the following: The resolution approved investment in common shares in LOCKBOX and LOCKVENT. By means of accepting the transfer of the entire business and paying the consideration by issuing and offering additional common shares instead of paying in cash, which is considered a related transaction, and the assignment of 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 have the authority to take necessary actions related to the EBT transaction until completion, according to the details as proposed, with the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	491,955,888	86.9700
Disagree	71,188,950	12.5850
Abstain from making noise	2,516,125	0.4448
together 96 List	565,660,963	100,0000

Agenda 5 Consideration of approval of the issuance and offering of warrants to purchase ordinary shares of the Company for allocation to a limited number of persons (Private Placement) for the 3rd time (SABUY-W 3) and the 4th time (SABUY-W 4).

The Chairman assigned Mr. Anupat , the Manager. The Commercial and Investment Department presented and explained the details to the meeting.

Mr. Anupat Explained to the meeting that The Company intends to issue and offer for sale SABUY-W3 warrants. and SABUY - W4 warrants according to the SABUY-Warrant list totaling 400,000,000 units (collectively called " **Warrants** ") , which are ordinary shares allocated to support the exercise of rights in the amount of not more than 400,000,000 shares to be allocated to a limited number of persons (Private Placement) and with an exercise ratio of 1 unit of Warrant for 1 ordinary share , whereby the Warrants will have a term of 2 years from the date of issuance of the Warrants and have an exercise price of 1.20 baht per share. Such limited persons include:

(1) Insignia which will receive an allocation of 350,000,000 SABUY-W3 warrants at no cost, together with 350,000,000 additional common shares of the Company that Insignia will subscribe for and be allocated (“**SABUY -W3**”)

(2) Mr. Warit, who will be allocated 50,000,000 SABUY-W4 warrants without charge, together with 50,000,000 additional common shares of the Company that Mr. Warit will subscribe for and be allocated (“**SABUY-W4**”).

The said warrants will not be listed as listed securities on the Stock Exchange of Thailand. When comparing the market price and the offering price of the shares supporting 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 of Thailand for the past 15 consecutive



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เขตบางขุนเทียน กรุงเทพมหานคร 10150

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 that the shareholders' meeting 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 have the authority to take any action regarding the following matters: (a) Determining details related to the issuance and offering of the Warrants this time, including but not limited to the Warrant issuance date, the first and last exercise dates, and the exercise of the conversion rights of the Warrants to purchase ordinary shares, including the conditions and related details as appropriate and to the extent that they do not conflict with or contradict the relevant announcements, rules, or laws; (b) Amending wording or text in documents, minutes of shareholders' meetings, memorandum of association, and/or other applications; and/or any action (c) contacting, negotiating, entering into, amending, or signing documents, requests for permission, requests for relaxation, notices, and necessary evidence related to the issuance of the Warrant , including contacting to submit requests for permission, documents, and evidence to government agencies or agencies related to the issuance of the Warrant, 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 number of persons (Private Placement) on this occasion, 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 suitable persons to act as sub-attorneys to carry out the above actions.

Details of the SABUY-Warrant are shown in the Information Memorandum on the Issuance and Offering of Additional Shares and Warrants to Purchase Additional Shares to a Limited Number of Persons (Private Placement) **Attached 4**, and summarize the main points of the issuance and offering of warrants to purchase additional common shares of Sabuy Technology Public Company Limited to a limited number of persons (Private Placement) for the 3rd time (SABUY-W3) and the 4th time (SABUY-W4), **Attached 5**

Since the company had previously given the meeting an opportunity to express their opinions or ask questions, however, no one asked or expressed their opinions.

For this reason, the Chairman proposed that the meeting vote by considering and approving it separately as a sub-agenda. As follows

Agenda 5.1 Consideration of approval of the issuance and offering of the Company's 3rd warrant (SABUY-W 3) to be allocated to a limited group of persons (Private Placement) , namely Insignia, in the amount of 350,000,000 units, without charge, together with the Company's additional common shares in the amount of 350,000,000 shares that Insignia will subscribe for and be allocated. The resolution must be approved by not less than half of the total number of votes of shareholders attending the meeting and casting votes, excluding votes of interested persons.

Agenda 5.2 Consider and approve the issuance and offering of the Company's 4th warrant (SABUY-W4) to allocate to a limited group of persons (Private Placement) , namely Mr. Warit, in the amount of 50,000,000 units without charge, together with the Company's additional common shares in the amount of 50,000,000 shares that Mr. Warit will subscribe and be allocated. It must be approved by a vote of not less than half of the total number of votes of shareholders attending the meeting and casting votes, excluding votes of interested persons (Mr. Warit and Mrs. Narumon will not have the right to vote in this agenda).

By considering approval of each agenda, including the assignment of 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 have the authority to carry out any action in the related matters until completion according to the proposed details.

Meeting Resolution The meeting considered the following: The resolution is as follows:

5.1 Approval of the issuance and offering of the Company's 3rd common stock purchase warrant (SABUY-W3) To allocate 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 common shares, in the amount of 350,000,000 shares , which Insignia will subscribe for and be allocated , and various related assignments , according to the proposed details, with the following votes :

Pronunciation	Score (Vote)	Calculated as a percentage
agree	581,196,738	94.9829
Disagree	30,699,100	5.0170
Abstain from making noise	125	-
together 99 List	611,895,963	-

5.2 Approval of the issuance and offering of the Company's 4th common stock purchase warrant (SABUY-W4) To allocate to a limited number of persons (Private Placement) , namely Mr. Warit, in the amount of 50,000,000 units without any consideration, together with the Company's additional common shares in the amount of 50,000,000 shares that Mr. Warit will subscribe and receive allocations , and various related assignments , according to the proposed details, with the following votes :



บริษัท สมาย เทคโนโลยี จำกัด (มหาชน)
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เขตบางขุนเทียน กรุงเทพมหานคร 10150

Pronunciation	Score (Vote)	Calculated as a percentage
agree	471,853,638	94.0190
Disagree	30,016,500	5.9809
Abstain from making noise	125	-
together 97 List	501,870,263	-

Agenda 6 Consideration of approval of the issuance and offering of warrants to purchase ordinary shares of the Company to directors, executives and employees of the Company and subsidiaries for the 3rd time (SABUY-WC)

The Chairman assigned Mr. Anupat, Commercial and Investment Manager presented and explained the details to the meeting.

Mr. Anupat explained to the meeting that The Company intends to issue and offer warrants to purchase ordinary shares of the Company to directors, executives and employees of the Company and its subsidiaries for the third time. (SABUY-WC) (“ **Warrant SABUY-WC** ”) Without charge, in the amount of 87,000,000 units, or 4.95 percent of the total number of issued shares of the Company, totaling 1,766,768,238 shares, deducting the number of repurchased shares of 95,000,000 shares (as of August 29 , 2024 , which is the date 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. In order to motivate the directors, executives and employees of the Company and its subsidiaries to be determined to work to create the greatest benefit for the Company and its shareholders. and motivate 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 unit of warrant to 1 common share, have a term of 2 years from the date of issuance of the warrants, and have an exercise price of 1.20 baht per share. No director, executive, and/or employee will be allocated more than 5 percent of SABUY-WC Warrants.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider authorizing the Chief Executive Officer to take the following

actions: (a) change, increase or decrease the number of warrants for directors, executives and employees that have been allocated; (b) determine, amend, add and change the conditions and details 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 term of the warrants, the period for exercising the rights and the expiration date; (c) sign various application documents and necessary evidence related to the issuance of such warrants, including but not limited to contacting, providing information and submitting applications for permission, requests for waivers, 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; and (d) take any action necessary and appropriate in connection with the issuance and offering of such warrants.

SABUY-WC warrants are as summarized in the summary of the main points of the issuance and offering of warrants to purchase additional common 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) **in Attachment 6.**

Since the company had previously given the meeting an opportunity to express their opinions or ask questions, however, no one asked or expressed their opinions.

Therefore, the Chairman proposed that the meeting vote to approve the issuance and offering of the Company's warrants to purchase ordinary shares to the Company's directors, executives, and employees and subsidiaries for the 3rd time (SABUY-WC) and the assignment of the Chief Executive Officer to have the authority to take various actions related to the issuance and offering of the SABUY-WC warrants as detailed in the proposed agenda. The resolution in this agenda must be approved by no less than 3/4 of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested persons, which are the directors who will be allocated SABUY-WC , and there must be no shareholders holding a combined share of more than 10 percent of the total votes of the shareholders attending the meeting voting against the issuance and offering of the SABUY-WC warrants.

Meeting Resolution The meeting considered the following: The resolution approved the issuance and offering of warrants to purchase ordinary shares of the Company to directors, executives and employees of the Company and its subsidiaries for the third

time (SABUY-WC) and the assignment of the Chief Executive Officer with the authority to take various actions regarding the issuance and offering of warrants of SABUY-WC according to the proposed details with the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	562,801,219	94.0257
Disagree	30,709,100	5.1304
Abstain from making noise	5,050,125	0.8437
together 94 List	598,560,444	100,0000

Agenda 7 Consideration of approval of allocation of additional common shares

The Chairman assigned Mr. Anupat , the Manager. The Commercial and Investment Department presented and explained the details to the meeting.

Mr. Anupat explained to the meeting that since the Company intends to (a) issue and offer for sale common shares to increase the Company's capital according to the PP list , (b) issue and offer for sale warrants according to the SABUY-Warrant list, and (c) issue and offer for sale SABUY-WC warrants to the Company's directors, executives, and employees and subsidiaries, according to the details presented in agenda items 3 to 6 above, the Company intends to allocate 1,247,000,000 common shares to increase the Company's capital, with a par value of 1 baht per share, as follows:

(1) Allocating additional common shares of the Company according to the PP list in the amount of 760,000,000 shares, with a par value of 1 baht per share . To a limited number of persons, divided into (a) 350,000,000 additional common shares to Insignia. (b) 50,000,000 additional common shares to Mr. Warit and (c) 360,000,000 additional common shares to Holding L at an offering price of 1.00 baht per share.

(2) 400,000,000 common shares of the Company under the SABUY-Warrant program, 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, which are 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) 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 SABUY-WC warrants, in the amount of 87,000,000 units, allocated to directors, executives and employees of the Company and subsidiaries, without charge.

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) which results in the Company having to send a meeting notice to shareholders at least 14 days in advance of the meeting date and disclose such meeting notice through the Stock Exchange of Thailand's data transmission system and must receive approval from the 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. Therefore, the Company must provide the opinion of an independent financial advisor to be considered by the shareholders' meeting in approving 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 transaction under the Related Transaction Announcement because it is a transaction with Holding L, a juristic person in which Mr. Ilthichai is a major shareholder or controlling person, and Mr. Ilthichai will be proposed as 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. Ilthichai 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 on the Company's related transactions to the Stock Exchange of Thailand under the Related Transaction Announcement and request approval for the Company's related 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, excluding 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 provide an opinion on the Company's related party transactions. and submit such opinions to the SEC and the Stock Exchange of Thailand on this occasion. The company has appointed a company Avangard Capital Limited to be an independent financial advisor to perform such duties

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 additional ordinary shares of the Company 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 additional ordinary shares, payment of shares (whether in cash or assets other than cash), and 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 additional ordinary shares of the Company, 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, and listing such additional ordinary shares as listed securities on the Stock Exchange of Thailand; and (c) taking any action necessary and relevant to ensure the successful allocation



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of the additional ordinary shares of the Company as mentioned above. Including the appointment and assignment of other suitable persons to act as sub-attorneys to carry out the above actions.

Details of the PP transaction and 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 and Related Transactions of Sabuy Technology Public Company Limited, **Attachment 4.** Summary of the Essence of the Issuance and Offering of New Ordinary Share Warrants of Sabuy Technology Public Company Limited to a Limited Group of Persons (Private Placement) for the Third Time (SABUY-W3) and the Fourth Time (SABUY-W4), **Attachment 5.** and the independent financial advisor's opinion report on the asset acquisition transaction and related transactions, and the issuance and offering of additional common shares to a limited number of persons (Private Placement) and related transactions, **Attachment 7.** and details of the SABUY-WC warrants appear in the summary of the essential points of the issuance and offering of warrants to purchase additional common shares of Sabuy Technology Public Company Limited to directors, executives and employees of the Company and subsidiaries, the third time (SABUY-WC), **Attachment 6.**

Since the company had previously given the meeting an opportunity to express their opinions or ask questions, however, no one asked or expressed their opinions.

For this reason The Chairman therefore proposed that the meeting vote by considering and approving it separately as follows:

Agenda 7.1 Allocating additional common shares under the PP program to a limited number of persons, namely Insignia. which is considered a significant new share offering, 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.

Agenda 7.2 Allocating additional common shares under the PP program to a limited number of persons, namely Mr. Warit which is considered a significant new share offering, 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. (In addition, Mr. Warit and Mrs. Narumon will not have the right to vote in this agenda .)

Agenda 7.3 Allocating additional common shares under the PP program to a limited number of persons, namely Holding L. which is considered a significant new share offering 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 votes of interested persons. (In addition, Mr. Itthichai, Ms. Prawputh and LOCKBOX will not have the right to vote in this agenda .)

Agenda 7.4 Allocation of additional common shares to support the exercise of rights under SABUY-W3 warrants to a limited number of persons, including Insignia. It 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.

Agenda 7.5 Allocating additional common shares to support the exercise of rights under the SABUY-W4 Warrants to a limited group of persons, namely Mr. Warit, 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. (In addition, Mr. Warit and Mrs. Narumon will not have the right to vote in this agenda .)

Agenda 7.6 Allocation of additional common shares to support the exercise of rights under SABUY-WC warrants to the Company's directors, executives and employees and subsidiaries must pass a resolution of approval 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 stakeholders And there must be no shareholders who hold shares in total exceeding 10 percent of the total number of votes of shareholders attending the meeting who vote to object to the issuance and offering of SABUY-WC warrants (Note: Directors who will be allocated SABUY-WC will not have the right to vote on this agenda item).

By considering approval of each agenda, including the assignment of 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 have the authority to carry out any related actions as proposed until completion.

Meeting Resolution The meeting considered the following: The resolution is as follows:

7.1 Approved the allocation of additional common shares of 350,000,000 shares to Insignia and the related assignments as detailed below . With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	581,180,238	94.9802
Disagree	30,715,600	5.0197
Abstain from making noise	125	0.0000
together 99 List	611,895,963	100,0000

7.2 Approved the allocation of additional common shares of 50,000,000 shares to Mr. Warit and various related assignments as detailed below. With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	471,853,638	94.0190
Disagree	30,016,500	5.9809
Abstain from making noise	125	0.0000

together 97 List	501,870,263	100,0000
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7.3 The resolution approved the allocation of additional common shares of 360,000,000 shares to Holding L and the related assignments as detailed in the proposal . With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	494,471,888	87.4148
Disagree	71,188,950	12.5850
Abstain from making noise	125	0.0000
together 96 List	565,660,963	100,0000

7.4 The resolution approved the allocation of additional common shares of 350,000,000 shares to support the exercise of rights under the SABUY- W 3 warrants . and various related assignments as detailed below With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	581,186,738	94.9812
Disagree	30,699,100	5.0170
Abstain from making noise	10,125	0.00 16
together 99 List	611,895,963	100,0000

7.5 The resolution approved the allocation of additional common shares of 50,000,000 shares to support the exercise of rights under the SABUY- W 4 warrants . and various related assignments as detailed below With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	471,870,138	94.0223
Disagree	30,000,000	5.9776

Abstain from making noise	125	0.0000
together 97 List	501,870,263	100,0000

7.6 The resolution approved the allocation of additional common shares of 87,000,000 shares to support the exercise of rights under the SABUY-WC warrants and various related assignments according to the proposed details . With the following votes:

Pronunciation	Score (Vote)	Calculated as a percentage
agree	562,794,719	94.0247
Disagree	30,715,600	5.1315
Abstain from making noise	5,050,125	0.8437
together 94 List	598,560,444	100,0000

Agenda 8 Consider other matters (if any)

The moderator informed the meeting that: The Public Limited Companies Act, Section 105 , paragraph two, stipulates that when the meeting has considered the matters specified in the notice of the meeting, shareholders who hold 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 notice of the meeting. 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. The questions and/or comments can be summarized as follows:

Mr. Amnat Buppmas, a shareholder who came in person, asked the company to explain the debt burden that must be paid within the next 12 months and to explain the ability to pay the debt, whether it can be done on time, what are the risks, and whether there are any solutions or not.

Mr. Kittipol Thanasit, Acting Chief Financial Officer, explained that the debts that will gradually mature within 1 year are mainly the maturity of debentures that will gradually mature in 2025, totaling approximately 3,795 million baht. In terms of the approach to solving the problem, in



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In addition to this capital increase, the management is preparing to sell assets that are not core assets in the business to enhance liquidity and use them to manage the debts that will mature in 2025 .

The moderator informed the meeting that there were no further questions from the participants and invited the chairman to close the meeting.

The Chairman thanked the shareholders who took the time to attend the meeting and voted in the meeting today, and thanked the executives and all staff who took the time to make the meeting a success.

The chairman closed the meeting at 12.48 .

sign.....Chairman of the meeting

(Mr. Jakkrit Paraphanthakun)

Chairman of the Board of Directors

sign.....Company Secretary

(Miss Duangruthai Sriwarom)

Minutes taker